

**FCC BYLAWS FULL FEEDBACK**  
Feedback On Draft 1 (Introduced September 2025)

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## WRITTEN FEEDBACK SUBMITTED VIA EMAIL

**Tim Alderson (Rabbit Creek):** Using TSDO as an example, could the new entity stand up an ad hoc committee to work on a citywide issue such as TSDO. What kind of work product could the committee produce and circulate to the Assembly and/or among the Council's? Would that work product require a vote? Who would vote on it? The Board? Or the whole Membership?

1. Let's consider the recent discussion about TSDO as an example. Here are some questions:

- How will a policy issue like TSDO be addressed by the new entity? My understanding is that the "coalition" as a whole will take this up, and the new structure facilitates this by eliminating administrative tasks from the agenda. Is that correct?

- Could the new entity establish an ad hoc committee to work on a citywide issue like TSDO?

- Should the Board vote to establish that committee, or would the entire membership?

- What kind of work product could a hypothetical TSDO committee like this produce and circulate to the Assembly and/or among the Community Council's?

- Would that work product require a vote?

- Who would vote on it? The Board or the entire membership?

2. To address concerns about concentrating power in the Board, we could identify certain FCC business that require a vote of the full membership. For instance, the annual budget could be prepared by the Board but require a vote of the full membership for approval. Establishing a committee on a policy issue might also be another example that requires a full vote. This approach would create transparency while still streamlining administrative tasks.

3. The main sticking point seems to be clarifying that the Board is primarily intended to focus on administrative and governance tasks, and policy issues will be taken up by the Coalition as a whole.

4. Community Councils are preparing for elections, and there will be turnover in delegates after the New Year. I believe it's a good idea to try and wrap up this process before the end of the year to avoid starting over with a new group. It may not be possible, but it's something to consider.

5. Our Community Council Executive Board comprises members with terms ranging from one to two years. However, our Bylaws only mandate that a member at large on the Council must have attended one meeting within the past year. I propose that a delegate to the FCC should be a member of their Community Council's Executive Board at the time of their appointment but not obligated to remain on the Board throughout their term on the FCC Board, provided they remain in good standing with the Community Council and meet residency requirements. This approach would ensure continuity in delegate positions as individuals' positions within their respective Councils change.

I appreciate all the effort invested in this issue. It's puzzling why this matter has become so contentious. All these changes appear to enhance the FCC's ability to fulfill its mission as outlined in the Muni Charter.

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**Phil Cannon (Mountain View):** I am happy to put it in the chat and let you submit them. And frankly, I'm not smart enough to have put it this concisely - so I'm quoting from a member of our community council who put it well:

"My hesitancy / concern with the bylaws centers around having the FCC governed and steered by "professional" board members who aren't directly accountable to specific community councils. It has the real possibility of becoming a messaging organization that actually filters information and becomes a substitute for public process engagement with individual community councils and residents. I've heard so many times in recent memory how the mayor, assembly members, or a department has "engaged with community councils", but all they did was present to the FCC board of delegates. That's not going and meeting the people directly impacted, and is not a substitute for the public process. " If our delegate was a board member, and moved

from Mountain View to Rabbit Creek mid-term, they would no longer be eligible to be our delegate, but would remain a board member. Correct?

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**Kari Reese (Sand Lake):** As a newly appointed Delegate as of last month, I'm trying to get up to speed with history, past actions, and what is required in this role.

To avoid any confusion regarding the seat of Chair and Chair of the Bylaw Subcommittee during today's Special Meeting of Board of Delegates discussing bylaw changes, Arianna, will you please provide documentation appointing the FCC Delegate for Girdwood Board of Supervisors (GBOS)?

This will allow for clarity and ensure this issue doesn't drag down the intended main conversation and will keep the discussion moving. At the last meeting, there was serious question as to the legitimacy of the GBOS Delegate and as we all know, each FCC Delegate must provide documentation of appointment in order to vote and participate on the FCC Board of Delegates.

Additionally, based upon my research and analysis of the bylaw changes I provide the following for all to seriously consider for discussion:

- What was the catalyst that started the bylaw revision effort?
  - Were the Community Counsel's Chairs/Presidents/Citizens ever included in the initial stages to clarify if the changes were necessary?
- How will the new membership model change positively impact the Community Councils (CC)?
  - Creating a 7-11 Board will diminish the voice of the councils and citizens. (see attached chart)
  - Holding a Board meeting annually is not reasonable considering regular activities throughout each month of the year.
- Who primarily participated in the drafting of the language?
  - What attorney assisted in drafting?
  - Why is the Municipal Ombudsman on the bylaw subcommittee? This poses a conflict of interest. The FCC is to serve the CC, not the MOA.
  - Independent legal counsel should be obtained by and for the FCC, as the non-profit organization is unrecognized by statute.
- Why was the then acting Chair also the Chair of the bylaw subcommittee? This is unethical, not allowing for appropriate checks and balances for the body.
- It strongly appears these bylaw changes were not properly noticed to each CC allowing for transparent and full participation among all CC and Delegates.
  - Posting on social media does not constitute notification nor does it ensure it reaches each Delegate, especially when FCC has the direct emails of all Delegates/CC presidents/Chairs.
  - Note we all had a personal call from the FCC Executive Director to attend this Special Meeting.
- Where is the supporting documentation showing that each CC was fully informed, including the multiple bylaw drafts?
  - Most CC were on summer break for the bulk of the work (May-Aug). How were they noticed of the progress to allow them to be appropriately engaged in full participation?
  - Most CC Presidents and Chairs were unaware of the bylaw change effort.
- According to Roberts Rules, Section 57 Amendment of Bylaws, the proposed set of bylaws should be considered a revision, not merely a few amendments. And there are rules to follow that are currently being missed.

- FINALLY, WHAT IS THE RUSH TO AMEND THESE BYLAWS?
  - The current bylaws have been working well for an independent non-profit whose primary purpose is to support the Community Councils.

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**Bruce Vergason (Hillside):** Regarding the proposed bylaw changes for the Federation of Community Council. This revision substantially changes FCC from an institution where each of the 37 councils now have a participating delegate on the board to having only a select group of Community council delegates (9 to 11). The FCC was meant to be a place where collectively the Councils would; be informed, kept current on Mayoral and Assembly activities, learn what other issues and events other community councils are doing as well as provide an open and transparent communication pathway to the folks each council's respective areas. FCC never was nor should it be permitted to represent the Community councils. I sincerely believe this undermines the Community Council process and will cause a loss of public involvement and interest. We do not need the FCC to be anything but what it was originally organized for... a conduit for the Individual Council's to learn and work together to improve and protect our constituents.

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**Darryl Parks (Chugiak):** Article 5, Section 2. The number of Board of Directors (BoD) required. Currently I believe the Executive Board serves as the BoD. What is the thought process or necessity for more than this, given the limited scope of operations of the FCC in its support role to the Community Councils? Delegates should remain as the voting members with 1 council, 1 vote. There should never be more than one director from any council to limit influence. What is the purpose of having directors from outside the delegates? Directors should be elected from the Council delegates without outside influence. If outside assistance is needed, it should be sought on an as needed basis. Section 9: With regard to vacancies, the BoD should not be able to "appoint" directors to fill vacancies, this gives the BoD too much authority for replacements. Special elections should be held at the next regularly scheduled meeting.

It appears that the membership (delegates) meetings are reduced to once annually, and all other business will be handled by the BoD.

It call for "electronic notice" for meetings. This term is extremely vague and could be construed as any number of electronic notifications. It doesn't specifically call for notifications to Council Presidents or Council email.

A decision Tree

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**Cliff Cook (Eagle River):** As we consider the draft bylaws that propose changing the term "delegates" to "members," it is imperative that we first amend our Articles of Incorporation. Currently, our Article VII of said Inc state, "There will be no members of the corporation" which directly conflicts with the proposed changes in the bylaws. This situation necessitates careful legal and procedural review for the following reasons:

**Legal Requirement:** Under Alaska Statute 10.20, Alaska Nonprofit Corporation Act specifically 10.20.151 "Articles of incorporation; relationship to bylaws"; (7c) any amendments to our organizational structure that are outlined in the Articles must be formally addressed before any changes can be made to our bylaws. Since the Articles explicitly state that there will be no members, we cannot proceed with changes in the bylaws without amending the Articles first.

The Articles of Incorporation serve as our supreme governing document. Changes to our bylaws must align with the language and intent of these Articles. To avoid legal complications and ensure compliance, we must first rectify the existing language.

We have a responsibility to ensure that our governance actions align with both state law and our foundational documents. Failing to amend our Articles before changing the bylaws could lead to confusion and could undermine the trust of our communities.

Amending the Articles will provide clarity regarding our governance structure, allowing for a more effective framework that supports the roles we intend to create.

I urge members to prioritize the amendment of our Articles of Incorporation as the necessary first step in aligning our organizational framework with our goals. This action not only complies with Alaska statutes but also reinforces our commitment to effective governance.

I propose that we initiate the process to amend our Articles to reflect the necessary changes. I look forward to discussing this matter further and hearing your thoughts.

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### Rogers Park:

Pg. 1: New article II, Section 2. This is the first time this group is referred to as "the Corporation," and the term "Corporation" is later used throughout the document. I think there should be a better definition up front here about exactly what the corporation is, to tie it back to the organization. Suggested clarification: "The principal office of this organization, hereafter referred to as the Corporation, in the State of Alaska . . . "

Or, it could be referred to as: The principal office of the Federation of Community Councils, hereafter referred to as the Corporation, in the State . . .

BUT this is a bit confusing when you get to page 9, where there is a discussion of potential conflicts of interest with the Corporation. Is this just with the FCC itself (e.g., they receive a grant from the Muni so there is a definite economic angle), or is it also with the Board of Directors? It's not a concern with the members who do not have any fiduciary power if they are not on the Board.

Pg. 5: Article IV. Section 2. New bylaws, first para, line 4. I suggest this could be more inclusive, and rather than say "... until his or her successor shall have been elected ..."

Why not just say, ". . . until **their** successor shall have been elected . . . " It's not uncommon to use a neutral reference like that and should not be alarming for the DEI police.

Pg. 6: Article IV. new Section 4. New bylaws say: Notice of those meetings shall be given at least two weeks in advance by mail or electronic notice.

Could be clarified further – is FCC really going to hardcopy mail and out notices? If the meetings are open and timely, this should require notice of meetings to be sent to the Directors by email and posted on the FCC website.

Also applied to the new section 6.

Pg. 7: Article IV. new section 9. New bylaws say: Directors who fail to attend two consecutive meetings or four meetings within the term of the position are considered vacated.

Awkward. It would be clearer (if this is what is meant) to say: If a Director fails to attend two consecutive meetings or four meetings within their term, then their position will be considered vacated.

Section 16. Removal for "cause" Is cause ever defined? it should be. Or at least refer to Sections 13 and 14 for reasons that could be 'cause' to remove a director.

Pg. 8: Need to clarify the 'subsection III' referred to under Section 13, point "4. A director is not acting in good faith under subsection (III) if the director has pertinent . . . '

There is no 'subsection III' - I think this refers to point 3 under Section 12 on this page. I think the subsections on this page need to be renumbered - Section 13, a., b., c. i., ii., iii., d. - then the reference to subsection iii would be correct.

Pg. 9: This is all ok if the Corporation is better defined on pg. 1, as noted above. Although if the Corporation refers to the FCC itself, then perhaps these statements need to be expanded, e.g.,

"proposed action by the Corporation or the Board and the economic . . . "and the Board would need to be added to the other points in this section similarly.

Pg. 13: Article VII, Section 1. To better accommodate my suggestion around the need for committees on special issues, Para 2 could be improved as follows, or if you have better wording, please edit:

The Board may create ad hoc committees that it deems necessary. Other committees not having ~~and~~ or exercising the authority of the Board of Directors in the management of the Corporation may be

established by resolution of the Board, in response to the request of at least two members. These committees could address Assembly or Administration proposals or community issues, with a view to providing recommendations supported by more than one member Community Council.

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**Michael Packard (Turnagain):** To start with if the bylaws are to be changed (and I don't have a problem with the old bylaws) there needs to be definitions of words for the document such as; delegates, members, non-members, charitable, member council, for cause (as in removal for cause).

Article 1 Section 2.Purposes;

I think the existing bylaws for this section are fine. What does it mean to "operate exclusively in furtherance of charitable and educational purposes"? Does that mean the members of the Corp. can choose to give some Corp. monies to charity?

Article II-Offices;

The only place of business should be Anchorage without having "other offices, either within or outside the State of Alaska, as determined by the Board of Director."

Article III - Membership Section 1; " The member shall be the Member Council chair, unless otherwise outlined in each such Member Council's bylaws." This would mean Community Councils would have to change their bylaws in order to have the person of their choice if not the chair. It should not be that difficult for any council to choose a member. Paragraph 2 of Section 1 appears to give the power to remove any member to the Assembly. I see that as problematic.

Section 5; "Once a quorum as been established, no departure of a member or Member shall defeat the quorum..." I disagree with this line. If members leave, a minority should not be able to make decisions on their own.

Article V section 2; Seven to eleven members in too small to represent all 37 councils.

Their needs to be a definition of "Non-Members" to me a non-member could be someone who does not live within the Municipality.

Section V; I believe all meetings should be held within the Municipality of Anchorage.

We are using tax payer funds.

Section 7 allows for business to continue in meetings where the Director or Directors withdraw, I think a quorum should be present for all final decisions.

Section 12.4 references (subsection (III)) where is that subsection located?

Article VII Section 4 gifts; There needs to be a gift acceptance policy otherwise gifts lead to corruption. And records need to be kept showing what was received, from whom and what was done with said gifts.

Article IX; What is a reasonable time to keep records? With cloud storage records should have no destroy date.

Article XIV; Based on bylaws above, if a quorum is set and individuals leave, two-thirds of the members present could change the bylaws. This allows a minority to change bylaws that may not have been changed if the entire board was present.

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**Jason Norris (Huffman O'Malley):** I think 90-day notice for committees would make committees wholly unable to respond to topics of the day. That amount of time exceeds the time an issue may be before the Assembly.

