

1
2 BYLAWS
3 OF
4 ***Federation of Community Councils***
5
6

7 **Article I – Name and Purpose**
8

9 Section 1. Name.

10 The name of this Corporation shall be Federation of Community Councils, Inc.
11

12 Section 2. Purpose.

13 The purpose of this Corporation shall be to:

- 14 I. Support and foster neighborhood engagement.
15 II. To support the Community Councils as recognized by the Municipality of
16 Anchorage under the Home Rule Charter Articles II and VIII and A.M.C 2.40
17 III. Maintain nonprofit status to fulfill its purpose and operate exclusively in
18 furtherance of charitable and educational purposes within the meaning of the
19 Internal Revenue Code 501(c)(3) and Alaska Statute 10.20.005.
20

21 This Corporation is nonpartisan and nonsectarian. It shall not endorse a candidate for
22 federal, state, or municipal elected office.
23
24

25 **Article II – Offices**
26

27 Section 1. Registered Office and Registered Agent.

28 The registered office shall be located at the offices of the Corporation and may be
29 changed by a resolution of the Board of Directors and filed with the State of Alaska.
30

31 The principal agent shall be the chief executive of the Corporation or other person as
32 directed by resolution of the Board of Directors and filed with the State of Alaska.
33

34 Section 2. Principal Office.

35 The principal office of the Corporation shall be located in the Municipality of Anchorage
36 The Corporation may have other offices as determined by the Board of Directors.
37
38

39 **Article III – Delegates**
40

1 Section 1. Delegate Eligibility.

2 The Corporation shall have members, hereafter known as Delegates. The body of
3 Delegates will hereafter be known as the Coalition of Delegates.

4
5 Eligibility is open to all Community Councils recognized under Anchorage Municipal
6 Code section 2.40 and which have Assembly approved bylaws, held at least one
7 publicly noticed meeting within the past 12 months, and a chair elected Each eligible
8 Community Council, hereafter known as Member Council, shall have one vote which
9 shall be exercised by the designated representative of each such council, hereafter
10 known as Delegate.

11
12 The Member Council chair shall serve as the Delegate, unless that Community Council
13 makes a decision otherwise in the form of a resolution or bylaw.

14
15 Delegates cannot be seated in public office. Public office is defined as the following
16 elected positions: Anchorage Mayor, Anchorage Assembly, Anchorage School Board,
17 Governor, Lt. Governor, Alaska State Legislature representatives, U.S. House
18 Representative for Alaska, and U.S. Senator for Alaska.

19

20 Section 2. Delegate Alternates.

21 Members Councils may appoint or elect an Alternate Delegate (also known as a proxy
22 or designee). The Alternate shall be submitted by written notice to Corporation staff at
23 least 2 business days in advance of any meeting. The appointment or election of an
24 Alternate must align with Member Council bylaws or resolutions.

25

26 Only one Alternate may be designated by a Member Council at a time. Designation of
27 Alternates may only last 11 months from receipt of written notice, or as otherwise
28 allowed by state or local law.

29

30 Section 3. Authority of Delegates.

31 The Delegates of the Corporation shall have authority to elect and remove Directors,
32 ratify bylaws, and to vote on any proposal of merger, consolidation, or dissolution of the
33 Corporation. Delegates may also serve on committees of the Board.

34

35

36 **Article IV – Meetings of the Coalition of Delegates**

37

38 Section 1. Annual Meeting.

1 An annual meeting of the Delegates shall be held in February of each year for the
2 purpose of electing the Board of Directors and for the transaction of any other
3 authorized business of the Delegates.

4
5 All meetings of the Delegates shall be open to the public, except in the case of
6 Executive Sessions. Only the following subjects may be considered in Executive
7 Sessions:

- 8 I. matters, the immediate knowledge of which would clearly have an adverse effect
9 upon the finances of the organization;
- 10 II. subjects that tend to prejudice the reputation and character of any person,
11 although such person has the right to request it be public;
- 12 III. legal matters where the Board is receiving advice from an attorney or when
13 legally required by municipal, state, or federal law.

14
15 Section 2. Manner of Meeting.

16 Meetings may be held in person, remote communication, or both, in accordance with
17 local and state laws.

18
19 Section 3. Notice of Meetings.

20 Written notice stating the place, day, and hour of any regular meeting of the Delegates
21 shall be delivered to each Delegate and Member Council entitled to vote at the meeting,
22 not less than seven before the date of the meeting by or at the direction of the Chair, the
23 Secretary, or the Officers.

