

**BYLAWS OF THE  
TANAINA COMMUNITY  
COUNCIL, INC.**

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**Article I. NAME**

A. The name of this organization shall be the Tanaina Community Council, Inc. designated as the Community Council, Council or TCC.

**Article II. BOUNDARIES**

A. The boundaries of the TCC shall be those established by the Matanuska-Susitna Borough (MSB).

**Article III. PURPOSE**

A. The purposes of this charitable corporation are civic (NAICS code 921190, NTEE code S21), namely (a) to provide a direct and continuous means of citizen participation in local government and affairs, and (b) to create an opportunity for communication between various citizen groups and individuals both within and outside the boundaries of the Tanaina Community Council as defined by the Matanuska-Susitna Borough, and (c) to exercise such authority as may from time-to-time be granted to it by an appropriate governmental entity. It is intended that these purposes comply in all respects with the requirements of Internal Revenue Code, Section 501(c)(3) and other applicable sections thereof as a tax-exempt organization.

B. The goals of the TCC shall be to improve communications between the citizens of the community and all entities that may affect it and to encourage community involvement of all citizens. To provide for improvement and maintenance of the quality of life in the community

C. Provide members a method by which they can work together for expression and discussion of their opinions, needs, and desires in a manner that will have an impact on their community's development and services

D. Provide members a direct means of participate in local government and affairs as authorized by and defined in the Matanuska-Susitna Borough Code MSB 2.76, and to provide for implementation of the goals of the TCC

E. Provide local governing bodies an improved basis for decision making and assignment of priorities for programs affecting community development and individual well-being.

F. The TCC will assist local government by providing a means to:

1. respond to local government proposals submitted to the TCC.
2. inform the local governments of TCC actions and concerns.
3. initiate any proposals for capital improvement or governmental programs or modifications to any existing capital improvement plans or governmental programs affecting the area. The term "affect" may include actions outside of the TCC boundaries which have an impact on persons with in the TCC area. MSB 2.76.050

**Article IV. MEMBERSHIP**

A. Membership: Membership shall commence upon filing a membership application, and the verification of residency requirements, and payment of any dues or fees that may be due.

B. General Member: Any person eligible to vote within the boundaries of the council is eligible for general membership.

C. Limited Member: Any person fourteen years of age or older who does not qualify as a general member but is a property owner, youth resident, or representative of a resident business within the boundaries of the council is eligible for limited membership.

- D. New Members: New members shall provide proof of residency within the TCC boundaries.
- E. Removal from Meeting: Any member may be removed from a meeting for conduct that is unethical, improper, or prejudicial to the goals and reputation of the TCC and its membership. Robert's Rules of Order shall govern impropriety.

**Article V. DUES AND DONATIONS**

- A. Dues shall be reviewed annually by the Board. Any recommended revisions to the dues structure, including establishing or abolishing dues, shall be put to a vote before the membership at the TCC annual meeting. Other funds may be received by donations, grants, or fund-raising activities.
- B. Membership Dues shall be in the amount of \$10.00 per member.
  - 1. Exemptions/waivers are available from the board
- C. Dues shall be paid annually, shall cover the period from July 1 through June 30, and shall not be prorated.
- D. Donations of no more than \$50.00 per member per year may be received by the TCC to be following Mat-Su Borough Code, Chapter 2.76 addressing community councils.

**Article VI. ORGANIZATION**

- A. Board of Directors: The formal organization of the TCC shall consist of a Board of Directors (hereinafter referred to as the "Board"), the general membership, and provisional committees as deemed necessary by the Board. The Board shall consist of an Executive Committee comprised of five officers as defined in 6(B) and the Chairs of the Standing Committees as defined in 6(C) below.
- B. Executive Committee: The Executive Committee shall consist of the officers of president, vice-president, secretary, treasurer & council coordinator.
- C. Standing Committees: The members of standing committees shall be appointed by the committee chair within one month after the TCC annual meeting. The appointments shall be approved by the Board.
- D. Provisional (as hoc) Committees: The Board may establish special committees to serve in areas of special interest on behalf of the TCC. The members of each committee shall be appointed by the president and approved by the board. Provisional Committee chairs are not members of the Board. All TCC members in good standing, general and limited, are eligible for appointment.
- E. Provisional Committees will be disbanded at the conclusion of the project. Provisional Committee members will be held to the same attendance accountability as required in Article 11.
- F. Deadlines may be set by the president at committee's inception.