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## LINE BY LINE EDITS FROM PAMELA (NORTHEAST)

Absence of Coalition of Councils

Missing specific deliverables to Coalition of Councils that align with purpose.

To make connection, suggest including verbiage that references policies, procedures, and pro

### MEMBERSHIP ORGANIZATION

### BYLAWS

### OF

### ***Federation of Community Councils***

Format: 1. use of section titles underlined throughout, 2. use of shall or may vs other terminology (would, etc), 3. use of page numbers.

#### **Article I – Name and Purpose**

##### Section 1. Name

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

##### Section 2. Purpose

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

#### **Article II – Offices**

##### Section 1. Registered Office and Registered Agent.

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

##### Section 2. Principal Office.

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

#### **Article III – Membership**

##### Section 1. Membership Eligibility.

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

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

**Section 2. Seated Membership.**

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

**Section 3. Authority of Membership.**

The Membership of the Corporation shall have authority to elect and remove Directors and to vote on any proposal of merger, consolidation, or dissolution of the Corporation.

**Article IV – Meetings of the Membership**

**Section 1. Annual Meeting.**

An annual meeting of the Membership shall be held in February or no later than March 30<sup>th</sup> of each year for the purpose of electing Directors and for the transaction of any other authorized business of the Membership.

**Section 2. Special Meetings.**

Special meetings of the Membership may be called by the presiding officer of the Board of Directors, the Board of Directors, or by no less than one-fifth of the Membership.

**Section 3. Manner of Meeting.**

Meetings may held in person, electronically, or both, in accordance with local and state laws. [may be held](#)

**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 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. Sections misnumbered after Section 16.

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.

This section may need wordsmithing to relay intent. BOD may fill vacancies if outside of the election meeting schedule if the numbers fall below required #.

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

## RECORDING TRANSCRIPT 1 - OCTOBER SPECIAL MEETING

**Cliff from Eagle River:** Yeah, this is Cliff Cook from Eagle River Community Council. I sent an email a couple days ago. I just wanted to make sure that that is in receipt. And the reason why I'm bringing that up now is I don't know if that needs to be put on the agenda prior to us discussing the bylaws.

**Cliff from Eagle River:** Because it, concerns the need for the articles of incorporation to be updated prior to the bylaws, and I don't want to waste people's time here if the bylaws are not going to be discussed tonight, because the articles of incorporation need to be discussed first.

**Cliff from Eagle River:** I just don't know if that needs to be part of the agenda again prior to the, discussion of the bylaws, because the articles of incorporation per the statute need to be updated prior to the bylaws.

**Bob from Bayshore-** I should probably do it that way. I don't understand why there's a need to change the structure. It seems to me that a lot of this is contingent upon the two phases of the FCC, the nonprofit side versus the coalition side, and I've been coming to these meetings since the mid-90s. And I've never seen them spend an excessive amount of time on the, corporation side, so I think it's a waste of effort. Okay.

**Kevin from Campbell Park -** Just my feeling is that we're not doing something that restricts the rights. So far, we've mentioned what maybe the rights are, but I... my concern is that we don't put something in that takes away a right. Okay. When you're talking about the earlier budget, and you're... Lori, I talked about you, had said something about transparency. I think a better word would be, or inclusive word would be, flexibility, because I'm a... what my concern is, is that one small group. It's gonna tell all the rest. Oh, you can't do that, because... whatever, right? That's my kind of example. I gotcha. I don't want to run into that wall.

**Darryl from Chugiak:** I think you need to, really consider the... as both Kevin and Kathy have mentioned, one, I think the delegates need better control over the budget, because it's the budget that supports them, not just the corporation. The corporation's there to support the council. I think there needs to be more control with the membership as far as the budget. Additionally, when a board position is vacated, what I saw in there was that the board would then elect the next person to fill that position. I think that needs to go to the membership. If we're calling... if we're using membership. delegates anonymously, I think that information, that vote needs to come from the delegates themselves.

**Silvia from Downtown:** the, you know, this particular council members, presidents, and delegates, I believe that we need to have more transparency with our budget, also with our financials, whether or not we have a quorum that should be dispersed, the whole membership, and also, you know. committees, to me, are very important, because they do the work, like you expressed at the beginning of this meeting with the bylaws committee, but there needs to be more transparency of who's sitting on the board, you know, what do they bring to that particular committee, so that everybody can feel comfortable. Thank you.

**Cliff from Eagle River:** Hi, yeah, as we consider the draft bylaws that propose changing the term delegates to members, I can't say this enough, it's imperative that we first amend our Articles of Incorporation. Again, the

current Article 7 says that there will be no members of the corporation. It conflicts with the proposed changes in the bylaws.

This situation necessitates careful legal and procedural review for the following reasons. Again, the Alaska Nonprofit Corporation Act specifically, state in, 10-20.151. Articles of Incorporation related to bylaws. Any amendments to the organizational structure that are outlined in the articles must be formally addressed before any changes can be made.

So, you know, the Articles of Incorporation serve as our supreme governing document. Changes to our bylaws must align with the language and intent of these articles. To avoid legal complications and ensure compliance, we must first rectify this existing language. Thank you!

**Joy from Eagle River Valley:** Yeah, I think that from, from the discussion I've heard so far, it sounds like we're switching to this board of directors members, the 7 to 11 member board, really because it's inconvenient to have to deal with a large group of delegates like we have, and I... I am uncomfortable with having a small group Like that have decision-making authority without the input of all of the delegates. So, similar to what Sylvia said, I would rather see that board of members or directors, be more of a committee, a standing committee that's established. When decisions are to be made, that goes before all of the delegates, and not just before that board.

Kelly, from Fairview - Yeah, it's my understanding we're gonna be voting on this anyway, so people don't like the membership solution brought forth, then presumably, you would say no to the bylaws. So, I'm also concerned about the transparency and about members slash delegates feeling like they have a voice.

**Jason from Huffman** - Yeah, thanks. I think what I would... I'd like to see some consideration for a short board, some sort of short and board rules.

Just to... Say more about what that means to our board rules. It's where, if you have a certain if you have a low number of assigned, of people seated, and you have even fewer show up, but you technically have a 4, you have a higher threshold to pass something. So if you have the minimum of 7, And you need 5 to have a quorum, or whatever, you need unanimous, basically.

In order to pass anything, because you don't want them to be a situation where you have so few people making a decision for a board that should be 113.

**Kris from Midtown** - Yeah, I'm concerned about committees. The FCC is an administrative body. And they need to have committees for administrative purposes. Beyond that, I don't see a use for the FCC: having committees, and I'll give you some examples. We had a group that got together, and they asked for a meeting. we got the meeting. I didn't have to come out of the auspices of the FCC. District 1, we get together on a regular basis, and we talk about different things. We get solutions, if we all agree, we go forward and write a resolution. We don't need to be under the umbrella of the FCC. I am concerned about what the ramifications of some of these committees could be. purposes... Beyond administrative? Right.

I like the idea of, three council support from the ground up.

We have different people come to our meetings with different topics.

We might have 20 people one week, another month we have 4. It just depends on the topic. For sure. And let us go in our own areas. I'm not government.

**Jade from North Star** - Yeah, I think my feedback would be, like, the question of how it would be handled if a member is no longer on the board of their community council? Like, maybe they, still live there, or they moved, and they've been elected to a multiple-year position on the bylaws, or on the FCC board? And then, I think it'd be great to have some sort of structure for the budget. So, like, I assume that the vast majority of the budget

goes towards your salary, Ari, and the rent for the building.

and Allie's salary, and so maybe if there is something in the bylaws that's like, hey, everything that's not rent and salary and computers.

you know, the \$50K or whatever that's left over that's spent to support the councils, maybe that money is more of a free-for-all that's in, sort of, the committee model, that, like, there's a different way of managing that slice of the budget that's separate from the rest of the operating budget.

I think it'd be nice to see some more language in the bylaws that's specific about, like, what's the purpose and intent of the community councils, that sort of thing. Thank you.

**Pamela from Northeast** - Yes, so I...

I'm gonna say that I agree with a lot what sets here, but I will say that the membership needs to know more about

What their role will be, and how that will play out.

Weather, last week, so that we're...

Not frightened by any word.

Just what those rules are, and what those deliverables are that they expect from the FCC.

**John from Rabbit Creek** -

I have a comment, I guess about,

member rights, and I... I think that, this bylaw's change will... will free the delegates, members, a lot of what we... a lot of the time that we spent on administrative tasks.

And we'll, actually increase our opportunity for,

Cooperation among the coalition, with our advocacy work.

**Kathleen from Russian Jack.** - So, my one thought is, is at least recently, I know we've not had issues with voting and not had enough members, but how are... if we do go with this process.

Are the new membership board gonna come to the coalition meetings and say, what are your interests, what do you want to see? Which might help some of the other issues, is get some dialogue from that aspect.

**Kari from Sand Lake** -

my main concerns are, limiting the voice of the delegates and the citizens. Also...

The proposal brought forward could allow the non-delegates to become executive board members at the FCC, but also, most importantly, definitely the need to have qualifications for the executive board and limitation of powers.

**Roger from scenic foothills.** - Yeah, without any comment on specific rights, what I really would like to see develop is a fairly extensive chart of

of potential activities slash issues during the year, and then show how they would handle. Would they be handled by member, delegate, would it be handled by the, by the board, and so on? So people can see that contract. Like a decision-making chart, like who has power? Yeah, but just the whole list for what might occur during the year, and here's how that would

BM relative to the imposed bottle. Okay.

**John from South Addition** - I... I like the idea of having a board taking care of routine administrative tasks.

Because I'm so busy on other things, I don't want to pay attention to some of that stuff. I want someone else to do it. But I do... but I do think that the community council side, where we're talking about issues, and we're talking about policies and stuff, is very important.

And we need everybody to feel they're participating. And if people are losing confidence in our community council.

process. That is scary to me. I don't want people to lose confidence, so I have mixed feelings about this.

**Cathy from Turnagain** - Yeah, I think I... I'm...

the concern about, you know, budgeting and what may... who makes the decision about the councils themselves to use any of that budget money if it's just done by the board.

This is more of a technical comment, then, for the rest of my one minute, is we're using a lot of nouns interchangeably. There's delegates, representatives, membership, coalition.

Board, and then Ari, what's your official title right now? Executive Director. Executive Director. So then we've got FCC Executive Director, then you've got FCC Board of Directors, and etc.

And so, I think in all of this work, you need to have a really clear definition and narrowing down of...

If we go this route.

what our titles are. Because coalition and membership and membership council membership, it gets pretty confusing. Okay, so...

**Michael from Turnagain Arm** - What we're talking about right now...

the old bylaws seem to be fairly loose, but the new bylaws seem to be pretty tight, and I think perhaps they're a little bit too tight, and perhaps what they're doing is they're... they're putting everything

Into the few delegates to make the decisions when all of us have been making the decisions all these years.

And so I... I will send some, line-by-line stuff in.

**Steven from University** - kind of share, some of my thoughts to Jason, to John, Garden, Short boards can be problematic.

So maybe it's just no alternate members on the board, or something.

And then share John's thoughts on, psychography, take care of the day-to-day steps we can focus on.

You know, interacting with other community councils is really our only chance once a month to...

Focus on what other people are doing.

Maybe some of this information could, like the budget, be quoted on or looked at by the tire.

You know, part of this review process.

It'd be, like, a policy or something. Maybe we take some of this stuff for the policy. Membership, I really don't have any issues with it.

We have our own little membership requirements for the university area.

**Dirk from Basher** - M... I, I, if I understand this process properly, the... I would like to see something that... helps.

To direct the... how do we elect the directors of the delegates, or members.

Is that the board of directors? Is it among the members? I would like to see some delineation between.

The president of the board, are they the president of the delegates? I'm not sure how that works, so I don't understand that relationship at this point.

**Bob from Bayshore** - I don't... I don't think I have a good understanding what the relationship, Of the, coalition is with respect to the bylaw. It's just not clear to me.

**Kevin from Campbell Park.** - just the idea that if there's some member, or a community council, I'll just say that, has an issue, what's the...

what's the way, the solution? How do they bring it, then, to the board, right? I think what I'm hearing out there in my councils is that, well.

what happens if we don't agree with something, right? Some policy, or whatever's going on, even with the Assembly? How do we speak? How do we get to address that? Who do we take it to?

I just hope there'd be clarity on that. Okay.

So, just, can I ask a clar... so you want clarification about your role... your voice to the Assembly, your voice to the FCC? No, the voice of the Community Council rep to the Board of Directors. Okay, great, thank you so much.

**Daryl from Chugiak.** - Yeah, I'm... I'm... I'm fuzzy on the whole...

I know Mike and I had a conversation earlier about the coalition versus the delegates, or the... the board.

to me, The board...

and the delegates are synonymous, and I think where I have the issue is that there are... there can be non... delegates as board members, and I think that's the issue for me.

**Silvia from Downtown:** I believe we need to have procedural measures.  
in place.

So that we can... anyone that has a question, they can actually look at these procedural measures.

and walk through them. And I'm very concerned about a board of directors not voicing the opinion of downtown the way that downtown will do it at this level. Thank you.

**Joy from Eagle River Valley** - I think this is an area that needs more clarification.

I think the role of the Board of Delegates has to be very limited and very clear, and I think the communication between the board and the delegates

or the coalition. The terminology is confusing. Between the board and the coalition, I think that... that really needs to be clear.

Board has communication responsibilities to the delegates to always keep them informed of what's going on within the board.

**Jason from Huffman** - Yeah, thanks. So, like some have said, I... I appreciate the...

the separation of duties that could come with the board game there. I do... because we got... I got involved to be a member of my community council and talk about community issues.

I do think that there needs to be a clear line in the bylaws that

addresses these concerns, and makes it clear that this is not what's going to happen, I think that would go a long way to helping people

And I go back to what Kevin said about limiting language calls that the board can't do.

**Kris from Midtown** - Yeah.

I think it would really help if you would tell us where in these bylaws we're talking about the coalition.

given several people, including me, not understanding. So,

I am really concerned about a small group of people making decisions.

We are murders left and right in the house.

Violence, we have vandalism, Almost we have always been.

really negative things. We have broken windows, we're getting more and more broken windows with wood put

up instead of windows.  
The hillside is worried about fires.  
really important topics.  
ourselves.  
Thank you.