24
25 Written notice is defined as electronic communication or mailed communication.

26
27 Section 4. Special Meetings.

28 Special meetings of the Delegates may be called by the presiding officer of the Board of
29 Directors, the Board of Directors, the presiding officer of the Coalition of Delegates, or
30 by no less than one-fifth of the Delegates.

31
32 In case of a special meeting the purpose or purposes for which the meeting is called
33 shall be stated in the notice. Written notice stating the place, day, and hour of any
34 special meeting of the Delegates shall be delivered to each Delegate and Member
35 Council entitled to vote at the meeting, no less than two days before the date of the
36 meeting.

37
38 Section 5. Quorum.

39 More than 50 percent of the voting Delegates shall constitute a quorum.

40

1 If a quorum is not initially present, a majority of the Delegates present may postpone the
2 convening of the meeting later on the same day at the same location without further
3 notice.

4
5 Once a quorum has been established, no departure of a Delegate or Delegates shall
6 defeat the quorum, and the Delegates may conduct business.

7
8 Section 6. Manner of Acting.

9 At a meeting at which a quorum is present the majority of the votes represented at the
10 meeting is the act of the Delegates.

11
12 Section 7. Rules of Procedure.

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

15
16 Additional meeting procedures may be outlined by the Delegates through the approval
17 of standing rules.

18
19 If the Coalition wishes to raise a formal concern of any matter relevant to the
20 organization, including policies or other actions of the Board, the Coalition may pass a
21 motion at any regular or special meeting. This motion must be responded to by the
22 Board within 30 days of passing.

23
24
25 **Article V – Board of Directors**

26
27 Section 1. General Powers.

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

30
31 Section 2. Number, Tenure, and Qualifications.

32 The number of Directors shall be at least seven and no more than eleven members.
33 Directors shall hold office for a two-year term and until his or her successor shall have
34 been elected and qualified. No amendment of these Bylaws reducing the number of
35 Directors shall reduce the terms of any incumbent Director.

36
37 Directors may be elected from amongst the current or prior 24 months delegates or
38 alternates.

39
40 Each Member Council can only have up to one Director from their Council.

1
2 Every Assembly district should be represented by at least one Director. Additional seats
3 can come from any district. As far as practical, the Board shall aim to be as
4 geographically-representative as possible.

5
6 Directors may not appoint alternates, proxies, or designees.
7

8 Section 3. Term Limits.

9 No individual may serve more than three consecutive terms as Director. Directors can
10 serve again after sitting out for one term length. Directors shall serve staggered terms.
11 Commencing in _____, the Directors shall draw lots for a one-year term and a two-year
12 term. Each director will serve the term drawn. All subsequently elected directors shall be
13 elected to a two-year term and shall serve until their successor has been elected.
14

15 Section 4. Regular Meetings.

16 The Board must hold regular meetings at least quarterly. Written notice of those
17 meetings shall be given at least two weeks in advance.
18

19 The annual meeting of the Board will be held in the month following the annual meeting
20 of the Coalition of Delegates.
21

22 All meetings of the Board shall be open to the public, except in the case of Executive
23 Sessions. Only the following subjects may be considered in Executive Sessions:

- 24 IV. matters, the immediate knowledge of which would clearly have an adverse effect
25 upon the finances of the organization;
26 V. subjects that tend to prejudice the reputation and character of any person,
27 although such person has the right to request it be public;
28 VI. legal matters where the Board is receiving advice from an attorney or when
29 legally required by municipal, state, or federal law.
30

31 Section 5. Special Meetings.

32 Special meetings of the Board may be called by or at the request of the Chair, the
33 presiding officer, or one-third of the total number of Directors. The persons to call a
34 special meeting shall specify a place for holding the special meeting.
35

36 Written notice of any special meeting of the Board shall be noticed at least two days in
37 advance.
38

39 Section 7. Quorum.

1 A majority of the Directors on the Board shall constitute a quorum for the transaction of
2 business at any meetings of the Board. If a quorum is not initially present, a majority of
3 the Directors present may postpone the convening of the meeting later on the same day
4 at the same location without further notice.
5

6 Section 8. Manner of Acting.

7 The act of a majority of the Directors present at a meeting at which a quorum is present
8 shall be the act of the Board, unless the act of a greater number is required by law or by
9 these Bylaws.
10