**Article VII. QUALIFICATIONS OF BOARD OF DIRECTORS MEMBERS**

- A. Members of the Board of Directors shall be general members in good standing. If a Board member loses membership status during term of office, that Board position shall immediately become vacant.
- B. Only current general members in good standing shall be eligible for nomination for any office.
- C. Attendance:
  - 1. Excused absence: A Board member must notify another Board member of any expected absence as soon as possible in advance of any meeting.

2. Unexcused absence: A Board member fails to notify another Board member in advance of any meeting they shall not be able to attend. Two (2) consecutive unexcused absences shall result in a warning of censure. A third consecutive unexcused absence will result in removal of the Board member of the following regular meeting.

D. Removal

1. Any Board member may be removed for improper conduct. Improper conduct includes, but is not limited to, illegal activities, non-performance of duties of office activities that put the 501c status at risk once it's been organized, excessive unexcused absenteeism, performing outside the scope and/or authority of office, violations of TCC bylaws, or disregarding the direction of the Board or membership. For a more comprehensive list of improper conduct see Robert's Rule of Order.

**Article VIII. SELECTION, ELIGIBILITY, NOMINATIONS, ELECTIONS, AND VACANCIES**

A. Selection: Selection procedures shall be as follows:

1. All Board members (Officers and Standing Committee Chairs) shall be elected by the general membership at the annual meeting.
2. All committees shall be open to any member in good standing wanting to serve. Committee members will be appointed by the Committee chair and approved by the Board. Once established, committee members will not change without appointment by the Committee chair and approved by the Board. President will bring changes to the next meeting.
3. No Board member shall hold more than one office at a time.
4. Board members may only serve two (2) consecutive terms in the same position. Any Board member serving two (2) consecutive terms in a position shall not be eligible to serve in that same position on the Board until one (1) year after the expiration of the last term. A term shall consist of a two-year period unless officer or chair was appointed to fill an unfulfilled term vacancy, in which case greater than half of the term period shall be considered a full term.

B. Nominations:

1. At the annual meeting nominations will be taken from the floor.

C. Elections:

1. Elections will be held at the annual meeting for the officers listed in article 10.
2. After TCC is organized then having established a pattern of rotating terms, elections for different offices will occur in even and odd years creating two (2) year terms. Election years are as designated in Article 10.

D. Vacancies

1. Any vacancy on the Board for any reason shall be filled by a general member appointed by the president or acting president and approved by the general membership to fill the unexpired term.
2. Resignation of Board member shall be submitted in writing or given verbally at a general membership meeting. If possible, the resigned shall give to the thirty-days notice.

**Article IX. VOTING**

A. Voting matters

1. Procedures of Robert's Rules of order shall be followed.
2. General members are the only members eligible to vote or make motions.

B. Voting procedure

1. Eligible TCC members, as defined in Article 4 – Membership, shall each have one vote on all voting matters of the community council.
2. Voting may be conducted in person or by absentee or electronic ballot. There shall be no proxy voting.
3. Voting may be conducted in person or by absentee or electronic ballot. There shall be no proxy voting
4. Absentee or electronic voting is permitted only for Board member elections.
5. Absentee ballots may be downloaded, requested by email or in writing from the Secretary of the Council Board at the following addresses: TBA
  - a) Ballot request in writing: TBA
  - b) Ballot request by email: TBA
  - c) Ballot downloads: Ballots can be downloaded from: TBA
  - d) To be considered valid, absentee ballots must be signed and returned to the TCC via
    - i. Mail and must be received two (2) days prior to election date. Only one ballot per envelope will be accepted.
    - ii. Valid absentee ballots will be noted on the voting list of the general members. In the event a general member submitted an absentee ballot but shows up at the same meeting to request a voting card, the absentee ballot will be discarded.