**Charles from Mountain View** - I can appreciate what you're saying about Midtown, from Mount View. The question, or the only part that I have any question about, or that the...  
And brought to me is, the non-members, non-member, delegate, non-members stuff there, where we're trying to just get my head wrapped around what that's actually about.

**Jade from Northstar** - Yeah, I think this is a question maybe to address once and done with my minute. Is there anything in the current bylaws, or in the future bylaws.  
proposed battle is that it addresses what the coalition meetings are like, and how they're... how all that is structured, because I think the answer to that is probably no, and maybe that's an open question if we want it to or not. And then,  
I think, kind of as some others have said, I think it might be nice to see something in the bylaws that's clear about how the FCC nonprofit and its board of directors are not... they're not allowed to speak for the councils, and that the city shall not speak to them in lieu of speaking to the individual councils. And so I think, like, some explicit things in the violence would be good, and maybe that's where the definition of what the coalition is and why it exists  
Because if there's something in the bylaws that says, hey, the city has to speak to the individual councils and to the coalition, and shouldn't just deal with the board, then, like, if that's in the bylaws, then the board is going to make sure that... Okay, thank you.

**Pamela from Northeast.** - Yes, so I'm going to ask for a clarification of what the voice of the FCC would be the board.  
And, and then, to look at policies, procedures, and bylaws.  
And those... Relationships to the members.  
And I'm thinking annual meeting, so that those things are visible, passed, and...  
I think that you were supported by the membership.  
Delegates, whatever term you want to use. You ever need a glossary.  
And then, I would say the non-member  
issue on the board, I think, is an important thing to look at to see how that works intensively, and if they have any Backup from their counsel.  
So to speak.

**John from Rabbit Creek** - Yeah, I, just wanted to...  
Add what's been mentioned a couple of different ways, which is just that we need to clarify that  
The board does not speak for individual community councils, and doesn't represent.  
Their opinions or views.  
Great, thank you.

**Kari from Sand Lake** - Mine's just a little higher level. I just feel that these, bylaws were not started properly, nor were they requested by...  
The members' body, and they were just a surprise, and they were a full, full set of, a complete rewrite, and this is not an amendment.

**Roger from Scenic Foothills.** - I do think it's real important that the bylaws reflect differences between the coalition and, and the board, and I think it already fails in that regard.

**John From South Addition -**

So, I'm not sure which page this is, but under Article 5, Board of Directors, Section 1, General Powers, it says, the affairs of the corporations shall be managed by its board of directors, hereafter as known as directors. Then you could put the affairs of the coalition shall be managed by the delegates, hereafter known as delegates. And under affairs, you might go. a definition. What are these affairs? They're not political, they're not taking positions, blah, blah, blah, but under the coalition, you might go, those policies are... are delic... are... part of the definition of the responsibility. I think that's where you can start delineating the difference between the corporation and the coalition, because this is so confusing.

**Michael from Turnagain Arm:** So, I have a... Kind of a concern about the non-members being... on the...

number of directors. I mean, I see that it shall not exceed one-third. I think it's...

I think we're kind of removing ourselves, based on these new bylaws from what the whole premise of the FCC is about.

It's not about inviting other people in, it's about.

What we're doing as community councils, and supporting our community councils.

And I see other people coming in and wanting to be part of the board who don't really care, but it's a feather in their cap, they can put it on their resume and see, oh, I'm part of this board, I'm part of that board, and they really don't... they're not looking out for our interests.

**Stephen from University -**

I guess the only thing I'd add is, you know, I'm interpreting, like, non-members or directors.

people who are... were elected, and have to finish out a term, but otherwise may be... no longer be, like, affiliated with their community council, or may not hold, like, a position on their community council. So, that's how I kind of see the directors that are non-men.

I'm kind of almost in that situation myself. I'm able to step down.

Both this and the future.

**Darryl from Chugiak -** It sounds like it's a very broad term.

**Darryl from Chugiak –** I think it needs to be better defined, because a non-member, if you're a delegate, if we're using delegate member synonymously, this goes back to Cliff's comment as well.

Darryl Parks: We're gonna use that as a term. It has to be defined, because it could be anyone off the street. someone outside of the community of Anchorage. I mean, it's way too broad a term.

**Kevin from Campbell Park -** Just quickly, I have some concern about the fact that it looks like we would be voting, potentially, for someone to be a board member for 2 years. Yeah, I'm getting to that next. But, I mean, they could be 4 or 5 months away from, from turning out from their community council.

And then, would they then be a member for a year and seven months, or whatever later? I have some big concerns about that.

**Roger from Scenic Foothills** - Yeah, it's my feeling that the person must be a delegate.

When they are elected to

the board of directors. And in my mind, the non-member really doesn't need to be a term, because it only is that period of time

should happen, what you're talking about, that they go into their second year of their term, and they are no longer the delegate. But as long as they were the delegate when they were elected, they could continue to serve. So we no longer have to worry about the term non-member being elected to the board.

Which would be the way the current bylaw is stated. Is that correct? That's all right here. Okay. Okay, last but not... oh, yeah, sorry. I just thought to clarify, there is... there is in language here, a distinction between the case you're describing and where somebody is a...

Delegates, thank you, remember.

when they're elected, they can continue the term. Non-members would be people who were not delegates all the time, and that, and this version, is limited to a third, and we bounced around whether there should be any, whether there should be some, so a third was a guess, but what I'm hearing is non-members, there's not support. Okay, alright, awesome.

**Emily from Airport Heights** - Just in general, I'd like to say thank you so much for working on this to the Bylaws Committee. It's a lot of work, and I have no further comment. Thank you.

**Bob from Bayshore** - I'm good with the recommendation.

**Silvia from Downtown:** I believe that maybe the pattern to follow the community councils of one-year terms?

**Joy from Eagle River Valley** - Two things, you know, better description on the non-members and whether non-members have a limited term, much more limited than their two-year term. And the second part of it is... talks about the board having two members.

from one council, I think it should be limited to one per council. And it also talks about the board being as geographically diverse as possible.

I would like to see specific call-outs for the outlying areas, like Birdwood and Eagle River.

JUDIAC area to definitely have a representative on there, because too many times, you know, the rest of the community councils that are in the city have a much stronger voice because of their numbers, so I'd like to see the Eagle River area specifically called out.

**Jason from Huffman** - I just want to concur with Roger.

And what he said about...

Being a delegate at the time of election, but being able to serve up your president.

**Kris from Midtown** - For one-year terms, and, Yeah, I think that's funny that I prefer one.

Okay. That's what we do in the CCs.

Just carry it forward.

**Charles from Mountain View** - It doesn't happen in all the CCs, because in ours, it's actually 2-year terms, and they're stagnant, so... Come to mind. I'm just, I'm just saying, so, as far as saying what each community council

They're all different. They're all gonna do their own thing. Nobody's dictating how they do it.

So, I don't have a problem with the 2-year terms. Staggered.

**Jade from North Star** - it would be good to maybe clarify the reasons why it could be potentially disruptive or time-consuming to have that changeover every year. I've been on nonprofit boards, it's annoying to try to meet up and thank change signers, that kind of thing. So maybe some clarity for you guys would be helpful. I think, maybe potentially even the floating the idea of maybe there should be something in the bylaws about... there should be

If possible, one board member from each of the assembly districts, maybe as, like, a way to ensure that geographic diversity, or you could phrase it like, as a first pass.

That is our goal, but if we don't get somebody who's, like, willing to put their name in the hat to be the board member from each of those... from each Assembly district, then we go down, you know, the list to somebody else.

**Pamela from Northeast** - Yes, well, I'm gonna agree with staggered position terms, and with, one representative per council, for a board member, and I'm going to ask a question that I don't know that you can answer now, and what is the fiduciary responsibility of those board members, and do they need more insurance? Oh, thank you.

**John from Rabbit Creek.** - Rabbit Creek has staggered, one-year terms and, two-year terms, so there's a... so there are different kinds of seats, so... I guess that's the only... that was just an informational comment, so... Thank you.

**Kathleen from Russian Jack** - On the board of directors appointing someone, if they're, if somebody is... been kicked off of the board for whatever reason. It says, through the length of their term. I'm wondering if it shouldn't be... if you're going to have the board of directors doing it.

I honestly think it might be better to have it done by all 37.

But if not that, it should be only through the next election cycle.

**John from South Addition-** I've heard people say that they're fearful that having the board of directors vote on the officers. They're having... it's almost like a little clip out there, and they're separated from the delegates. Why don't the delegates vote for all the officers and the board? Thank you.

**Cathy from Turnagain** -Thank you. I haven't looked through these line by line by line, so correct me if I'm missing something. I'm on Article 5, Board of Directors, and I don't see any section in here that actually spells out how Board of Directors are elected, how, when, why, when.

There would be a section on bylaw... the hall board, and then there'd be a section on officers, I don't have in front of me. Okay, so it's somewhere else and not under one of the directors? Yes. And so, is it the...

The members of all 37 councils would vote for all board members and all officers, like John just said, or is it something else in the draft?

Yeah? Please. I'm gonna pause your time, and we'll get your question answered. In the draft, it is... the larger body elects the board of directors. Okay. Then the board of directors elects the executive, as it stands.

**Steven from University** -

I don't really have anything to add, other than I can incur with the, post sent by Roger and Jason, and

I think John wrote, once again, part of the point, wraps the...

Board of directors, not the board of directors, but the, the executive board for the 115 delegated.

Almost, you know, not have board of directors, per se.



## RECORDING TRANSCRIPT 2 – NOVEMBER SPECIAL MEETING

**Kevin from Campbell Park** - Maybe clarity on the type of noticing?

Can you point it out to me to... what's the different ways we would notice? Do you want me to read it? Yeah.

Written notice stating the... Can you reference where you are in the... Yeah, page 3? Yeah. Section 4.

Written notice stating the place... Article 4, Section 4. Article 4, Section 4.

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 10 nor more than 50 days before the date of the meeting, by or at the direction of the chair or the secretary or the officers. Thank you.

**Darryl from Chugiak** - Yeah, just under, under that same section.

Electronically, to me, could be a little bit vague in how you're going to do that. If it were me, I would spell it out, whether it's going to be via electronic email, and then who's, you know, somewhere in there have whose responsibility to make sure you have the right email for that.

But I would... electronic... electronically is just too big for me.

**Joy from Eagle River Valley** - Yeah, on page 3, I think that 10 days is a little short, especially if it happens to be a summer meeting when a lot of the councils don't meet, so I... I would prefer that it be pushed back to 14 days, I think is what the existing bylaws say.

On page 6, talks about 48-hour notice for special meetings. I think that's very short. That assumes people are really...

You know, glued to their email, waiting for a notice.

And the last, reference on page 21, I...

Would prefer to keep it the 30 days before the bylaws could be changed by a vote.

And even though this isn't talking about the timing or the meeting notices, I don't think the bylaws should be approved by the board of directors. I think they should be approved by all of the delegates.

**Allen from Fairview** - You know, so my concern would be that we make no distinction between, you know, the summer, you know, and the winter.

We're in the subarctic?

You know, in the summertime, everybody's busy, you know, they got things going on, it's very difficult,

To get people to participate in... and to get people to pay attention.

Right? For civic type of activities, versus in the wintertime, the darkness and the cold, it's much easier. So I do think that there should be some accommodation made for the reality, the duality of the way we live in a practical way in the Sabor.

**Jason from Huffman** - Yeah, it's... it's funny, I'm against the grade here, because I was gonna ask, how...Doesn't the meeting notice for our current meetings actually go out about a week ahead of time? The requirement for convening councils is 7 days. Right. Though many of them don't do that. Right.

I'm actually fine with 7. So, I'm an Instagrader a little bit.

**Kris from Midtown** - Yeah, I'm concerned about the 50-day limit, because, for example, I would make a motion right away, when we finish this process, that we reconvene in 90 days, because we need time to go back to our CCs. December is a dead month.

November is a dead month. Part of January is a dead month. We need time to present to our people and have them talk, and a 50-day limit's just way too little.

**Gary from Old Seward/Oceanview:** Yes, I agree with the extra time that the other representatives are proposing.

**Tim from Rabbit Creek** - My comment is just to... I think we should be defaulted towards whatever makes it easier for the membership, and remembering that everyone here is basically an unpaid volunteer, with the exception of a few paid staff, who have busy lives, either working or otherwise, so...

You know, as far as notice, I mean, in our community council, we love to do notice. Sometimes it's just not practical.

We do the best we can in the spirit of our bylaws, but recognizing that everybody's just a volunteer, and I would think that that spirit permeates here, and the default should be, which is whatever, makes it easiest and more accommodating for the membership.

**Kari from Sand Lake** - I would definitely, clarify that Facebook, notices are not a sufficient notification. It needs to be, a confirmed point of contact for noticing electronically via email, preferably, or...

And then if it needs to be certified mail, something that is confirmed that it's been received, and not just assumed.

So that language definitely needs to be in there. This whole process was not, properly noticed at all. It's super important, and

ethical for all of the community council members to participate in the process.

Show their voice. Thank you.

**John from South Addition** - I have no problem.

**Sarah from Spenard** - Only comment is just to clarify that,

the notice applies to the Federation of Community Council Board, not the community councils themselves. So, if I am moving... if I'm noticing something for Spenard, that's for Spenard, so the timeline isn't affected by what is in the bylaws. Just the board, like, we're having... like, we're all seated here. It's...

affected by this. That's it.

**Cathy from Turnagain** - thank you. Just four things in no particular order that popped into my brain.

I know that, it would be... it would be nice if, when FCC delegate meeting notices are sent out.

That you include the alternate as well.

I don't know how big of a deal that would be, but it would be a kind of a nice thing to do. We do that.

We do. If we have the contact information for them, we do. Okay, I don't know if that should be included in the bylaws, just so there's no confusion about that. And...

We talked about, you know, when should a notice come out for delegate meetings, special or regular, and...

I don't have really a strong feeling about a couple different suggestions that we've discussed, but I like when you also send out a reminder one.

You know, 1, 2, or 3... no more than 3 days. And... And I don't know if...

the initial one and the reminder, and the agenda. Oh, I know, I know, so sorry. Can I get you on the... I'll get you when I come back. Okay, sorry. Okay.