11 Section 9. Director Vacancies.

12 The Chair may declare vacant the position of any Director who fails to attend two
13 consecutive meetings or four meetings within the term.
14

15 Section 10. Director Resignation.

16 Directors may resign by written notice to any Officer, the Board, and/or Corporation
17 staff. Upon receipt of notice, the position is considered vacant.
18

19 Section 11. Director Removal.

20 Any or all Directors may be removed at any time by action of the majority of the total
21 Delegates at special or annual meetings of the Delegates. Immediately upon this action,
22 the position would be considered vacant.
23

24 A vote of two-thirds by the Board can temporarily suspend a director for cause. The
25 suspended director can appeal the decision within 30 days, in writing. Upon suspension,
26 a special meeting of the Delegates would be called to ratify the removal. The Board can
27 rescind the suspension within 30 days. After the suspension becomes permanent, the
28 position would be considered vacant.
29

30 Section 12. Filling Director Vacancies.

31 Upon consideration of a position as vacant and there being less than the minimum
32 number of Directors, the Board shall fill the position by the affirmative vote of a majority
33 of the remaining Directors. A Director elected to fill a vacancy must be from the Delegates
34 and shall serve until the next regular or special election.
35

36 The Board may only appoint Directors to fill vacancies, not to add additional Director seats
37 beyond the elections from the Delegates.
38

39 Section 13. Public Office.

1 Directors cannot have formally declared for or be elected to public office. If a director is
2 currently serving or formally declares, they must resign immediately. Formal declaration
3 means submitting a press release, or filing a notice of intent to run for office, or forming
4 a campaign committee, or soliciting funds. Public office is defined as the following
5 elected positions: Anchorage Mayor, Anchorage Assembly, Anchorage School Board,
6 Governor, Lt. Governor, Alaska State Legislature representatives, U.S. House
7 Representative for Alaska, and U.S. Senator for Alaska.

8
9 Section 14. Compensation.

10 Directors shall not receive salaries or compensation for their services.

11
12 Section 15. Standards of Conduct for Directors.

13 I. Directors shall support the mission and purpose of the Corporation.

14 II. A Director shall perform his or her duties, including the duties as a
15 member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent
16 person in a like position would exercise under similar circumstances; and (3) in a
17 manner the Director reasonably believes to be in the best interests of the Corporation.

18 III. In performing his or her duties, a Director is entitled to rely on information,
19 opinions, reports, or statements, including financial statements and other financial data,
20 if prepared or presented by:

21 A. one or more officers or employees of the Corporation whom the
22 Director reasonably believes to be reliable and competent in the matters
23 presented;

24 B. legal counsel, public accountants or other persons as to matters the
25 director reasonably believes are within the person's professional or expert
26 competence; or

27 C. a committee of the Board of which the director is not a member, as to
28 matters within its purview, if the Director reasonably believes the
29 committee merits confidence.

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

33
34 Section 16. Conflicts of Interest.

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

37 I. Conflicts of Interest are defined as when a director or a member of his or
38 her immediate family:

39 A. has an economic interest in a transaction which is the subject of
40 proposed action by the Corporation and the economic interest is adverse,

1 competitive, potentially adverse or potentially competitive to the interest of
2 the Corporation;

3 B. is a member or holds a significant interest in another entity that is
4 the subject of the proposed action by the Corporation; is a member of the
5 Board (or other governing body), or an officer or manager of another entity
6 that is the subject of the proposed action by the Corporation; or,

7 C. is a party to or a potential party to threatened or pending litigation or
8 administrative proceedings in which the position is adverse to that of the
9 Corporation.

10
11 However, a Director does not have a Conflict of Interest where the interest of the
12 Director or his or her immediate family is no different than that of Delegates of the
13 Corporation generally or of other Directors.

14
15 II. Determination of Substantial and Material Conflict of Interest.

16 A. When a Director has a potential Conflict of Interest, the Director
17 shall notify the Board before the Board considers the matter with respect
18 to which the actual or potential conflict exists, of all material facts
19 concerning the nature of the Conflict of Interest. The existence of a
20 Conflict of Interest shall be recorded in the minutes of the meeting of the
21 Board.

