BYLAWS
OF
***Federation of Community Councils***

## Article I – Name and Purpose

Section 1. Name.
The name of this Corporation shall be Federation of Community Councils, Inc.

Section 2. Purpose.
The purpose of this Corporation shall be to:

I. Support and foster neighborhood engagement.
II. To support the Community Councils as recognized by the Municipality of Anchorage under the Home Rule Charter Articles II and VIII and A.M.C 2.40
III. 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.

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

## Article II – Offices

Section 1. Registered Office and Registered Agent.
The registered office shall be located at the offices of the Corporation and may be changed by a resolution of the Board of Directors and filed with the State of Alaska.

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

Section 2. Principal Office.
The principal office of the Corporation shall be located in the Municipality of Anchorage.



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## Article III – Delegates

Section 1. Delegate Eligibility.

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

Eligibility is open to all Community Councils recognized under Anchorage Municipal Code section 2.40 and which have Assembly approved bylaws, held at least one publicly noticed meeting within the past 12 months, and a chair elected. Each eligible 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 Delegate.

The Member Council chair shall serve as the Delegate, unless that Community Council makes a decision otherwise in the form of a written statement by the Member Council or bylaw.

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

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

Only one Alternate may be designated by a Member Council at a time. Designation of Alternates lasts until Member Council submits written notice of change in Alternate, or as otherwise allowed by state or local law.

Section 3. Authority of Delegates.
The Delegates of the Corporation shall have authority to elect and remove Directors, ratify bylaws, and to vote on any proposal of merger, consolidation, or dissolution of the Corporation. Delegates may also serve on committees of the Board.



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## Article IV – Meetings of the Coalition of Delegates

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

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

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

Section 2. Manner of Meeting.
Meetings may be held in person, remote communication, or both, in accordance with local and state laws.

Section 3. Notice of Meetings.
Written notice stating the place, day, and hour of any regular meeting of the Delegates shall be delivered to each Delegate and Member Council entitled to vote at the meeting, not less than seven days before the date of the meeting by or at the direction of the Chair, the Secretary, or the Officers.

Written notice is defined as electronic communication or mailed communication.

Section 4. Special Meetings.
Special meetings of the Delegates may be called by the presiding officer of the Board of Directors, the Board of Directors, the presiding officer of the Coalition of Delegates, or by no less than one-fifth of the Delegates.

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



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Section 5. Quorum.
More than 50 percent of the voting Delegates shall constitute a quorum.

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

Section 6. Manner of Acting.
At a meeting at which a quorum is present the majority of the votes represented at the meeting is the act of the Delegates.

Section 7. Rules of Procedure.
The Coalition of Delegates shall use Robert's Rules of Order, revised current edition, to conduct meetings except where they conflict with provisions of these bylaws.

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

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

## Article V – Board of Directors

Section 1. General Powers.
The affairs of the Corporation shall be managed by its Board of Directors, hereafter known as Directors or Board.

Section 2. Number, Tenure, and Qualifications.
The number of Directors shall be at least seven and no more than eleven members. Directors shall hold office for a two-year term and until their successor shall have been elected and qualified. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director.

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

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



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

Directors may not appoint alternates, proxies, or designees.

Section 3. Term Limits.
No individual may serve more than three consecutive terms as Director. Directors can serve again after sitting out for one term length. Directors shall serve staggered terms. Commencing in 2026, the Directors shall draw lots for a one-year term and a two-year term. Each director will serve the term drawn. All subsequently elected directors shall be elected to a two-year term and shall serve until their successor has been elected.

Section 4. Regular Meetings.
The Board must hold regular meetings at least quarterly. Written notice of those meetings shall be given at least two weeks in advance.

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

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

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

Section 5. Special Meetings.
Special meetings of the Board may be called by or at the request of the Chair, the presiding officer, or one-third of the total number of Directors. The persons to call a special meeting shall specify a place for holding the special meeting.

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



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Section 6. Quorum.
A majority of the Directors on the Board shall constitute a quorum for the transaction of business at any meetings of the Board. If a quorum is not initially present, a majority of the Directors present may postpone the convening of the meeting later on the same day at the same location without further notice.

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

Section 8. Director Vacancies.
The Chair may declare vacant the position of any Director who fails to attend two consecutive meetings or four meetings within the term.

Section 9. Director Resignation.
Directors may resign by written notice to any Officer, the Board, and/or Corporation staff. Upon receipt of notice, the position is considered vacant.

Section 10. Director Removal.
Any or all Directors may be removed at any time by an action of two-thirds of the Delegates at a special or regular meeting of the Delegates. Immediately upon this action, the position would be considered vacant.