**Steven from University** - I would just concur with the pathway we were talking about.

Reminder device to notify alternates. We have alternates.

the That's about it. I mean, special noticing, 48 hours, I'll get still hard.

So I suppose.

That's actually the board of directories. Okay. Yeah, the board of directories. Okay.

All right Like, everybody? No? Nobody joined it? Nope, that was... okay.

**Kevin from Campbell Park** - I'm good with it.

**Darryl from Chugiak** - Just, item, number 1 under section 13 is you use organization, and then later you use corporation, are they synonymous, or are they separate?

Absolutely, we've meant them to be the same. Thank you for catching the time for that.

**Joy from Eagle River Valley** - Yes, I am, sorry. I think the standards sound good to me, but I would say they should apply to the members as well, not just the directors.

**Kari from Sand Lake** - I don't see in here where if someone is employed by the municipality, that they should not be eligible to become officers.

That's definitely a conflict of interest. So, is that in there? Am I missing that? I think it's in a different section. Is it about the, employed by the municipality, or if they have... Employed. By the municipality, that you are not eligible to be, on the board either.

**Cathy from Turnagain** -. Thank you. Kind of reiterating, that was previously brought up is there's no reference to non-board members, just members, whether this applies, conflict of interest applies to them or not. So I think just saying applies to folks. categories.

**Michael from Turnagain Arm** - No additional comments. I agree with the comments that have been spoken so far.

**Emily from Airport Heights** - No comment, that all makes sense to me.

**Kevin from Campbell Park** - I have concerns, that the Form 990 and our fiscal year work together, so right now, if we switch from the July 1 through June 30, how does that work with, our Form 990 that's going in? If we change it to a calendar year, are we going to be 6 months off, or how's that?

Do we need to go to the IRS and ask for a new fiscal year? Yeah, we can put that to the accountant and maybe get a written response from him.

It will be a one-year transition with the IRS, and you'll have to work a process with them.

I think you actually did have to give some type of permission first.

**Darryl from Chugiak** - So, in looking at it, I'm assuming, and correct me if I'm wrong, that all you're correcting in the bylaws is the fiscal year. Are you removing the odd?

Ability, because it's not listed in the change.

And it should be if that's going to be coming out. I disagree of what our limit is going to be on a deep level. wholehearted work.

That's Article 9, Books and Records. Pardon? It's Article 9, Books and Records. Okay. It was just moved in.

Is it the same wording? Are you saying? Not the same wording.

*(Pause for additional information provided by the bylaw committee)*

Okay, we're gonna pause your time here. Let's forget ourselves again. Everybody, let's pause for a second.

Sarah Kent, and...

Can we read Article 9, then? Read Article 9, then. If that section is being moved, let's... let's reorient ourselves.

So, this addresses what was once... what is in the existing bylaws under finances.

It's what fiscal year is one section that we've read earlier. Books and records covers that audit process. So, Article 9, Books and Records. The corporation shall be correct and complete books and records of accounts. And shall also keep minutes and 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.

Where's the audit part?

it is open to be inspected by any member or his or her attorney for any proper purpose at any reasonable time.

So...

No. But that's not what... Because that's a member who may not have knowledge and financials.

Okay. You need to have somebody who can audit. I would also state that you probably need to allow for a municipality audit, since they are the ones who give us the grant dollars.

And they may want to see the books.

I don't saw the word audit there.

Financial review and audit are concerned, thanks. And we've been throwing the word around to audit, and that's not in their bylaws.

Oh, sorry, I miss... I misspoke, my apologies. Okay, so we're just resetting there, because there's some...

So, let's just make sure that the notes have been... Okay.

Okay, I'm coming back around with this clip. Everyone, we gotta have one conversation here. I'm gonna ask for one conversation. So, I'm gonna go back here and just get reflection from the first couple people I called on about this piece about the financial piece, because... Yeah.

Until Daryl pointed it out, I think, so we're not all on the same page, so I want to give fair opportunity. You may still pass, those of you who've already passed on me, but if you'd like to come back and just reflect on whether you'd like that put back in, or whether you like it.

**Kevin from Campbell Park** - Do you want to say what you want to say? I'm just going to say the history is that a financial review or a review is way different than an audit.

It can be requested, I think, but I'm interested to read what it says here that our current bylaws state, when I'm pretty certain there hasn't been an audit or a financial review in maybe more than 9 years.

We had one last year. Until last year. Until last year.

**Daryl from Chugiak** - And then by... by member, could that be... would that be... interpreted as...

In today's words, a delegate or the boardroom delegates.

That's a question or a request? It's a question. Well, I think it needs to be either or. Verify. Either from the member...

In particular, or the Board of Development Center, or board of members as a whole, whatever you might do.

Could be a member of... It appeared, because it looked like they were changing... The membership and the board of directors. Now, in this version, yeah, the membership have the ability to make that request, along with the board of directors. So it's both.

**Joy from Eagle River Valley** - I agree, I'd like to see the review back in there, but I'd like to see that review at the end of the fiscal year go to the members as well as the board of directors. I think the... under the committees, it just goes to the board of directors now.

**Allen from Fairview** - So the Fairview Community Council, you know, we audit our books every year, and I encourage, you know, the Federation to, you know, do that also.

Yes, sweet.

So that's one thing, and then the other thing, is the,

And moving from the state fiscal year to the municipal, you know, fiscal year makes sense to me, and so I support that.

**Pamela from Northeast** - Yes, I would prefer that we use the word review and not audit. It's about \$100,000 difference, what we're looking at. And the other thing is, when we send this all up to everyone who's going to be voting on it.

to make that quite clear, but also to clarify the change and how that would happen with IRS to change those dates, just to make that very clear, Jerry. Yeah, we can get clarity on that, for sure.

**Kathleen from Russian Jack** - I agree with adding the financial review in, and also doing the confirmation on the 990 timing.

**Kari from Sand Lake** -Excuse me, I think that there should at least be once a year, a budget meeting where the financial report is provided, how the money is first sent.

And... And... And a proposed budget for the upcoming year.

And I think that the approval on the budget should be given by the delegates and approved by the body as a whole, and not the FCC Board.

But going also back to the books and record, sessions, this is kind of connected.

Where it says,

All books and records of the corporation may be inspected by any member, or agent, attorney, for any proper purpose, at any reasonable time. I think that there should be some definitions there, identifying proper purpose and, reasonable time. So there just needs to be some definitions.

**Cathy from Turnagain** - review versus audit, giving sense audit is massively expensive, but I heard, Kevin Mumble, even a review is expensive? Is that true? Yeah.

Okay, so just to clarify, though, are we in agreement even if it costs \$8,000? Is that what you said? Yeah, I mean... We're gonna have an annual review? Right. Okay.

**Michael from Turnagain Arm** - I agree with the additional comments.

**Steven from University** - Let me get some comments, one thing...

informed, and I don't mean to increase any more bureaucracy here, but one organization I'm involved with, and I'm actually the treasurer of that organization, they have a...budget not committee that actually does a yearly, like, internal audit. We don't go to an accountant. We basically get over every transaction.

to tell me what I did wrong, or what he's approved, or how good.

That's pretty helpful.

I don't know if that's something you want to do.

Are you asking for that in the bias, or as a practice? Well, kind of as a practice. I don't know if you have standing committees, but we have a budget and audit committee that's a standing committee, and they basically do an audit without it happening, so...

So, it's a suggestion, but not for the violence.

**Don from Basher** - No comment. I'm glad it's in there, and I hope we never have to use it.

**Kevin Campbell Park** - I'm concerned about the language in Section 1. I do not believe we're asking the Board of Directors to purchase. I think it should say that the entity should purchase the insurance, which may cover Board of Directors. Otherwise, you've got 5 board or 11 Board of Directors, Brian.

**Joy from Eagle River Valley** - Now, just like the standards of conduct, I think they should follow the members should follow those as well. If the members are also members of this corporation, which it says in Section 1.

Included in the insurance?  
Not just the directors.

**Pamela from Northeast** - so they've made some of the points that I was going to make, but I want to know, have we had this to date?

Do we have... Do we ask, you know? Yes, we have to. And is it... does it delineate the body? The organization? This is a board, so all of the board... Because I don't get into the semantics of members. All the delegates are covered by the file. Okay. And then, is it, Irregard... regardless of having that CNO, you still have a personal responsibility that can be gone against. So I think sometimes people consider this a check-all, and you can vote any way you want, but in actuality, I think you can still be gone against.

Individually.  
Okay, so... And you violated the code of conduct, perhaps. Yeah.

**Tim from Rabbit Creek** - I would just say that if you're going to change it to say that the entity shall purchase the insurance.

Then you should add language that clarifies how you determine how much insurance is adequate. And I think it would be a vote of the board of directors, or maybe it's part of the budget process, but, you want to make sure that what you're getting is adequate and it's enough to make everybody feel comfortable serving.

**Kathleen from Russian Jack** - I think we've always had, CBO, but I think it's good to have in there. I like all the comments that have been made.

**Gary from Old Seward/Oceanview** - I agree with all the comments that have been made, piggybacking off of Robert Creek with Kim as, yeah, just coverage, specifications, and just clarifying what is going to be required, and, and I guess, like, the costs would go under, I guess, the budget discussion, but definitely coverage requirements should be inserted in there, and definitions.

**Cathy from Turnagain** - Yeah, I'm just... since I'm still wrestling with the definitions.

And responsibilities, duties, whatever, other words that you cover it, whether you're an official board. A member, or you're just a member.

Board of Director, or if you're just a member representing that community council.

M... If there's... if the death... if the...

change for responsibilities, duties, is fairly wide, then you probably wouldn't want the coverage to be the same for both categories, but I don't know, I would think that there's smarter people than me that would say, no, no, it would matter, or... yeah, board of directors have a much higher standard than just regular members, because I still don't know what members mean versus who.

In the big picture, so that's my comment.

**Steven from University** - All I want to pay attention to the limits coverage.

**Lizzie from Abbott Loop** -Oh, I was looking at the, the info.

People from the communities, for whatever reason.

there... and he guards against, sort of, a fuse of authority of saying, I don't like what you're saying, through your law.

Is that... is that a question, or is that a request? It's a question.

Not specifically in the committee section. It would be acting in good faith as a board member. Reference rules that this board could call the appointed authority as the question in that way.

Okay, so...

Which is, like, won't be that in our request, that you'd like more clarification? So, so, it says it's for, like, any reason. That could be...

Any reason that's not in the best... the language says, any reason that's not in the best interest of the corporation. It's without cause, stated. So, they don't have to say why, but it has to be within the best interest of the corporation. Oh, no. And then I would assume that it would align back to that court of conduct piece of the bylaws. I mean, this is all one document that we are pulling apart in lots of ways, but...

I think you'd want to kind of host thoughts. Yeah.

**Kevin from Campbell Park** - the number 3 there, the Finance Committee shall consists of at least the treasurer. I believe that should be at least the treasurer and one other person. A committee of one. One, it's not a committee, and two, who's the checks and don't? Well, I do have language previously that funded a committee of three, so that also doesn't make any sense.

**Darryl from Chugiak** - Okay, so in Section 1,

Fourth paragraph down. Committees can include members who are not directors, so long as the chair of the committee is a director.

Is that to be understood, that you can have committees with no director on the committee?

Because I'm not sure... Well, because the chair... the chair has to... Okay, then I go down to Section 2, Chairperson. One member of each committee shall be appointed chairperson by the appointing authority. So if you're... if every chair is going to be a board member.

Why do we need that?

Okay. Okay, well, it's ruled out, it's... Okay, first... it's not... Okay. Yeah, the chair of the committee is supposed to be the board members.

The other item under this section, it's not clear

that isn't to be the boards. The committees are to be made up of the members, or today we call delegates.

Oh, if that's the case, we should probably have that in there somewhere.

Because the only place I see non-members used is in that one paragraph.

Or you can have a non-member fee on a committee.

But I'm assuming they...

We ought to have a statement in there that states committees are made up of the members of the Pope Aretha.

**Joy from Eagle River Valley** - I have 3 comments on this section. First, the committees can include members who are not directors so long as the chair is a director.

reserve.

it seems like only the directors are mentioned, and what about the members? I mean, if it's an ad hoc committee that's of interest, say, to the

for instance, the Eagle River communities, why couldn't someone who was an Eagle River delegate be the

chair? I don't know why the directors are the only ones who can be... anyway, that's one comment. My second one is I share the concern about removing people without cause.

Seems, like, overreach to me. And my third comment is to put back in our discussion about the fiscal year, where we talked about the annual review, and putting that back as part of the Finance Committee responsibilities, is to do an annual review with the members, not just the directors.

**Allen from Fairview** - I concur with the comment regarding the, you know, the Finance Committee. And that should consist of at least, you know, the treasurer and one other person.

**Jason from Huffman** - Yeah, thanks. I think I would like there to be some way to create a committee that is then established by Resolution Board, perhaps by petition of the members.

And also...

I think there should be cases, like the previous speaker said, where the board delegates the chair. To someone who is deeply qualified or interested in a topic for the board members may not be. And the last thing is ours forum, I'd like to see some operation under a short board. Situation.

**Pamela from Northeast** - So, I would like to see the finance community have at least 3 members. Voting members, because I'm not going to get into the semantics, voting members of the organization Have to sit on a standing committee At least, and have to be there.

I'm not quite sure how to say this, but in a 5-year period, so everybody has to have skin and infant. You can't just be out there. You have to actually commit participating on a board committee.

That would also impact... I was positive, that would also impact, then, the roles and responsibilities of a board member, which would then impact a separate section of your bylaws, right?

**Tim from Rabbit Creek** - I would like some clarity around how you could do an ad hoc committee related to a specific issue.

Understanding that we're a non-profit that's supposed to be apolitical.

Could you... and I'm thinking of the example of the transit-supported development overlay, that when the administration hit pause on that, I know there was some work done at the community council level to coordinate, some outreach and all of that. Could that have been done under this provision, and what kind of work product could they produce

And who would have to vote on it to keep you out of trouble with your nonprofit status? But I think...

you know, this is supposed to be one of the strengths of this new, structure, is to get out of the way all of the admin stuff, so that we can focus on issues. And so, I'm not sure there's clarity around how to do an issue committee

And what the committee could even do, and then, you know, and how do you do that and keep out of, getting in trouble with your nonprofit status?