**Article X. RESPONSIBILITIES OF EXECUTIVE COMMITTEE MEMBERS**

A. Executive Committee:

1. The Executive Committee shall have general supervision of the affairs of the TCC between its general membership meetings. The Committee shall be subject to, orders of the TCC, and none of its acts shall conflict with actions taken by the TCC. In the event of a time sensitive matter, the Executive Committee may make decision using telephonic or electronic means. Any such decision must be reported to and approved by the general membership at the next general membership meeting.

B. President:

1. Shall call and preside at all general membership, Board, and Executive Committee meetings.
2. Shall establish the meeting agenda. The president shall query Board members for agenda items. General membership may request agenda items through any Board member.
3. Shall maintain non-profit 501(c) status as required by law including obtaining and renewing insurance.
4. May serve as an ex-officio member of any and all committees, except the nominating committee.

5. Shall see that all bylaws and any and all resolutions and policies adopted by the TCC are enforced and/or executed, and
  6. Shall execute all contracts and other instruments, which have been approved by the Board or membership
  7. Shall turn over all documents and records and relinquish all passwords to their successor upon expiration of their term.
  8. Term begins in even numbered years.
- C. Vice President:
1. Shall assist the president in representing the council to the community.
  2. Shall perform other duties as may be assigned by the president or the Board and assume the duties of the presidency during the absence of the president or the resignation of the office of president.
  3. Shall turn over all documents and records and relinquish all passwords to their successor upon expiration of their term.
  4. Term begins in odd numbered years.
- D. Secretary:
1. Shall be charged with taking minutes during general membership and Board meetings.
  2. Shall serve as correspondence secretary as necessary.
  3. Shall assume tasks as designated by the president or the Board.
  4. Shall coordinate with president to create agenda for monthly general membership meetings.
  5. Shall pick up and distribute TCC mail to appropriate Board members in a timely manner.
  6. Shall keep records of TCC members serving as committee chairs and committee members.
  7. Shall maintain a calendar for filing deadlines and other pertinent information affecting the business of the TCC and notify appropriate Board members.
  8. Shall serve as TCC contact with the borough for submission of updated officer's names, meeting minutes, and changes to the bylaws.
  9. Shall after an election, complete paperwork in a timely manner and notify all borough and state agencies regarding change of officers as necessary;
  10. Shall keep a register of membership contact information, voluntarily given by all members. This information will only be used for TCC business and not given out or shared with any other organization, business, or persons;
  11. Shall count all ballots;
  12. Shall turn over all documents and records and relinquish all passwords to their successor upon expiration of their term.
  13. Term begins in even numbered years.
- E. Treasurer:
1. Shall keep the TCC financial records. A copy of all documents will be stored electronically in a system with backup redundancy;
  2. Shall prepare a brief monthly financial statement including a Balance Sheet for each monthly meeting;
  3. Shall approve appropriations while assuring all funds are tracked per funding source;