22 B. The Board shall determine if a particular Director has a substantial
23 and material Conflict of Interest under this Section. The Chair can make a
24 motion of recommendation, which can be confirmed by assent of the
25 Board. The Director with a Conflict of Interest shall not participate in the
26 discussion of the conflict, other than to answer clarifying questions
27 regarding the conflict, and shall abstain from voting on the issue of the
28 conflict while the disinterested Directors discuss and vote on the conflict.
29 However, the Director may be counted in determining the presence of a
30 quorum at the meeting at which the Board considers the matter giving rise
31 to the conflict.

32 C. The Delegates may void an Action of the Board when the action
33 included participation of a Director with a Conflict of Interest, upon a
34 showing that (i) the vote of the disinterested Directors present at the
35 meeting and voting, would have been insufficient to take the challenged
36 action without the inclusion of the vote of the Director who had the
37 Conflict, and (ii) the action taken was unfair to the Corporation.

38 III. Disqualification of Director.

39 A. If a majority of the voting Directors votes that a substantial and
40 material Conflict of Interest exists, then the Director shall be disqualified

1 from discussing or voting on the matter in which he or she has a
2 substantial and material Conflict of Interest.

3
4 Section 17. Rules of Procedure.

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

7
8
9 **Article VI – Officers**

10
11 Section 1. Officers.

12 The Officers of the Corporation shall be elected from and by the Board, and shall be a
13 Chair (President), a Vice Chair, a Secretary, Treasurer, and a Coalition Liaison. The
14 Board may elect or appoint, at any meeting, other necessary officers and assistant
15 officers and agents and designate their duties. The officers have the authority and
16 perform the duties prescribed by the Board.

17
18 Any two or more offices may be held by the same person, except the offices of Chair
19 and Secretary and the offices of Chair and Coalition Liaison.

20
21 Any Officer who leaves the Board will no longer be eligible to serve as an officer.

22
23 Section 2. Election and Term of Office.

24 The Officers of the Corporation shall be elected every year by the Board at the regular
25 annual meeting of the Board. If the election of officers is not held at the Annual Meeting,
26 the election shall be held as soon thereafter as conveniently possible. Each Officer shall
27 hold office until his or her successor has been duly elected and qualified.

28
29 The election of the Coalition Liaison shall be completed in the same manner as other
30 officers of the Corporation, with the exception that the election is ratified by the
31 Delegates at the next regular or special meeting.

32
33 Section 3. Officer Vacancies.

34 A vacancy in any office, for any reason, may be filled by the Board at any regular or
35 special meeting for the unexpired portion of the term.

36
37 Section 4. President.

38 The President, hereinafter known as the Chair, shall be the principal officer of the
39 Corporation and shall preside at all meetings of the Board; may sign, with the Secretary
40 or any other proper officer of the Corporation, contracts or other instruments which the

1 Board has authorized to be executed, except in cases where the signing and execution
2 is expressly delegated by the Board or by these Bylaws or by statute to some other
3 officer or agent of the Corporation; and, in general, shall perform all duties incident to
4 the office of Chair and other duties as may be prescribed by the Board.
5

6 Section 5. Vice Chair.

7 In the absence of the Chair or in event of his or her inability or refusal to act, the Vice
8 Chair shall perform the duties of the Chair and, when so acting, shall have all the
9 powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall
10 perform such other duties as assigned by the Chair or by the Board.
11

12 Section 6. Secretary.

13 The Secretary is responsible for the oversight of the minutes of: the meetings of the
14 Delegates and of the Board and committees having any of the authority of the Board;
15 see that all notices are duly given in accordance with the provisions of these Bylaws or
16 as required by law; be custodian of the corporate records of the Corporation; keep a
17 register of the name and contact information of each Delegate; and in general perform
18 all duties incident to the office of Secretary and other duties as assigned by the Chair or
19 by the Board.
20

21 Section 7. Treasurer.

22 The Treasurer is responsible for all funds and securities of the Corporation: receive and
23 give receipts for funds due and payable to the Corporation from any source whatsoever;
24 deposit all such funds in the name of the Corporation in the banks, trust companies or
25 other depositories selected by the Board; and in general perform all the duties incident
26 to the office of Treasurer and other duties as assigned by the Chair or by the Board.
27

28 Section 8. Coalition Liaison.

29 The Coalition Liaison is responsible for providing regular information to the
30 Corporation's Delegates at the meetings of the Coalition of Delegates. The Coalition
31 Liaison shall also serve as Chair at any meetings of the Delegates.
32

33 Section 9. Removal.

34 Any officer elected or appointed by the Board may be removed by the vote of a majority
35 of the members of the Board whenever in its judgment the best interests of the
36 Corporation would be served thereby.
37

38 The removal of the Coalition Liaison must be ratified by the Delegates at the next
39 regular or special meeting of the Delegates. A Pro-Tem Coalition Liaison can be elected
40 by the Delegates from within the Board at the same meeting.