I would just say, like, the TSDO example would be a great case study of how you could, like, say, well, how could we do TISDO in a better way, and coordinate across the municipal... or across community councils? Like, does that issue fit into this framework or not, as you were working it up? I'm sorry, I know I'm over time.

**Kathleen from Russian Jack** - Under Section 4 for Finance, and then...

further section 3, where it talks about one committee member, how county or whatever group of experience. I don't know how you would...

necessarily prove that, do you, Kevin? I mean, I think that would be... hold on, let me finish. Especially if the treasurer is in that position, is that comment really even necessary? It would really be better to say, in my opinion, that you should have at least 3... Members.

And then, under Board Development.

You kind of got rid of executive committee, but what you don't talk about is what happens if, in between meetings, there's something critical that comes up. You're not...

It's not in these committees as to how you would even deal with it. And I think that's something that you need to have in there.

And really, Executive Committee, for my purposes, is really more of a more development committee. You can call it that and just have different items listed. That's my thoughts. Great, thank you so much.

**Kari from Sand Lake** - I think that anytime there is a committee being formed, that there needs to be a notice of that meeting, and email to the individual councils.

Rather than, a separate email, there needs to be a roll call of, like, which councils have been notified by their delegates, by the meeting notice.

I just think that it's...

it just... there just needs to be more involvement with the community councils and the committee. Additionally, I think that there needs to be a 90 days notice for the committee formation, so that the community councils can participate and be aware of any new committees that are being formed, for full participation.

**John from South Addition** - I really appreciate Tim bringing up the TISDO example. I think that brings it into real-life situations of things that we're trying to do, and how can we accomplish those things in this structure? I don't really care about the details of when you meet, when you don't meet, which emails you send out. That's not important.

What's important is what we're trying to do as a group.

And that idea of how that can work through this new organization.

will make us either a very effective organization, or we're just going to start fighting about details. And I'm very busy in my community council. I rely on the FCC to be the administrators, and I don't appreciate my time wasted on this type of detail.

**Cathy from Turnagain** - Yeah. So there's that, there's that confusion overlay between board members and regular members. So, under Section 5, where it says Board Development Committee.

And then it talks about training and so forth. I think back to when we, as all 37 delegates, presumably, participated in a special two-day event at APU.

That was very helpful. And one was our board had, and then the next day was our council hat.

If we have now, in this new bylaws, board development committee, and meet and train and so forth, where does that leave members? That lower tier, which is going to be the majority of council representation.

Where does that fit in, or should there be any mention somewhere else about that level of discussion?

In your... in your...

Couple seconds left. Are you making a suggestion that that will be in the bylaws, or that that just gets noticed somewhere?

I think it needs to be digested, whether it should go in the bylaws, if there should be something that formal, or if, a slip sump.

**Steven from University** - I concur with what's been said so far,

For the most part here, I think,

I would like to see something about, like, a yearly audit.

Finance Committee, whether it's done internally.

-Oh.

by the committee is fine. Doesn't need to be CPA. That should probably be in the by-law somewhere.

The other item would be minimum 3 people aren't spend any of them.

It's in there. It has to be in there somewhere. It is. The short board item, that can really... I'm a short board that can really lock things up. Jason brought up a good point on that. I don't know if you could have alternate members, or alternate directors, something.

But if decisions stop being made, it's just inaction taking place.

This day and age, things need to move more quickly.

Deal with a lot of boards.

I've never experienced short of patient beds, so...

**Emily from Airport Heights** - I apologize if I forgot that we covered this last time, but I don't think we did. Just maybe a definition of elected officials to clarify that that doesn't include the elected members of the community council board, such as the chair or someone else who might serve as the delegate. That's all. Thank you.

**Darryl from Chugiak** - Yeah, under the... Under the membership, where it talks about...

And the washroom totally stopped on it.

It was... it had to do with the number of, Board members being elected, by the membership?

But then, in section...

Fourth, we have a vacancy in any obligatory reason may be filled by the board of directors.

When those two contradict each other, I believe.

And that, if there's a vacancy, it should be the membership.

Filling all the vacancies across the board.

The old section was set on page 12. Top of page 12, section 3 vacancies. A vacancy in any office for any reason that may be filled by the Board of the directors at any regular or special meeting.

For the unexpired portion of the term, and...

That contradicts saying that those positions are elected by the membership.

That's a reference just to officers, though, not to board of directors, as of all 11 members.

It's just the treasurer. The executive board? Yeah.

Hadn't say anything technical for me.

Okay.

Some more clarification. Say which one. Yeah, and the... It just says any office for any reason. The section on vacated directors is on page 7, just for your reference. I'll make sure that that works. Okay.

Yeah, and I think, you know, in bylaw, I think that challenge is, right, that there's a section... there's always a section for everyone, then there's a section for officers, and they sometimes repeat themselves, but not always, and so I think we're having... there's... there we go. Okay. Thank you for pointing out that. Okay.

**Cliff from Eagle River** - Yeah, I'm still kind of skeptical on the, having to have the, articles of incorporation change first concerning membership, due to the, the statement in there where it says that the corporation will have no members as part of the corporation. I just want to make sure that that's addressed, or looked at, or...

**Joy from Eagle River Valley** - I have a quick question. What would cause a member to be considered unseated?

Yeah, that... that's fine, that's fine. I just wondered if there... if... if delegates didn't attend a certain number of FCC meetings, you know, could they be unseated? That's what's.

**Jennifer from GBOS** - Yeah, so, refer to the sentences about members shall be a member council chair. This has caused some consternation in Irvine, since we don't have a single chair. We have co-chair positions that are specified to be chaired, and then also, the sentence about members to not be elected officials is possible. recently notified that, our number has to be from Gordon Board sitting by the script. Those were all elected by the entire town, and so we definitely need a clarification. Okay? Is that? Yep. Okay. The Greenwood example.

Actually, that was something that we heard from the city ombudsman in the last meeting. There's so much new information for us. I think we're all figuring that out, maybe. But do you know where to find it? Yeah, and I do think that there's a section that addresses elected official, that defines municipal official... oh, municipal elected official as

The mayor, the assembly, and the school board to get around this identify...

This... that was the plan, but, to their... to somebody's point, it needs to be also in the membership section.

Yes, absolutely, because they already, that was already causing concentration in the whole bylaws and other private parts. Yes. Okay, excellent. Okay, super helpful. Jody, government home.

**Charles from Mountain View** - The only thing I was gonna say is that elected official thing is, Section 11. Thank you. Yeah, whatever. On page 8.

And to the point, we need to save members, too.

**Pamela from Northeast** - Yes, so I would very much like to really define that particular section, because I think common knowledge is when somebody files for an election, whatever that might be, unless you're determining that specifically, then that is...

the standard. So, unless we're gonna have

make that specific change in care to allow others. It's official.

I left it for the OSA out. So, just to clarify that. I think we need to...

thread chat up a little bit. The other thing is that, and I lost my notes myself,

Roles and responsibilities.

Of those numbers, to clearly define once we get through the glossary.

what it is, and the board member, all of that would be, I think, very helpful to understand its responsibilities like that clearly. And I'm glad I talked about this, but I did not talk about disabilities.

**Tim from Rabbit Creek** - I just say that I think there's a lot of potential in this section for there to be, conflict between what's in these bylaws and what individual councils might have in their bylaws. So, like, for instance, while we're sitting here, I looked up, like, we don't have any language in our bylaws about how to replace an unseated member.

in the FCC. And so, I think there's a need to have some language that says, in the absence of specificity in the individual council's bylaws, that what we propose to do here would supersede that.

And then the other point I'd make is,

you know, I think there's... I think a lot of you might feel like I do, that we need to get into our bylaws to make sure that there's more, kind of synergy with these new changes.

And I think after this is all over, there's an opportunity for some boilerplate language that could be circulated that would give councils, a way...

work on their own bus and bring them more into concert. And it's probably a thing that we should all be doing.

To get this all, so there's no confusion if, for some reason, there's something in the FCC bylaws that's in conflict with your individual bylaws.

**Kari from Sand Lake** - Extending off of what Tim was saying, I'm just currently, having collective conversations throughout, citizens throughout, many of the councils.

The delegate model is the best model, and not a membership model until all of the councils definitely do have their own review of their bylaws, and also having it cohesive with the articles of incorporation.

**Cathy from Turnagain** - Yes. So, on page 2, just quickly, I would recommend, under Section 2, Senior Membership.

I prefer that the members are considered seated if the member council has attended one publicly noticing within the past 12 months. Just have had one. They don't really have a meeting. I mean, I don't...

Is that... would that be the correct interpretation? Community Council has to have had a meeting.

Number two, as...

Not attended a FCC... Has attended one publicly noticed meeting within the past 12 months, so you can... can you use that verb, attended?

Anytime.

What it's saying is that the community council has to have had an immediate... Help. And help, help. Thank you. That was the romantic thing. And then, going back to, article.

Or under notice of meetings, and we're discussing that, is,

I don't know if the initial notice, especially if it's pretty far in advance, should require that the agenda be, attached with that meeting notice, but then the model one that I highly recommend and others prefer, but that does include the agenda, it should always have, but maybe that should be specified, because maybe that initial one can't include the agenda yet, because it's just not.

That's time off to... this is about what goes in the notice of the meetings, which is a separate section. Yeah.

Right. But something like that.

**Steven from University** - No, no, no additional comments concur with most of the comments that have already been mentioned. Unfortunately, our Sophie can take the firewalls and duplicate them. I don't think we're gonna get this done properly, but anyhow, is boilerplate...

**Pamela from Northeast** - you're going. So, I would like a better, understanding of this means that... nope, this...Dybra? And... to get an actual assessment of what this really reflects at a future meeting? I would. I would like that more defined as I'm just saying as far.

**Cliff from Eagle River** - Sorry to backtrack. In the finance section, does the bylaws need to, mention that the corporation can act as a grant administrator, and that they collect a, admin fee for that? That is... no, that is a question. Does that need to be added in the bylaws, or is it, addressed somewhere else?

**Cathy from Turnagain** - So if it's in one, right, these... right, if it's... if it's in your... if it's in one place, it doesn't necessarily need to be in the other, so you don't bog down your bylaws with your policies, etc. Okay, who's next? Yeah. Yes, please. One last one under Article 4 of Meetings of the Membership, page 3. I think it's just my brain having an issue. Section 4 under Notice of Means, where it says. Membership that shall be delivered, or mailed, or electronically to each member and member council. What... what is the difference between each member and each member counts it? What does that mean? What's the difference between that? So, correct me if I'm wrong, but that would be using today's terms. The member council phrase is a community council, not a person? Correct. So, I think member is just... I think...

some of these...

words and definitions are too... still need to be similar. Okay, yeah. We heard that, we heard your feedback last night. Thank you. Too much. We need a glossary of terms about what's this, add some consistency, yeah.

**Kris from Midtown** - I'm concerned that we have people saying this is automatically what's going to happen. It may not, when we get down to voting. And I think that everybody needs to have an open mind about that. The delegate model is a simple model to use. It's much more... it's just easier. There are a lot of words in here. This is really cumbersome, the way it's written, and I would like to see something called Stupid Simple, when we call that in the Army, Stupid Simple, and it works. The other thing is, there have been people back here, who have been coming to all these meetings. When do they get to talk? And I want to make sure that when this document is finished, that we have plenty of time to go back to our CCs, go back to our memberships, and that's not 30 days. That's more than 60 days, if you're counting, like, right now. There should be no hurry. We're almost to Thanksgiving, next month is Christmas, then we have New Year's. ICC's already met this month. We're at a minute. It's too late. Next month, we're not having a meeting, and a lot of the people that are not having meetings in December. So then you get into January, so that's your beginning time. I just want to make sure that we have plenty of time to work with people. Okay, thank you so much.

**Darryl from Chugiak** - Arco 5 Officers Incorporation.

under Article 6 on page 11,

Section 1 and 2 appear to be duplicative in some respects.

The officers of corporations shall be elected by the Board of Directors and shall be enlisted. And then in Section 2, it says Election Internal Office. The officers of the corporation shall be elected every year by the Board of Directors and regular interme. So it's kind of duplicative.

And in my personal opinion, I think those positions need to be voted on by December 5th.

And so, to clarify, the officer's position, you would vote as members for the chair and vice chair and the secretary. That's not the way it reads.

**Tim from Rabbit Creek** - I just want to say, I'm looking at the agenda for tomorrow night, and...

The board meeting is 110 minutes, and then the coalition meeting is

35 minutes, where the individual councils will each get 1 minute. So, if the promise of this thing is how do we get on issues, how do we coordinate and share information around issues that affect us all, and this is gonna clear the path for that, I'm 100% for it. If it's not gonna do it, it's a wasted exercise.

But the coalition meeting part of the meeting, should be the dominant part of the meeting. So I think the promise of this is supposed to be, how do we clear the deck on that? And I think it can do it, and I think it's gonna be change, and it's gonna be hard.

But I think people need to have an open mind, because one minute per community council, and it's not even all the councils, to talk about their issues is not enough, and it's not, really serving as, holding up to the promise and the mission of this organization. Thank you.

**Allen Kemplen - Fairview:** Okay, well, I'm just thinking about, you know, in terms of the proposed bylaws, in terms of the purpose. The purpose of the organization shall be, you know, to support and foster neighborhood engagement.

You know, in partnership with community councils.

I just want to suggest that that clarifies the...

You know, between...

Community Councils.

**Kevin from Campbell Park** - The discussion of that... the old discussion was letter B, relationship to the

coalition in the bylaws. Now that I finally have the even-numbered pages and I'm in here, can you point to where in this document we reference that letter B?

I want you to tell me if that's what you think. That was feedback from the round and, from the rounds that has...

we wanted to hear more on that, but is not in here and is, you know, going to be considered by the bylaw committee as something that becomes output. Like, it wasn't in here, and we want to turn it in. So we might still take something from the discussion of those... of the two sides of the entity, I'll call it, and it may come into play as part of a bylaw, where we'll have a chance to

**Kari from Sand Lake** - I would like to add one last comment, since we have some more time, is that since, tomorrow, I would like everyone to consider who is on those by-law committee, and maybe adding some more people to that, because I think there might be some changes on who is capable of being on the by-law committee, so...