Section 11. Filling Director Vacancies.
Upon consideration of a position as vacant and there being less than the minimum number of Directors, the Board shall fill the position by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy must be from amongst the current or prior 24 months delegates or alternates and shall serve until the next regular or special election.

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

Section 12. Public Office.
Directors cannot have formally declared for or be elected to public office. If a director is currently serving or formally declares, they must resign immediately. 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. Public office is defined as the following elected positions: Anchorage Mayor, Anchorage Assembly, Anchorage School Board,



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Governor, Lt. Governor, Alaska State Legislature representatives, U.S. House Representative for Alaska, and U.S. Senator for Alaska.

Section 13. Compensation.
Directors shall not receive salaries or compensation for their services.

Section 14. Standards of Conduct for Directors.

I. Directors shall support the mission and purpose of the Corporation.
II. A Director shall perform his or her duties, including the duties as a member of a committee: (1)in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3)in a manner the Director reasonably believes to be in the best interests of the Corporation.
III. In performing his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
    A. one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
    B. legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
    C. a committee of the Board of which the director is not a member, as to matters within its purview, if the Director reasonably believes the committee merits confidence.

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

Section 15. Conflicts of Interest.
A Director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

I. Conflicts of Interest are defined as when a director or a member of his or her immediate family:
    A. has an economic interest in a transaction which is the subject of proposed action by the Corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Corporation;
    B. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation; is a member of the Board (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Corporation; or,



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

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

II. Determination of Substantial and Material Conflict of Interest.
   A. When a Director has a potential Conflict of Interest, the Director shall notify the Board before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board.
   B. The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The Chair can make a motion of recommendation, which can be confirmed by assent of the Board. The Director with a Conflict of Interest shall not participate in the discussion of the conflict, other than to answer clarifying questions regarding the conflict, and shall abstain from voting on the issue of the conflict while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board considers the matter giving rise to the conflict.
   C. The Delegates may void an Action of the Board when the action included participation of a Director with a Conflict of Interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Director who had the Conflict, and (ii) the action taken was unfair to the Corporation.

III. Disqualification of Director.
   A. If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

Section 16. Rules of Procedure.
The Board shall use Robert's Rules of Order, revised current edition, to conduct meetings except where they conflict with provisions of these bylaws.



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## Article VI – Officers

Section 1. Officers.
The Officers of the Corporation shall be elected from and by the Board, and shall be a Chair (President), a Vice Chair, a Secretary, Treasurer, and a Coalition Liaison. The Board may elect or appoint, at any meeting, other necessary officers and assistant officers and agents and designate their duties. The officers have the authority and perform the duties prescribed by the Board.

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

Section 2. Election and Term of Office.
The Officers of the Corporation shall be elected every year by the Board at the regular annual meeting of the Board. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until his or her successor has been duly elected and qualified.

The election of the Coalition Liaison shall be elected by the Delegates at the annual Coalition of Delegates meeting.

Section 3. Officer Vacancies.
A vacancy in any office, for any reason, may be filled by the Board at any regular or special meeting for the unexpired portion of the term.

Section 4. President.
The President, hereinafter known as the Chair, shall be the principal officer of the Corporation and shall preside at all meetings of the Board; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of Chair and other duties as may be prescribed by the Board.

Section 5. Vice Chair.
In the absence of the Chair or in event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as assigned by the Chair or by the Board.



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Section 6. Secretary.
The Secretary is responsible for the oversight of the minutes of: the meetings of the Delegates and of the Board and committees having any of the authority of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and contact information of each Delegate; and in general perform all duties incident to the office of Secretary and other duties as assigned by the Chair or by the Board.

Section 7. Treasurer.
The Treasurer is responsible to review all funds and securities of the Corporation: receive and give receipts for funds due and payable to the Corporation from any source whatsoever; deposit all such funds in the name of the Corporation in the banks, trust companies or other depositories selected by the Board; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the Chair or by the Board.

Section 8. Coalition Liaison.
The Coalition Liaison is responsible for providing regular information to the Corporation's Delegates at the meetings of the Coalition of Delegates. The Coalition Liaison shall also serve as Chair at any meetings of the Delegates. Coalition Liaison is also responsible for serving as a conduit between the Delegates and the Board.

Section 9. Removal.
Any officer elected or appointed by the Board may be removed by the vote of a majority of the members of the Board whenever in its judgment the best interests of the Corporation would be served thereby.