1
2 Section 10. Chief Executive Officer.

3 The Chief Executive Officer (CEO) also known as an Executive Director, President, or
4 other leadership title for the person employed directly by the Board, shall be the chief
5 staff officer of the Corporation responsible for the day-to-day leadership and
6 management of the organization shall direct and execute or ensure the execution of all
7 activities and policies adopted by the Board, shall perform the duties of the office as
8 defined by contract and/or job description, and shall perform such other duties as the
9 Board may prescribe or authorize. The foregoing duties shall include, but not be limited
10 to, the execution of contracts or other instruments on behalf of the Corporation except in
11 cases where the execution thereof is expressly delegated by the Board or Bylaws to
12 some other Officer or agent, or shall be required by law to be otherwise signed or
13 executed; the signing of checks or other orders for payment of money; hire staff and
14 contractors to advance the mission.

15
16 The CEO and Board shall collaborate in advancing the mission of the Corporation, and
17 the CEO shall serve as an ex officio, non-voting member of the Board; serve as a non-
18 voting member on the Executive Committee and Finance Committee; and be notified of
19 all Board and Committee meetings and invited to attend all meetings but may be
20 excluded from portions when confidential matters involving the CEO are discussed or as
21 otherwise agreed upon.

22
23 The Chief Executive Officer is hired, evaluated, and fired by the Board and shall serve
24 on such terms and receive such compensation as shall be agreed upon between the
25 Board and the Chief Executive Officer. The CEO and the full Board shall act as partners
26 to advance the mission, values, and goals of the organization.

27
28
29 **Article VII - Committees**

30
31 Section 1. Committees.

32 There are three standing committees - Executive, Finance, and Governance.

33
34 The Board may create ad hoc committees that it deems necessary. Other committees
35 not having and exercising the authority of the Board in the management of the
36 Corporation may be established by resolution of the Board. The motion creating the
37 committee shall specify the purpose and scope of the committee and any additional
38 rules.

1 All committees must have at least three members, including the Chair. Committees can
2 include members who are not Directors, so long as the Chair of the committee is a
3 Director.

4
5 Any committee member may be removed, without cause stated, by the Chair of the
6 Board when, in the judgment of the appointing authority, the best interests of the
7 Corporation is served by the removal.

8
9 Section 2. Chairperson.

10 One member of each committee shall be appointed chairperson by the Chair of the
11 Board. All committee chairs must be a Director.

12
13 Section 3. Term of Office.

14 Each member of a committee shall continue as a member of the committee until the
15 next annual meeting of the Board and until their successor is appointed, unless the
16 committee is terminated sooner or unless the member is removed from the committee
17 or no longer qualifies as a member of the committee.

18
19 Section 4. Quorum.

20 Unless otherwise provided in the resolution of the Board designating a committee, a
21 majority of the whole committee shall constitute a quorum and the act of a majority of
22 the members present at a meeting at which a quorum is present shall be the act of the
23 committee.

24
25 Section 5. Rules of Procedure.

26 All committees shall use Robert's Rules of Order, revised current edition, to conduct
27 meetings except where they conflict with provisions of these bylaws.

28
29 Section 6. Executive Committee.

30 The Executive Committee is responsible for the regular corporate operations.

- 31 I. The Chair of the Board shall serve as chair for the Executive Committee.
- 32 II. The members of the Executive Committee shall include all officers of the Board.
- 33 III. The Executive Committee shall have and exercise the authority of the Board in
34 the management of the Corporation, except when those powers are otherwise
35 assigned according to these bylaws or law.

36
37 Section 7. Finance Committee.

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

- 40 I. The Treasurer of the Board shall serve as chair of the Finance Committee.