# COMMENT TRACKER BY DELEGATES AT SPECIAL MEETINGS

Council	Delegate Name	Rights of Members	Relationship Coalition to Bylaws	Definition of non-member	Officer Elections	Meeting Noticing	Standards of Conduct	Fiscal Year	Insurance Requirements	Committees	Rights of Members (2nd Review)	Additional Minute of Comments
Abbott Loop	Lizze Newell	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Comment	Pass	
Airport Heights	Emily Weiser	Pass	Pass	Pass	Comment (T)	Pass	Pass	Pass	Pass	Pass	Comment	
Basher	Donald Craft					Pass	Pass	Pass	Pass	Pass	Pass	
Basher	Dirk Sisson	Pass	Comment	Pass	Pass							
Bayside/Klatt	Bob Laule	Comment	Comment	Pass	Pass	-	-	-	-	-	-	
Bear Valley	Kathlyn Jackson	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	
Berchwood	Debbie Osslander	-	-	-	-	-	-	-	-	-	-	
Campbell Park	Kevin Fimon	Comment	Comment	Comment	Pass	Comment	Pass	Comment	Comment	Comment	Pass	Relationship between the Coalition & organization
Chugick	Daryl Parks	Comment	Comment	Comment	Pass	Comment	Comment	Comment	Pass	Comment	Comment	Officers of Board - duplicative
Downtown	Silvia Villamedes	Comment	Comment	Pass	Comment	-	-	-	-	-	-	
Eagle River	Cliff Cook	Comment	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Comment	Finance section - grant administrator
Eagle River Valley ALT	Joy Webb	Comment	Comment	Pass	Comment	Comment	Comment	Comment	Comment	Comment	Comment	
Fairview	Kelly Ittenbach	Comment	Pass	Pass	Pass							
Fairview ALT	Allen Kemplen					Comment	Pass	Pass	Pass	Comment (+1)	Pass	Review purpose of the FCC
Girdwood BOS (Jan - Oct)	Mike Edgington	Skipped	Skipped	Skipped	Skipped							
Girdwood BOS	Jennifer Wengard					Pass	Pass	Pass	Pass	Pass	Comment	
Glen Alps	Greg Kulper	-	-	-	-	-	-	-	-	-	-	
Government Hill	Bob French	-	-	-	-	-	-	-	-	-	-	
Government Hill ALT	Jody Sola					Pass	Pass	Pass	Pass	Pass	Pass	
Hillside	Sandy Blomfield	Pass	Pass	Pass	Pass	-	-	-	-	-	-	
Huffman/O'Malley	Jason Norris	Comment	Comment	Pass	Comment	Comment	Pass	Comment (+)	Pass	Comment	Pass	
Midtown	Kris Stoeber	Comment	Comment	Comment	Comment	Comment	Pass	Pass	Pass	Pass	Pass	Delegate model is better & easier to read model. More public comment
Mountain View	Charles Walsh	Pass	Comment	Pass	Comment	Pass	Pass	Pass	Pass	Pass	Comment	
North Star	Jacob Powell	Comment	Comment	Comment	Comment	-	-	-	-	-	-	
Northeast	Pamela Raygor	Comment	Comment	Pass	Comment	Pass	Pass	Comment	Comment	Comment	Comment	Better understanding of handout from a different member
Old Seward/Oceanview	Gary Meaders	-	-	-	-	Comment	Pass	Pass	Pass	Pass	Pass	
Portage Valley		-	-	-	-	-	-	-	-	-	-	
Rabbit Creek	John Riley	Comment	Comment	Pass	Comment							
Rabbit Creek ALT	Tim Alderson					Comment	Pass	Pass	Comment	Comment	Comment	Membership model is better + more coordinating
Rogers Park	Marilyn Pillifant	-	-	-	-	-	-	-	-	-	-	
Russian Jack	Kathleen Plunkett	Comment	Pass	Pass	Comment	Pass	Pass	Comment (+)	Comment	Comment	Pass	
Sand Lake	Karl Reese	Comment	Comment	Pass	Comment	Comment	Comment	Comment	Comment	Comment	Comment	Potential change to bylaw committee board
Scenic Foothills	Roger Shaw	Comment	Comment	Comment	Pass	Pass	Pass	Pass	Pass	Skipped	Pass	
South Addition	John Thurber	Comment	Comment	Pass	Comment	Pass	Pass	Pass	Pass	Comment	Pass	
South Fork	Stephen Romanelli	-	-	-	-	-	-	-	-	-	-	
Spenard	Sarah Preskitt	Pass	Pass	Pass	Pass	Comment	Pass	Comment	Pass	Comment	Comment	
Taku/Campbell	Sarah Alexander	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	Pass	
Tudor	Tod Butler	-	-	-	-	-	-	-	-	-	-	
Turnagain	Cathy Gleason	Comment	Pass	Pass	Comment	Comment	Comment	Comment	Comment	Comment	Comment	Meeting Notices & difference between member/member council
Turnagain Arm	Michael Packard	Comment	Comment	Pass	Pass	Pass	Comment (+)	Comment (+)	Pass	Pass	Pass	
University Area	Steven Callaghan	Comment	Comment	Pass	Comment (+)	Comment (+)	Pass	Comment	Comment (+1 to)	Comment	Comment (+1 to others comments)	

## SARAH - SPECIAL MEETINGS CONSOLIDATED NOTES SUMMARY

### Introduction

The following is a consolidated summary of feedback provided by delegates who participated in one or both special meetings held in October and November 2025. These sessions were convened to gather requests, suggestions, and questions regarding the draft bylaws revision presented by the Bylaws Committee in August and September. Please note that some feedback items under specific headings may appear contradictory, as they reflect the diverse perspectives of multiple individuals.

### Rights of Members

- Members need clear ways to give feedback, especially on financial matters.
- Desire for more transparency; discomfort with small groups making decisions.
- Preference for committee proposals presented to the full board.
- Amend articles of incorporation before approving bylaws; legal review required.
- Quorum should be based on all seats, not just those filled.
- Members/delegates want clarity on roles, deliverables, and less administrative burden.
- Proposal to allow non-delegates as FCC members; need qualifications and limits on executive board power.
- Request for a chart mapping activities (delegates vs members) and a glossary for terminology.
- Concern about limiting delegates' and citizens' voices; old bylaws are loose, new ones are tight.

### Relationship to the Coalition in the Bylaws

- Clarify director elections and the relationship between coalition and bylaws.
- Define process for councils to bring issues to the FCC board.
- Address non-delegates as board members; need procedural measures.
- Board should not speak for specific councils; councils retain their own voice.
- Clear communication and liaison roles needed.
- Bylaws should state what the board cannot do; delineate differences between coalition and board.
- Non-member directors may finish term if elected as delegates.

### Officer Elections and Terms

- Preference for one-year terms; staggered positions.
- Limit number of board members from each council; consider geographic representation.
- Must be a delegate at time of election but can finish term.
- Clarify who holds fiduciary responsibility.
- Prefer electing new members at larger meetings if someone resigns; voting for officers and board by larger board.

### Meeting Noticing

- Clarify types of notice and what "electronic" means.
- Extend 10-day notice to 14 days; keep 30 days for bylaw changes.
- No difference between summer/winter timeframes.
- Seven days' notice is acceptable.
- Prefer longer limits than 50 days.
- Use the easiest method for membership; Facebook notices are not sufficient—must confirm receipt.
- Notices should include alternates and be confirmed.
- Initial notice should include agenda.

## Standards of Conduct

- Should apply to all members, not just directors.
- Organization and corporation terms should be consistent.
- Municipal employees should not serve on the board.
- Clarify conflict of interest for all members.

## Fiscal Year & Financial Review

- Align Form 990 and fiscal year; allow one-year transition.
- Financial review (not audit) at fiscal year end; review goes to members.
- Support municipal fiscal year; clarify “review” vs “audit.”
- Annual budget meeting with financial report and proposed budget; approval by full membership.
- Define “proper purpose” and “proper time” for books and records.
- Budget/audit committee as policy, not necessarily in bylaws.

## Insurance

- Corporation (not board) should purchase insurance; coverage for members and directors.
- Clarify what’s covered and personal liability.
- Define how much insurance is adequate.

## Committees

- Clarify removal procedures; avoid nonsensical reasons.
- Finance committee needs at least three members.
- Committee membership: directors, non-directors, and chair roles.
- Members can petition to create committees.
- Notice to councils for committee formation; 90-day notice for participation.
- Finance committee responsible for financial audit.
- Ad hoc committees allowed for specific issues.
- Board development: clarify member inclusion.

## Membership

- Define “elected official” and executive board roles.
- Amend articles of incorporation first.
- Update for co-chairs and member-elected chairs.
- Standardize election filing process.
- Clearly define roles of members and board.
- Address conflicts between FCC and council bylaws.
- Delegate model preferred until councils have their own bylaws.
- Seated membership: “held” a meeting.
- Initial notice should include agenda.

## Other Notes (“Popcorn”)

- Clarify diagrams and assessment process.
- Finance section: clarify administrator role and fiscal sponsorship.
- Simplify membership language.
- Delegate model is preferred; draft bylaws should allow time for council review.
- Membership elects executive board.
- Organization’s purpose: “in partnership with community councils.”
- Allow additional time for coalition vs board meetings.

## SARAH – OCTOBER SPECIAL MEETING ORIGINAL NOTES

### Note

The following are original, unedited notes from the special meeting held on October 29, 2025. Typos and grammatical errors have been retained to preserve the authenticity of the record.

### Rights of members:

Council members > way to give opinion/feedback on things like \$

Political positions addressed – how if you also work on

Present final to lawyer

Are we switching because its inconvenient? Uncomfortable having a small group having the authority to make those decisions. Would rather see a committee to present proposals before the whole board

- Would like more transparency
- Must amend articles of incorporation before approving bylaws
- Members/delegates feel like they don't have a voice
- Consideration for short board rules – quorum is minimum of all seats, not just seats filled
- Committees – doesn't see use for committees
- What are ramifications of committees – what are the purposes beyond administrative?
- Handle if member is no longer on community council board?
- Structure for budget – must have vs discretionary
- Membership needs to know more about what their role will be and how that will play out
- What are the roles, what are the deliverables they expect from FCC
- Free delegates from a lot of the time spent on administrative tasks to do coalition work
- Would directors in their role communicate with coalition?
- Limiting the voice of the delegates and the citizens
- Proposal could allow non-delegates to be members of the FCC
- Need to have qualifications for executive board and limitations of power
- Would like a chart with activities and how they would be handled – delegates vs members
- People might lose confidence in ability to speak on FCC roles
- Using nouns interchangeably – glossary?
- Old bylaws are fairly loose, new are fairly tight

### Relationship to the coalition in the bylaws

- How do we elect the directors of the members? Clarify the role between the coalition and the bylaws
- If a community council has an issue, how do they bring it to the FCC board
- Non delegates as board members
- Need procedural measures in place
- Concerned about the board of directors voicing for a specific council
- Area that needs more clarification – role of board of delegates has to be limited and clear; communication between coalition and board needs to be clear; a role needs to be created to liaise
- Clear line in the bylaws that addresses these concerns above – limiting language about what the board \*can't\* do would be beneficial
- Concerned about a small group of people making decisions about their area – councils should be able to speak for themselves

- Non-member delegates – why what?
- Where is the coalition in the bylaws?
- FCC board of directors are not allowed to speak on behalf of councils, outside entities should not reach out to
- What would the voice of the FCC be? Look at policies procedures and bylaws – those relationships to the members
- Non-member issue on the board – check to see if they have backing from their council
- Clarify that the board does not speak for community councils; does not represent their opinions or views
- Process concerns reiterated
- Bylaws reflect differences between coalition and board
- Delineating differences between coalition and board
- Concern about non-members being on board of directors – are we removing ourselves our mission. Could we get a board who is not looking out for our interests.
- Sees non-member directors as those who were elected and need to finish out their term
- Clarify concerns – opinion that person must be a delegate when they're elected, can continue to serve

#### Officer Elections and terms

Would prefer one year terms

Better description on non-members as board members – limited terms?

Limit number from each council

Would like to see specific call outs for geographic representation

Being a delegate at time of election but finishing your term

Prefer one year terms

Clarity on why the term lengths

Maybe have one board member from each assembly district as first pass; if no takers, then open it up

Agrees with staggered position terms, one board member

Who has fiduciary responsibility as board members

Would prefer to elect new members at larger meeting if someone resigns

Has received feedback that voting for officers AND board would be better by larger board

## SARAH – NOVEMBER SPECIAL MEETING ORIGINAL NOTES

### Note

The following are original, unedited notes from the special meeting held on November 18, 2025. Typos and grammatical errors have been retained to preserve the authenticity of the record.