4. Shall prepare a year-end financial report an annual Profit & Loss Report;
  5. Shall file all necessary IRS and fiduciary forms as may be required by federal, state and/or local governments;
  6. Shall assist any gaming chair in preparing a year-end gaming financial statement as required by law;
  7. Shall assist the Board in preparing a proposed budget;
  8. Shall assume tasks as designated by the president or the Board;
  9. Shall assist with any audits ordered;
  10. Shall produce and surrender all documents and records and relinquish all passwords to their successor upon expiration of their term.
  11. Term begins in odd numbered years.
- F. Committee Chairs:
1. Call, notice, and preside at committee meetings
  2. Shall report committee activities to the general membership
  3. Shall assume tasks as designated by the president or the Board, and
  4. Shall maintain a job description/list of committee responsibilities that shall be reviewed and updated as necessary by the Board and approved by the general membership.
- G. Committee General Powers
1. Only business assigned to the committee by the general membership shall be conducted at the committee meeting and reported to the general membership.
  2. All committee meetings are open. Participation by persons other than members of the committee will be determined by the Chair.
  3. Committee chair schedules meetings as needed, notifies committee members, establishes meeting rules, and keeps the Board advised of committee activities.
  4. Committee chair may recruit expert help or knowledgeable person(s) in order to better perform their duties. Advisory and ex-officio members are non-voting members.
  5. If there is no interim committee chair, the committee shall elect the chair at the first meeting.
- H. Standing Committees:
1. Members of the committee shall be appointed by the Board but shall be open to any general members wishing to serve on the committee, subject to position openings and Board approval.
- I. Committees may be formed subject to the needs of the TCC.
- J. Section 3 — Special (ad hoc) Committees:
1. The Board may create special committees to act in areas of special interest on behalf of the community council.
  2. Members of the committee shall be appointed by the Board from the general membership.
  3. Special committees shall be automatically dissolved when its assignment is complete, or dissolved by the board.

**Article XI. REMOVAL FROM OFFICE AND DISCIPLINARY PROCEDURES**



- A. Any member of the Board may be removed from office for conduct that is deemed unethical, improper, unbecoming a Board member, or prejudicial to the aims and repute of the TCC. Such removal shall be by a two-thirds supermajority vote of the eligible voting membership present and voting at any regularly scheduled meeting, after notice and opportunity for a hearing have been afforded the Board member against whom the complaint was filed.
- B. Any member of the Board with unexcused absences from three (3) consecutive general membership meetings, or a majority vote of those eligible voting members present and voting at a general membership meeting with notice may be removed from office by the Board. Required notice shall be given five (5) days prior to a general membership meeting, in writing, to the Board member with copies to the remainder of the Board, setting forth the allegations for removal.
- C. Any general member who violates Article 14 will forfeit TCC membership following due process as described in A above.

## **Article XII. MEETINGS AND WORK SESSIONS**

- A. All meetings of the TCC are subject to the State of Alaska Open Meetings Act (AS44.62.310), which requires that such meetings be open to the public and that reasonable notice of the meetings be provided. Action taken contrary to the Open meetings Act (OMA) is voidable.
- B. An annual general membership meeting shall be held in October of each year starting 2020
- C. General membership meetings will be conducted at a time designated. A special general membership meeting may also be called by written petition from ten (10) TCC members. The purpose of the meeting shall be stated in the call. No business shall be transacted except that mentioned in the call of the special general membership meeting. All meetings of the TCC shall be open meetings. Decisions shall be made by a simple majority of eligible voting members present and voting.
- D. Board of Directors Meetings: The president may call a Board as required. Comments may or may not be accepted from the persons other than the Board. A time sensitive or emergency action conducted before the next regular meeting or with less than two weeks' notice for a special meeting shall require that a report shall be made to the general membership at the next scheduled general membership meeting.
- E. Quorum: At general membership meetings, a quorum shall consist of a majority of the seated members of the Board. Once a quorum has been established, business may be conducted for the remainder of the meeting. For committee meetings, a quorum shall consist of a simple majority (i.e., greater than half) of the committee membership.
  - 1. Notice: All general membership meetings and special meetings shall require notice to borough 15 days prior to the date of the scheduled meeting. Notices shall be posted at other public places as necessary by a designee of the president.
- F. Procedure: The current edition of "Roberts Rules of Order" being utilized by the Mat-Su Borough clerk's office shall prevail in the conduct of all meetings.
- G. Work Sessions: From time to time the Board or a committee may determine the need for a work session. Said session shall be topic specific and for informational discussion only. No business shall be conducted. Notes shall be taken and presented to the general membership at the next scheduled general meeting.
- H. Committee Meetings: Committees, both standing and ad hoc, shall meet to consider or investigate certain matters or subjects and shall report their findings to the TCC general membership.