- 1 II. At each regular meeting of the Board, report to the Board on the current financial
2 condition of the Corporation.
- 3 III. Insure the integrity of the Corporation's financial records, which it shall do by:
4 A. Create the annual budget for approval by the Board. The committee shall
5 provide an opportunity for Delegates to review the budget and give
6 feedback on the budget prior to Board approval.
7 B. Examining the accounting records and financial statements of the
8 Corporation;
9 C. Reviewing the results of any audits or reviews, as well as any
10 recommendations pertaining to accounting practices, policies and
11 procedures, and making appropriate recommendations to the Board;
12 D. Periodically reviewing the adequacy and effectiveness of the Corporation's
13 internal systems of controls and financial reporting procedures and making
14 reports about these reviews to the Board; and
15 Making any further investigations to inform itself as to the conduct of the Corporation's
16 financial affairs.

17
18 **Section 8. Governance Committee.**

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

- 21 I. Identifying and recommending to the Board the optimum mix of Board members.
22 II. Board development, which includes training new Board members as well as
23 ongoing Board training and evaluation.
24 III. Reviewing the Corporation's Bylaws and practices and recommending any
25 changes it deems appropriate related to Board structure or operations.
26 IV. Reviewing the ad hoc committees every two years and provide recommendations
27 to the Board for renewal or dissolution.
28
29

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

31
32 **Section 1. Contracts.**

33 The Board may authorize any officer or agent of the Corporation, in addition to the
34 officers expressly authorized by these Bylaws, to enter into any contract or execute and
35 deliver any instrument in the name of and on behalf of the Corporation, and such
36 authority may be general or confined to specific instances.
37

38 **Section 2. Checks, Drafts, Etc.**

1 All checks, drafts or orders for the payment of money, notes, or other evidences of
2 indebtedness issued in the name of the Corporation, shall be signed by the officer or
3 agent of the Corporation and in a manner determined by resolution of the Board.
4

5 Section 3. Deposits.

6 All funds of the Corporation shall be deposited from time to time to the credit of the
7 Corporation in such banks, trust companies or other depositories as the Board may
8 select.
9

10 Section 4. Gifts.

11 The Board or its designee may accept on behalf of the Corporation any contribution,
12 gift, bequest, or devise for the general purposes or for any special purpose of the
13 Corporation so long as the contribution, bequest, or devise is consistent with the gift
14 acceptance policy adopted by the Board. In the absence of a gift acceptance policy, the
15 Board shall exercise due diligence in determining that acceptance of the contribution,
16 gift, bequest, or devise is in the best interest of the Corporation.
17
18

19 **Article IX – Books and Records**
20

21 The Corporation shall keep correct and complete books and records of accounts and
22 shall also keep minutes of the proceedings of its Delegates, Board, and committees
23 having any of the authority of the Board, and shall keep at its registered or principal
24 office a record giving the names and contact information of the Members entitled to
25 vote.
26

27 All books and records of a Corporation may be inspected by any Delegate, or an agent
28 or attorney for the Delegate, for any proper purpose at any reasonable time.
29

30 The Board shall set a records retention policy. In the absence of a records retention
31 policy, the Board shall exercise due diligence in determining record retention in the best
32 interest of the Corporation.
33
34

35 **Article X – Fiscal Year**
36

37 The fiscal year of the Corporation shall begin on the 1st day of January and end on the
38 31st day of December in each year.
39
40

1 **Article XI – Indemnification**

2
3 Section 1. Insurance.

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

6
7 Section 2. Former Officers, Directors, Etc.

8 The indemnification provisions of this Article shall be extended to a person who has
9 ceased to be a director/Director, officer, employee or agent as described above and
10 shall inure to the benefit of the heirs, personal representatives, executors and
11 administrators of such person.

12
13
14 **Article XII – Seal; Shares of Stock; Loans**

15
16 Section 1. Seal.

17 The Corporation shall have no seal.

18
19 Section 2. Shares of Stock.

20 The Corporation may not issue shares of stock nor pay dividends.

21
22 Section 3. Loans.

23 The Corporation may not make loans to its officers or Directors.

24
25
26 **Article XIII – Waiver of Notice**

27
28 Whenever any notice is required to be given under the provisions of the Alaska
29 Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the
30 Bylaws of the Corporation, a waiver, in writing signed by the person or persons entitled
31 to such notice, whether before or after the time stated, shall be deemed equivalent to
32 the giving of notice.

33
34
35 **Article XIV – Amendments to Bylaws**

36
37 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted
38 by a two-thirds of the Directors present at any regular meeting or at any special
39 meeting. Bylaws adopted by the Board must be ratified by a majority of Delegates.
40 Bylaw changes shall be not be introduced and voted on in the same meeting.

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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 _____, 2026.

Chair

Secretary