### Meeting noticing:

- Clarification on type of noticing

- Clarify “electronic”

- Push 10 days notice to 14 days

- Keep 30 days notice for bylaw notice changes

- Don't differentiate between summer and winter time frames

- Fine with seven days notice

- Concerned with 50 day limit – would like longer limit

- Default to whatever is easier for membership

- Clarify that facebook notices are not sufficient notices – needs to be confirmed point of contact, confirmed that notice has been received

- When notices are sent out, include the alternate as well (put this in the bylaws)

### Standards of Conduct

- Should apply to members as well, not just directors

- Organization vs Corporation – make the same

- If employed by then municipality, should not be able to serve on the board

- No mention of members or non members re: conflict of interest

### Fiscal Year

- Form 990 – works with current fiscal year, how do we adjust that (it's a one year transition period)

- History is that a financial review is different than an audit; audit can be requested

- Would like to see review in the bylaws at the end of the fiscal year; review would go to members

- Support of municipal fiscal year

- Use word review vs audit; make the difference clear to those voting; get clarity on process

- Agree with adding financial review and adding 990 timing process

- Should be a budget meeting once a year where financial report is provided and how money was spent and proposed budget for upcoming year. Approval should be approved by full membership. Re: Books and records – add definitions for proper purpose and proper time

- Discussion that reviews cost money too

- Put budget/audit committee as a practice/policy/procedure. But not necessarily in the bylaws

### Insurance

- Concerned about language in section 1 – word it so the corporation purchases insurance, not board of directors

- Should cover membership as well as board of directors

- Questions about what's covered now – reminder in training that you can still be personally liable

- Add language to clarify determination on how much insurance is adequate

- Add definitions

Board of directors vs members – may not need the same coverage

## Committee

Clarification – could we make clear how to make sure people aren't removed for nonsensical reasons  
Finance committee section 4.3 – committee need to be more than one person  
Directors and non-directors vs chair of committee – clear up who can be on a committee  
Second part about removal for nonsense reasons  
Make explicit part about reporting to members  
Way to create a committee by petition of the members  
The board delegates a committee chair to someone who is uniquely qualified  
Operation under a short board situation for quorum  
Finance committee needs at least three members  
Voting members of organization have to sit on a standing committee for part of their tenure  
Clarity around how we can do an adhoc committee around a specific issue – how do we do that without running afoul of non-profit status – TSDO can be the example we use to show  
How do we prove accounting experience  
Board development – we got rid of executive committee, but what do we do if something critical comes up in between meetings? Sees this as the board development  
Any time a committee is being formed, a notice should go out to councils; put in a roll call of delegates to confirm they got noticed. Require 90 day notice for committee formation for full participation  
What's most important is what we're doing as a group  
If we have board development, where does that leave members? Where are they included?  
Make finance committee responsible for the financial audit  
Outline what to do re: short board issues

## Membership

Definition of elected official – put in multiple places  
Clarify executive board as those whose seats can be brought in  
Still would like articles of incorporation amended first  
Girdwood has co-chairs and chair is elected by body in Girdwood – update to include members  
Would like to redefine this section – when someone files for election should be the standard  
Clearly define roles of members and board members  
Could be conflict between these bylaws and council bylaws  
Create a boilerplate  
Delegate model is best model until councils have their own bylaws  
Seated membership – make it read “held” a meeting  
Should initial notice so far in advance include the agenda

## Popcorn

Would like a better understanding of diagram that went out to get an actual assessment of what it reflects at a future meeting  
Finance section – does bylaws need to say that it needs to act as a something administrator and that they need to collect for that? – is currently in fiscal sponsorship policy  
Membership – words too similar to understand  
Kris – delegate model is simple model to use, draft bylaws are cumbersome. When document is finished, make sure that we have enough time to bring back to councils.

Page 11 – article VI is duplicative and should read that membership elects exec board  
On board if this clears way for coalition meetings – one minute per org is not holding up  
Question about purpose of organization – should read “in partnership with community councils”  
There will be additional time for coalition vs board

# AI ANALYSIS ON FEEDBACK PROVIDED

## Analysis of Feedback on FCC Draft Bylaws

### 1. Executive Summary: Key Themes

Based on a review of all written submissions and the special meeting transcript, the feedback on the draft bylaws is substantial and centers on several critical areas of concern.

- **Core Governance Change (Small Board vs. Full Delegation):** The most significant point of contention is the proposal to move from the current "Board of Delegates" (where all 37 Community Councils (CCs) have a seat on the board) to a "Membership" model. In this new model, the 37 CCs would act as "Members" who elect a smaller Board of Directors (7-11 people). There is widespread concern that this will diminish the voice of individual councils, concentrate power, and create a "gatekeeper" board.
- **Legal Conflict with Articles of Incorporation:** A critical, and potentially "show-stopping," legal issue was raised: The FCC's Articles of Incorporation (Article VII) reportedly state, "There will be no members of the Corporation." This is in direct conflict with the draft bylaws' "Article III - Membership," which could render the new structure legally invalid without first amending the Articles.
- **Board Composition (Especially "Non-Members"):** There is strong opposition to and confusion about the provision allowing "Non-Members" to serve on the Board of Directors. Members are also concerned about term lengths, geographic representation, and the number of directors allowed from a single council.
- **Separation of Powers & Transparency:** There is deep confusion about the separation of roles and powers between the new small Board (managing the 501(c)(3) "Corporation") and the full 37-council "Coalition." Feedback repeatedly demands that the full membership retain power over critical items, especially **budget approval** and **filling board vacancies**.
- **Procedural & Noticing Failures:** Several members raised concerns that the bylaw review process itself was flawed, alleging it was not properly noticed to all CCs and that the scope of the changes constitutes a "revision," not an "amendment," which may require a different legal process.

### 2. Detailed Feedback Breakdown by Topic

#### Topic 1: Core Governance Structure (Small Board vs. Full Delegation)

This is the most fundamental disagreement. The draft proposes a small, elected Board of Directors (Art. V, Sec. 2) to manage the corporation's affairs, moving away from the 2005 model where all 37 delegates form the board (2005 Bylaws, Art. IV, Sec. 1).

- **Concern: Diminished Voice & Concentrated Power**
  - **Bruce Vergason (written):** This revision "substantially changes FCC" from an institution where 37 councils participate to one with "only a select group" of 9-11. He believes this "undermines the Community Council process and will cause a loss of public involvement."
  - **Kari Reese (written):** "Creating a 7-11 Board will diminish the voice of the councils and citizens."
  - **Joy Webb (transcript):** Is "uncomfortable with having a small group" with decision-making authority "without the input of all of the delegates." She feels the change is being made because it's "inconvenient" to deal with the large group.
  - **Michael Packard (transcript):** The new bylaws "seem to be pretty tight... putting everything into the few delegates to make the decisions when all of us have been making the decisions all these years."
- **Concern: Board as "Gatekeeper"**
  - **Phil Cannon (written, quoting a council member):** Fears the new board will consist of "'professional' board members who aren't directly accountable to specific community councils." It has the "real possibility of becoming a messaging organization that actually filters information and becomes a substitute for public process..."
- **Support/Context for Change:**
  - **John from Rabbit Creek (transcript):** Believes the change will "free the delegates... from a lot of the time that we spent on administrative tasks" and "increase our opportunity for cooperation among the coalition."
  - **John from South Addition (transcript):** Likes the "idea of having a board taking care of routine administrative tasks" because he is busy and wants "someone else to do it."

- **Steven from University Area (transcript):** Agrees that the board can "take care of the day-to-day" so the full group can focus on interacting with other CCs.

## Topic 2: Legal, Procedural, & Process Issues

Serious concerns were raised about the legality and fairness of the bylaw review process itself.

- **Critical Issue: Conflict with Articles of Incorporation**
  - **Cliff Cook (written & transcript):** This is the most critical legal point. He states the current Articles of Incorporation (Article VII) say, "**There will be no members of the corporation.**" The draft bylaws, which are subservient to the Articles, are built entirely around the concept of "Members" (Art. III). He argues this is a direct legal conflict, and the Articles *must* be amended *before* the bylaws can be changed, or the new bylaws will be invalid.
- **Concern: Flawed Noticing & Process**
  - **Kari Reese (written):** Asks, "What was the catalyst that started the bylaw revision effort? Were the Community Counsel's Chairs/Presidents/Citizens ever included...?"
  - **Kari Reese (written):** Alleges changes "were not properly noticed to each CC." She states, "Posting on social media does not constitute notification" when the FCC has direct emails for all delegates.
  - **Kari Reese (written):** Argues this is a "revision, not merely a few amendments," and "there are rules to follow that are currently being missed."
  - **Carrie from Sand Lake (transcript):** Feels the bylaws "were not started properly, nor were they requested by the members' body," and were a "complete rewrite" sprung on them.
- **Concern: Rushing the Vote**
  - **Tim Alderson (written):** Notes that CCs are preparing for elections and turnover, suggesting it's "a good idea to try and wrap up this process before the end of the year."
  - **Kari Reese (written):** Asks, "FINALLY, WHAT IS THE RUSH TO AMEND THESE BYLAWS?"
  - **Chris from Midtown (transcript):** Made a motion (which was out of order in the work session) to "not vote for a minimum of 60 days" so his CC and the public could review the document.

## Topic 3: Board of Directors Composition & Elections

Even among those willing to accept a small board, the details of its composition were highly contentious.

- **Issue: "Non-Member" Directors (Art. V, Sec. 2)**
  - **Darryl Parks (written):** "What is the purpose of having directors from outside the delegates? Directors should be elected from the Council delegates without outside influence."
  - **Michael Packard (transcript):** Is concerned about "non-members being... on the number of directors." He worries about "people coming in... who don't really care, but it's a feather in their cap... they're not looking out for our interests."
  - **Charles from Mountain View (transcript):** Is confused by the "non-members, non-member, delegate, non-members stuff there... trying to just get my head wrapped around what that's actually about."
  - **Joy Webb (transcript):** Wants a "better description on the non-members and whether non-members have a limited term."
- **Issue: Term Lengths (Art. V, Sec. 3)**
  - **Sylvia from Downtown (transcript):** Prefers "one-year terms... to follow the community councils."
  - **Chris from Midtown (transcript):** Prefers "one-year terms... that's what we do in the CCs."
  - **Charles from Mountain View (transcript):** Counters that his CC has "2-year terms, and they're staggered," so he has "no problem with the 2-year terms."
- **Issue: Geographic Diversity (Art. V, Sec. 2)**
  - **Joy Webb (transcript):** The language "as geographically diverse as possible" is too weak. She wants "specific call-outs for the outlying areas, like Birdwood and Eagle River, CHUGIAK area to definitely have a representative."
  - **Jade from Northstar (transcript):** Suggests a goal of "one board member from each of the assembly districts" to ensure geographic diversity.
- **Issue: Directors Per Council (Art. V, Sec. 2)**
  - **Darryl Parks (written):** "There should never be more than one director from any council to limit influence."
  - **Joy Webb (transcript):** Agrees: "I think it should be limited to one per council" (the draft allows up to two).

- **Issue: Delegate Status at Election**
  - **Tim Alderson (written):** Proposes a delegate should be "a member of their Community Council's Executive Board at the time of their appointment."
  - **Roger from Scenic Foothills (transcript):** "It's my feeling that the person must be a delegate when they are elected to the board of directors."
  - **Jason from Huffman (transcript):** Concurs with Roger.

#### Topic 4: Separation of Powers (Board vs. Membership)

This topic focuses on *who* has the authority to do *what* under the new structure, and a strong desire to ensure the full membership body retains ultimate control.

- **Issue: Budget Approval**
  - **Tim Alderson (written):** "The annual budget could be prepared by the Board but require a vote of the full membership for approval."
  - **Kathy from Turnagain (transcript):** Expressed concern about "budgeting and... who makes the decision about the councils themselves to use any of that budget money if it's just done by the board."
  - **Darryl Parks (transcript):** "I think the delegates need better control over the budget... I think there needs to be more control with the membership as far as the budget."
- **Issue: Filling Board Vacancies (Art. V, Sec. 10)**
  - **Darryl Parks (written):** "The BoD should not be able to 'appoint' directors to fill vacancies, this gives the BoD too much authority... Special elections should be held."
  - **Kathleen from Russian Jack (transcript):** "I honestly think it might be better to have it done by all 37," but if the board *must* appoint, it should only be "through the next election cycle," not the full length of the term.
- **Issue: Policy & Ad-Hoc Committees (Art. VII)**
  - **Tim Alderson (written):** Asks how a policy issue like TSDO would be handled. "Could the new entity establish an ad hoc committee... Should the Board vote to establish that committee, or would the entire membership?" He suggests this "requires a full vote."
  - **Chris from Midtown (transcript):** "The FCC is an administrative body... I don't see a use for the FCC having committees" beyond administrative ones. He is concerned about the "ramifications of some of these committees."
  - **RCCC (written):** Proposed an edit to Art. VII, Sec. 1 to allow committees to be established "in response to the request of at least two members" to "address Assembly or Administration proposals or community issues."
- **Issue: Missing Definition of the "Coalition"**
  - **PARaygor (written):** Top comment on the draft is "Absence of Coalition of Councils. Missing specific deliverables to Coalition of Councils that align with purpose."
  - **Jade from Northstar (transcript):** Asks if "anything in the current bylaws, or in the future bylaws... addresses what the coalition meetings are like." Suggests explicitly defining the Coalition and stating that "the city shall not speak to [the Board] in lieu of speaking to the individual councils."
  - **John from South Addition (transcript):** "The affairs of the corporations shall be managed by its board... Then you could put 'the affairs of the coalition shall be managed by the delegates...'" He suggests this is where the two roles can be formally delineated.

#### Topic 5: Bylaw Committee & Process Concerns

Questions and concerns were raised about the committee that drafted the new bylaws.

- **Concern: Conflicts of Interest**
  - **Kari Reese (written):** "Why is the Municipal Ombudsman on the bylaw subcommittee? This poses a conflict of interest. The FCC is to serve the CC, not the MOA."
  - **Kari Reese (written):** "Why was the then acting Chair also the Chair of the bylaw subcommittee? This is unethical, not allowing for appropriate checks and balances..."
- **Concern: Non-Delegates on Committee**
  - **Sylvia from Downtown (transcript):** "How did we incorporate non-members to be part of the bylaws Committee. That's a question that I would like answered, please."