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

Section 10. Chief Executive Officer.
The Chief Executive Officer (CEO) also known as an Executive Director, President, or other leadership title for the person employed directly by the Board, shall be the chief staff officer of the Corporation responsible for the day-to-day leadership and management of the organization shall direct and execute or ensure the execution of all activities and policies adopted by the Board, shall perform the duties of the office as defined by contract and/or job description, and shall perform such other duties as the Board may prescribe or authorize. The foregoing duties shall include, but not be limited



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to, the execution of contracts or other instruments on behalf of the Corporation except in cases where the execution thereof is expressly delegated by the Board or Bylaws to some other Officer or agent, or shall be required by law to be otherwise signed or executed; the signing of checks or other orders for payment of money; hire staff and contractors to advance the mission.

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

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

## Article VII - Committees

Section 1. Committees.
There are three standing committees - Executive, Finance, and Governance.

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

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

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



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Section 2. Chairperson.
One member of each committee shall be appointed chairperson by the Chair of the Board. All committee chairs must be a Director.

Section 3. Term of Office.
Each member of a committee shall continue as a member of the committee until the next annual meeting of the Board and until their successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or no longer qualifies as a member of the committee.

Section 4. Quorum.
Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules of Procedure.
All committees shall use Robert's Rules of Order, revised current edition, to conduct meetings except where they conflict with provisions of these bylaws.

Section 6. Executive Committee.
The Executive Committee is responsible for the regular corporate operations.

I. The Chair of the Board shall serve as chair for the Executive Committee.
II. The members of the Executive Committee shall include all officers of the Board.
III. The Executive Committee shall have and exercise the authority of the Board in the management of the Corporation, except when those powers are otherwise assigned according to these bylaws or law.
IV. All actions taken by the Executive Committee shall be ratified at the next regularly scheduled Board of Directors meeting.

Section 7. Finance Committee.
The Finance Committee is responsible for monitoring the financial status of the Corporation, and reporting to the Board. The Finance Committee will do the following:

I. The Treasurer of the Board shall serve as chair of the Finance Committee.
II. At each regular meeting of the Board, report to the Board on the current financial condition of the Corporation.
III. Insure the integrity of the Corporation's financial records, which it shall do by:
    A. Create the annual budget for approval by the Board. The committee shall provide an opportunity for Delegates to review the budget and give feedback on the budget prior to Board approval.



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B. Examining the accounting records and financial statements of the Corporation;
C. Reviewing the results of any audits or reviews, as well as any recommendations pertaining to accounting practices, policies and procedures, and making appropriate recommendations to the Board;
D. Periodically reviewing the adequacy and effectiveness of the Corporation's internal systems of controls and financial reporting procedures and making reports about these reviews to the Board; and

Making any further investigations to inform itself as to the conduct of the Corporation's financial affairs.

Section 8. Governance Committee.
The Governance Committee is responsible for the corporate health and effectiveness of the Board. Its responsibilities include:

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

## Article VIII – Contracts, Checks, Deposits and Gifts

Section 1. Contracts.
The Board may authorize any officer or agent of the Corporation, in addition to the officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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

Section 3. Deposits.
All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.



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Section 4. Gifts.
The Board or its designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest, or devise is consistent with the gift acceptance policy adopted by the Board. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest, or devise is in the best interest of the Corporation.

## Article IX – Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Delegates, Board, and committees having any of the authority of the Board, 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 a Corporation may be inspected by any Delegate, or an agent or attorney for the Delegate, for any proper purpose at any reasonable time.

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

## Article X – Fiscal Year

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

## Article XI – Indemnification

Section 1. Insurance.
The Board shall purchase Directors and Officers insurance and General Liability Insurance.



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Section 2. Former Officers, Directors, Etc.
The indemnification provisions of this Article shall be extended to a person who has ceased to be a director/Director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

## Article XII – Seal; Shares of Stock; Loans

Section 1. Seal.
The Corporation shall have no seal.

Section 2. Shares of Stock.
The Corporation may not issue shares of stock nor pay dividends.

Section 3. Loans.
The Corporation may not make loans to its officers or Directors.

## Article XIII – Waiver of Notice

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

## Article XIV – Amendments to Bylaws

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

In emergency circumstances, emergency bylaws may be adopted for no more than 40 days and then must be adopted permanently through the regular process or removed. Emergency circumstances are defined in AS 26.23.900.



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KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of the Federation of Community Councils does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors on the 15 day of April, 2026 and set to take effect May 20th, 2026.

_____, Mike Edgington
Chair

_____, Kaitlyn Jackson
Secretary



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# Audit trail

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## Document History

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