Business shall only be conducted at committee meetings as it pertains to matters specifically assigned to the committee by the TCC general membership. From time to time the TCC may appoint a committee "with power" to take all the steps necessary to carry out its instructions.

I. There shall be a minimum of four (4) general membership meetings per year. The TCC may hold general membership meetings more often.

#### **Article XIII. FINANCES**

A. Funds shall be distributed only to further the legitimate purpose of the community council.

B. Authorized Signatures: Checks will require at least two (2) authorized signatures. Authorized signatures on all TCC expenditures shall be those of the board of directors.

C. Appropriations Committee: Requests for gaming and other fund distribution shall be presented to the appropriations committee for review. The appropriations committee will present its recommendations to the general membership at the next general membership meeting for final approval.

D. Petty Cash: The appropriations committee may be given a quarterly petty cash allowance of one hundred twenty-five dollars (\$125.00) if funds available. Said sum shall be reviewed yearly at the annual general membership meeting.

#### **Article XIV. AUTHORIZATION OR REPRESENTATION**

A. No officer or member of the TCC shall purport to represent the views or interest of the TCC to the state, borough, or any other government entity, or to the press, or any other political, social, or business organization, club, association, society or any other entity without the express authorization of the Board and general membership by resolution at any duly constituted meeting. Every action taken by a designated representative of the TCC in any outside appearance shall be supported by a memorandum showing how the position of the community council was obtained, including the results of any telephone sampling, opinion polling, special and general meetings, or other action. Nothing in this section prohibits any member from appearing on his or her own behalf.

#### **Article XV. AMENDMENTS**

A. Any proposed changes to these bylaws shall be reviewed by the bylaws committee. Proposed changes shall be introduced, read, and discussed at a regular general membership meeting and shall be voted on at the following regular general membership meeting. Bylaws changes must receive a two-third (2/3) supermajority vote of the eligible voting general members present and voting to pass

#### **Article XVI. DISSOLUTION**

A. The TCC may be dissolved only at an annual meeting. Notice of an annual meeting at which the dissolution vote will be taken must be sent to each member. Such notice must be sent ninety (90) days prior to the meeting at which the dissolution vote will be taken. The vote for dissolution must be passed by a two-third (2/3) supermajority vote of all eligible voting general members present and voting. If dissolution is favorably acted upon, all assets will be distributed to an organization of the type described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and/or applicable borough ordinances.

**Article XVII. COMPLIANCE WITH MAT-SU BOROUGH CODE**

A. All bylaws shall conform to the provision of the Mat-Su Borough Code: Chapter 2.76 - Community Councils. A copy of any newly adopted bylaws shall be provided to the borough clerk.

**Article XVIII. LIABILITY**

A. It is implicitly understood that the TCC assumes no responsibility or liability for the well-being of any member or representative of a member attending, managing or participating in meetings or any other functions of the TCC.

B. No officer or Board member, former officer or Board member, nor any authorized agent of TCC shall be liable in any manner to the TCC or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said officer, Board member or agent in good faith, if he or she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs.

**Article XIX. STANDING COMMITTEES**

A. Bylaws Committee

1. Receives and evaluates requests for changes to bylaws from TCC members;
2. Updates bylaws as necessary; and
3. Provides updated and ratified bylaws to secretary for presentation to the borough.

B. Finance Committee

1. Shall prepare a proposed budget for TCC;
2. Shall oversee any grants or funding programs such as the State of Alaska Community Assistance Program;
3. Any fundraising efforts shall pass through the Finance Committee;
4. Shall oversee the arranging of a third-party audit when necessary and make findings available to membership.

Date of Approval: \_\_\_\_\_