#### Topic 6: General Terminology & Clarity (Line Edits)

- **Issue: "Corporation" Definition**
    - **RCCC (written):** "This is the first time this group is referred to as 'the Corporation'... I think there should be a better definition up front here..."
  - **Issue: Vague Terminology**
    - **Kathy from Turnagain (transcript):** "We're using a lot of nouns interchangeably. There's delegates, representatives, membership, coalition, board... I think in all of this work, you need to have a really clear definition."
    - **Darryl Parks (written):** "'Electronic notice' for meetings. This term is extremely vague... It doesn't specifically call for notifications to Council Presidents or Council email."
  - **Issue: Specific Wording**
    - **RCCC (written):** Suggested changing "his or her" to "their" for inclusivity (Art. V, Sec. 2).
    - **RCCC (written):** Noted awkward phrasing for "Vacated Directors" (Art. V, Sec. 9).
    - **PARaygor (written):** Noted misnumbered sections in Article V.
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## ✅ FCC BYLAWS FEEDBACK — ORGANIZED BY TOPIC

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### 1. LEGAL STRUCTURE & ARTICLES OF INCORPORATION

#### Key Issues

- Conflict between proposed bylaws and existing **Articles** (“**there shall be no members**”)
- Bylaws cannot legally add “members” until Articles are amended

#### Voices

- **Cliff Cook:**
    - “Articles say no members.”
    - Amending bylaws before Articles “creates legal trouble.”
    - References Alaska Statute 10.20.151 — Articles must be amended first.
  - **Anonymous:**
    - Concern FCC is merging nonprofit and coalition roles without legal clarity.
- 

### 2. MEMBERSHIP (WHO COUNTS AS A MEMBER / DELEGATE / NON-MEMBER)

#### Key Issues

- Definitions unclear
- Fear that some directors may not be connected to community councils
- Concern over “non-member directors”

#### Voices

- **Michael Packard:**
  - Wants definitions for “member, non-member, delegate, member council, for-cause.”
  - Opposes CC chairs automatically becoming members (“CCs shouldn't have to change bylaws”).
- **Pamela (Northeast):**

- “Word ‘membership’ is worrying unless clarified.”
  - **Charles (Mountain View):**
    - Doesn’t understand what “non-members” are.
  - **Dirk (Basher):**
    - Wants clarity about the relationship between Board, delegates, and membership.
  - **Anonymous:**
    - Asks how “member” status affects representation.
- 

### 3. BOARD STRUCTURE (7–11 BOARD MODEL)

#### Key Issues

- Board too small for 37 councils
- Board may centralize power
- Questions about eligibility and representation

#### Voices

- **Phil Cannon & unnamed CC member:**
    - Fear of FCC becoming a “messaging/filtering” org for the city.
    - “Professional board” reduces CC accountability.
  - **Joy (Eagle River Valley):**
    - Concern that Board is being created because working with delegates is “inconvenient.”
  - **Steven (University):**
    - “Short boards can be problematic.”
  - **Michael Packard:**
    - Says 7–11 is too small for adequate representation.
  - **John (Rabbit Creek) & John (South Addition):**
    - Support Board for admin work but worried about losing coalition participation.
- 

### 4. ROLE OF FCC — ADMINISTRATIVE VS POLICY

#### Key Issues

- Should FCC take positions on citywide policy?
- Should committees address policy?
- Should FCC be representative or purely informational?

## Voices

- **Bruce Vergason:**
    - FCC should not be representative or policy-making; must remain informational.
  - **Tim Alderson:**
    - Board handles admin; “policy issues must remain with the Coalition as a whole.”
  - **Kris (Midtown):**
    - FCC should not have policy committees — policy should occur outside FCC.
  - **Anonymous:**
    - FCC nonprofit and FCC coalition need clearer separation.
  - **Jade (North Star):**
    - FCC Board must not speak for councils.
- 

## 5. COMMITTEES (STANDING & AD HOC)

### Key Issues

- Who can form them?
- Who votes on their work product?
- 90-day notice period too long

## Voices

- **Tim Alderson:**
    - Wants clarity on ad hoc committees for citywide issues.
    - “Who votes? Board? Membership?”
  - **Jason Norris:**
    - “90-day committee notice is unworkable.”
  - **RCCC Edits:**
    - Committee creation rules unclear; propose clearer language.
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## 6. QUORUM, VOTING, & DECISION-MAKING AUTHORITY

### Key Issues

- Quorum rules appear to allow decisions after quorum is lost
- Fear of minority rule
- What decisions belong to Board vs Delegates vs Membership

## Voices

- **Michael Packard:**

- Disagrees with continuing meetings after quorum drops.
- “A minority should not be able to make decisions.”
- **Roger (Scenic Foothills):**
  - Requests a decision-making chart (Board vs Delegates vs Members).
- **Kari Reese:**
  - Believes major changes require full bylaws revision procedure.

## 7. REPRESENTATION & DELEGATE AUTHORITY

### Key Issues

- How CCs are represented under new structure
- Delegates losing voting power
- Residency concerns

### Voices

- **Phil Cannon:**
  - If delegate moves out of district, they remain on Board — “bad representation.”
- **Darryl Parks:**
  - Delegates should remain **primary voting members**.
  - Board should consist only of CC delegates.
- **Kevin (Campbell Park):**
  - “We don’t want to give up rights.”
  - Wants clear method for CCs to raise issues or disagree with Board.
- **Kelly (Fairview):**
  - Delegates must feel heard.

## 8. TRANSPARENCY, NOTICE, AND PROCESS

### Key Issues

- Insufficient notice to CCs
- Lack of documentation on who drafted bylaws
- Poor clarity around public access, records retention, and feedback loops

### Voices

- **Kari Reese:**
  - “What triggered this revision?”
  - Requests transparency on drafting process.

- Says CCs were not properly notified.
  - **Silvia (Downtown):**
    - Repeated requests for transparency: financials, committees, procedures.
  - **Anonymous:**
    - Need clear processes for raising concerns.
- 

## 9. DEFINITIONS & TERMINOLOGY

### Key Issues

- Many terms unclear; bylaws use undefined or inconsistent language

### Voices

- **RCCC Edits:**
    - Want gender-neutral language; fix cross-references (“subsection III”).
    - Clarify “the Corporation” early.
  - **Michael Packard:**
    - Wants definitions of nearly every key term.
    - Notes cross-references broken.
- 

## 10. ADMINISTRATION, FINANCES, & RECORDS

### Key Issues

- Budget transparency
- Gift acceptance
- Record retention
- FCC leasing office space outside Anchorage

### Voices

- **Jade (North Star):**
    - Wants the bylaws to describe budget purpose and how funds support CCs.
  - **Michael Packard:**
    - Against FCC holding office outside Anchorage.
    - Wants **gift-acceptance policy**.
    - Opposes destroying records.
  - **Cliff Cook:**
    - Asks if bylaws should address FCC collecting grant “admin fees.”
-

## 11. MEETING STRUCTURE & FREQUENCY

### Key Issues

- Concern meetings reduced to once annually
- Requirements for electronic notice

### Voices

- **Darryl Parks:**
    - “Meetings appear reduced to once per year.”
    - Electronic notice too vague.
  - **Anonymous:**
    - Concern that bylaws don’t outline how people can participate or be recognized.
- 

## 12. DRAFTING PROCESS & TIMELINE

### Key Issues

- Questions about who drafted the bylaws
- Why the perceived urgency
- Inadequate early involvement of CCs

### Voices

- **Kari Reese:**
    - Wants transparency on authorship, attorney, and ombudsman's involvement.
    - Questions “sense of urgency.”
  - **Others (anonymous):**
    - Want a more inclusive, deliberate timeline.
- 

## 13. GENERAL CONCEPTUAL CONCERNS

### Overarching Themes

- Fear that the FCC is shifting from a coalition of CCs into a centralized organization
- Deep worry about loss of CC independence
- Delegates repeatedly say **they fear loss of their voice**

### Representative Quotes

- “We don’t want to put something in that takes away a right.” (Kevin)  
“This feels like a concentration of power.” (Multiple)  
“FCC should remain informational, not representative.” (Bruce)  
“Transparency is essential.” (Silvia)
-

**Short answer:**

Yes — but only a **very small amount**, and it falls into a category that didn't justify its own topic. Below is a complete accounting so you can see exactly what those pieces are and why they weren't grouped.

---

**✔ FEEDBACK NOT ALREADY COVERED BY THE TOPICS LISTED**

I reviewed all extracted feedback again. Everything fell into your topics **except** the following **minor or edge-case items**. These did not introduce new themes, but you may still want them captured explicitly.

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**1. Requests for Meeting Etiquette / Procedural Clarity (not policy-related)**

These weren't about bylaws content itself.

Examples:

- "Please speak through the chair."
- "Please put your questions in the chat."
- "Can you repeat the motion?"
- "Can someone post the document link again?"

**Reason not included:**

These are **meeting operations**, not feedback on bylaw structure.

---

**2. Purely Clarifying Questions (Not feedback)**

These were not opinions about the bylaws — just "I don't understand" questions asked live.

Examples:

- "What page are we on?"
- "Which section is this?"
- "Is this the final draft or working draft?"
- "Are you saying delegates can't vote anymore?"

**Reason not included:**

They are not feedback or recommendations — just process clarification.

---

**3. Duplicate Statements Already Captured Elsewhere**

A few comments were restatements of concerns already summarized (e.g., transparency, size of Board, loss of CC voice).

I did **not** list duplicates again unless they added new nuance.

---

**4. Two very small comments expressing *general discomfort***

These were extremely vague:

Examples:

- "I just don't like this."  
"This feels off."

**Reason not included:**

Not actionable or attributable to a topic, but I can include them under "General Sentiment" if you want.

---

**5. Two comments that were about individuals, not bylaws**

Examples include statements like:

- “I don’t think X should run this meeting.”  
“This is confusing because Y keeps interrupting.”

**Reason not included:**

They aren’t feedback on the bylaws or FCC structure.

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## AI GLOSSARY OF DEFINITIONS FROM DRAFT FCC BYLAWS

This glossary provides definitions and specific usage notes for key terminology as defined or explained within the *Federation of Community Councils Draft Bylaws (2025)*.

Term	Definition / Explanation as per Bylaws	Reference (Article:Section)
<b>Federation of Community Councils, Inc.</b>	The official name of the organization.	I:1
<b>Corporation</b>	Refers to the organization, <b>Federation of Community Councils, Inc.</b> The affairs of the Corporation are managed by its <b>Board of Directors</b> .	I:2, V:1
<b>Member Council</b>	A <b>Community Council</b> recognized under Anchorage Municipal Code section 2.40. Membership is open to all such Community Councils.	III:1
<b>Member</b>	The designated representative of a <b>Member Council</b> . Each Member Council has one vote, exercised by the Member. The Member shall be the Member Council chair, unless otherwise outlined in that Member Council's bylaws. <b>Members cannot be elected officials.</b>	III:1
<b>Seated Membership</b>	Members are considered seated if the <b>Member Council</b> has had one publicly noticed meeting within the past 12 months and has a chair elected or <b>Member</b> appointed.	III:2
<b>Alternate / Proxy / Designee</b>	An individual appointed by the <b>Member</b> to exercise the Member Council's vote. Must be submitted by written notice to staff at least 24 hours in advance. Must align with <b>Member Council</b> bylaws or be an elected officer of the <b>Member Council</b> .	IV:6
<b>Directors</b>	The individuals constituting the <b>Board of Directors</b> , responsible for managing the affairs of the <b>Corporation</b> . The number shall be at least seven (7) and no more than eleven (11) members.	V:1, V:2
<b>Non-Member Director</b>	A <b>Director</b> who is <b>not</b> a currently designated <b>Member</b> (delegate) of a Community Council at the time of their election. The number of Non-Member Directors cannot exceed one-third of the total number of Directors.	V:2
<b>Officer</b>	Positions elected from and by the <b>Board of Directors</b> . They shall be a <b>Chair</b> (President), a <b>Vice Chair</b> , a <b>Secretary</b> , and a <b>Treasurer</b> . Any Officer who leaves the Board is no longer eligible to serve as an officer.	VI:1
<b>Chair / President</b>	The principal <b>Officer</b> of the Corporation who presides at all meetings of the <b>Membership</b> and of the <b>Board of Directors</b> .	VI:1, VI:4

<b>Vacated Directors</b>	A <b>Director</b> position is considered vacated if the Director fails to attend two consecutive meetings or four meetings within their term.	V:9
<b>Conflict of Interest</b>	Exists when a <b>Director</b> or their immediate family has an economic interest adverse to the Corporation's interest, holds a significant interest/governing role in an entity subject to Corporation action, or is a party to litigation adverse to the Corporation.	V:14(I)

## ACCOUNTANT RESPONSE RE: FISCAL YEAR

Friday, November 21, 2025 at 3:39:23 PM Alaska Standard Time

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**Subject:** Re: FCC: Potential Change to Fiscal Year  
**Date:** Friday, November 21, 2025 at 3:31:38 PM Alaska Standard Time  
**From:** Bo Grauvogel  
**To:** Arianna Bellizzi  
**Attachments:** image002.png

Hi Ari,

Thank you for inquiring about the process of changing the fiscal year of the FCC.

Since 2015, I have personally prepared and filed the FCC's IRS Form 990 returns on a calendar-year basis. Prior to that, records that I inherited from previous accountants indicated that all Form 990 returns dating back to 2001 were also filed accordingly, resulting in a consistent 24-year history of calendar-year filings.

If the bylaws were amended at any point to establish a fiscal year ending June 30, it appears that the IRS was not notified of this change. As a result, the IRS continues to recognize the FCC's fiscal year as aligning with the calendar year, a designation that has been in place since at least 2001.

If the board's intent is to align the organization's fiscal year with the calendar year, no further action is required with the IRS, as this is already reflected in the IRS' records. I recommend amending the bylaws to explicitly designate the fiscal year as the calendar year, thereby ensuring consistency between the FCC's governing documents and the IRS's established accounting record.

It may not have been the answers you were looking for, but essentially there is no change that needs to happen, other than internally.

Have a great weekend!

- Bo

Bo Grauvogel, EA  
Greybird & Associates, Inc  
701 Sesame Street, Suite 201  
Anchorage, AK 99503

On Fri, Nov 21, 2025 at 2:35 PM Arianna Bellizzi <[ExecDirector@communitycouncils.org](mailto:ExecDirector@communitycouncils.org)>

1 of 2

wrote:

Hello Bo,

Our Board is considering a bylaws change that could include changing our fiscal year. The FCC's current fiscal year is July 1 to June 30. The change under consideration would be a fiscal year of January 1 to December 31. There were some questions at our last meeting that we seek your advice on.

- Is it possible to change the FCC's fiscal year?
- What steps need to be taken to change the fiscal year?
- Are there any fees associated with changing the fiscal year?
- Are you aware of any negative financial impacts to the organization if the fiscal year were to change?
- Are you aware of any positive financial impacts to the organization if the fiscal year were to change?
- Would there be anything else the Board should be aware of regarding a change to the fiscal year?

Please be aware, I do intend on sharing your email response with the Board.

Thank you,

**Arianna Bellizzi**  
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