

BYLAWS OF THE  
NORTH LAKES COMMUNITY COUNCIL

ARTICLE 1 — NAME

*Section 1* — The name of this organization shall be North Lakes Community Council, Inc. (NLCC).

ARTICLE 2 — BOUNDARIES

*Section 1* — The NLCC shall include the area established by the Matanuska-Susitna Borough (MSB) Assembly and specified at the current MSB website.

ARTICLE 3 — DEFINITION OF NLCC

*Section 1* — NLCC is a non-governmental organization, non-partisan, non-profit and is registered with the State of Alaska. It has no regulatory or legislative authority.

*Section 2* — The membership shall be composed of legal Alaska residents residing within the council boundaries and who meet the requirements specified in ARTICLE 6 — MEMBERSHIP.

A. “Resident” means a person who is qualified to vote or to register to vote under the laws of the State of Alaska and the borough ordinances within the boundaries of the NLCC.

ARTICLE 4 — PURPOSE OF NLCC

*Section 1* — The objectives and purposes for which the council is formed are to maintain, protect, enhance, and promote the civic interests of the members; to provide for mutual assistance and cooperation; to provide for the maintenance and improvement of the quality of life in the community; to provide direct and continuing means of citizen participation in government and local affairs.

*Section 2* — The NLCC exists to provide direct and continuous means for citizen participation affording citizens maximum opportunity for involvement and self-determination by providing:

A. local people 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;

B. a direct and continuous means of participation 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 NLCC;

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

## ARTICLE 5 — FUNCTION

### *Section 1 — Authorities and Limitation:*

- A. NLCC is a registered incorporated nonprofit entity with the State of Alaska in accordance with the current AS 10.20 Alaska Nonprofit Corporation Act;
- B. conducts activities within the guidelines of Section 501(c)(4) of the Internal Revenue Code;
- C. has and exercises general powers as specified and now in force or as may hereafter be amended;
- D. adheres to Mat-Su code 2.76.050 Functions of Councils; and
- E. follows Robert's Rules of Order as a general guideline.
- F. Nothing contained in this article is intended to deny or limit in any manner the right of persons individually or in groups to petition the assembly or otherwise participate in borough government under existing procedures and practices. (Mat-Su code 2.76.050 Functions of Councils).

### *Section 2 — Government function of NLCC:*

- A. To respond to local government proposals submitted to the NLCC;
- B. to inform the local government(s) of NLCC actions and concerns; and
- C. to 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 NLCC boundaries which have an impact on persons within the NLCC area. (Mat-Su code 2.76.050 Functions of Councils).
- D. NLCC is not a branch or a layer of government, either regulatory or legislative.
- E. NLCC is politically non-partisan.

### *Section 3 — Credibility:*

- A. In order to maintain credibility and transparency, the NLCC will:
  - 1) represent all NLCC residents and not special interest groups;

- 2) distribute and not intentionally withhold information;
- 3) maintain an effective communication system;
- 4) avoid engaging in actions that either imply or directly result in personal, financial, or political gain;
- 5) respect all opinions without misrepresentation or omission;
- 6) educate all NLCC residents and provide opportunities to discuss issues that may affect the local area;
- 7) respect the rights of persons individually or in groups to petition the assembly or otherwise participate in borough government under existing procedures and practices; and
- 8) solicit and distribute items of concern to NLCC members and generate public interest and participation in community matters.

## ARTICLE 6 — MEMBERSHIP

*Section 1* — General members should attend all meetings and be on time regardless of whether or not they have a specific agenda interest. They should be prepared to accept leadership roles and accept committee assignments and perform these assignments in a timely manner.

*Section 2* — General members should work harmoniously with other members even if they disagree with them. Members should be impartial, fair, and courteous in meetings, respecting the rights of all members by being prepared to accept majority rule instead of mob rule.

*Section 3* — A person is considered a registered member immediately after annually signing the membership ledger at any NLCC meeting, paying membership dues, and providing proof of residency within the NLCC boundaries. Residency may be proven by a State of Alaska voter registration card or other official document indicating the member meets the eligibility requirements set forth in ARTICLE 3 - DEFINITION OF NLCC, Section 2 (A) of the NLCC bylaws.

*Section 4 — General Membership (Voting)*

- A. General members must be 18 years of age or older and have a residence for voting purposes located within the NLCC boundaries.
- B. Each member may only cast one vote, and must be physically present to vote.
- C. Membership is an individual right.
- D. Members agree to comply with NLCC Articles of Incorporation and Bylaws.

*Section 5 — Membership Dues:*

- A. Dues shall be in the amount of \$10.00 per member.
- B. Dues shall be paid annually, shall cover the period from January through December, and shall not be prorated.

- C. Dues shall not exceed the amount prescribed by Borough code.

*Section 6 — Removals:*

- A. Any member may be removed from a meeting for conduct that is unethical, improper, or prejudicial to the aims and reputation of the NLCC. For a more comprehensive list of improper conduct and removal authority, see Robert's Rules of Order.

ARTICLE 7 — MEETINGS AND WORK SESSIONS

*Section 1 — General Powers:*

- A. All meetings of the NLCC are subject to the State of Alaska Open Meetings Act (AS 44.62.310), which requires that such meetings be open to the public and that reasonable notice of the meetings be provided. All meetings are open, but there is no general right of participation for the public.
- B. Action taken contrary to the Open Meetings Act (OMA) is voidable, but does not preclude a meeting to discuss action that may be approved at a future meeting, nor the need and exercise of a lawful Executive Session.
- C. The most current edition of Robert's Rules of Order shall prevail in the conduct of all meetings.
- D. At general membership meetings, a quorum shall consist of a majority of the seated members of the Board and a minimum of ten percent (10%) of the membership not serving on 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.
- E. Decisions shall be made by a simple majority of eligible voting members, except as otherwise designated in Robert's' Rules of Order.
- F. All general membership meetings, special meetings, Board meetings, and work sessions shall require notice to the Borough Clerk's office at least seven (7) days prior to the date of the scheduled meeting. Notices shall be posted at other public places and distributed electronically as necessary by a designee of the president.

*Section 2 — General Membership Meetings:*

- A. There shall be a minimum of four (4) general membership meetings per year. The NLCC may hold general membership meetings more often.
- B. Annual election of Board members shall take place at the December membership meeting.

- C. General membership meetings will be conducted the last Thursday each month at a time designated unless otherwise noted due to holidays.
- D. General membership meetings will run for one (1) hour. If necessary, two (2) thirty (30) minute extensions will be allowed if voted on and passed by a simple majority of eligible voting members present.

*Section 3 — Special Membership Meetings:*

- A. A special membership meeting may be called by written petition from ten percent (10%) of NLCC members, or by a majority of the Board of Directors. The purpose of the meeting shall be stated in the petition.
- B. Only business stated in the written petition may be transacted in the meeting.

*Section 4 — Board Meetings:*

- A. The president or three Board members may call a Board meeting when deemed necessary.
- B. For Board meetings, a majority will constitute a quorum.
- C. Comments may be accepted from persons other than the Board at the Board's discretion.
- D. Emergency action may be taken before the next regular meeting with less than seven days' notice.
- E. Emergency action conducted before the next regular meeting, or with less than seven days' notice for a special membership meeting, shall require that a report be made to the general membership at the next scheduled general membership meeting.

*Section 5 — Work Sessions:*

- A. From time to time the Board or a committee may determine the need for a work session.
- B. Work sessions shall be topic or task specific and for informational discussion only.
- C. No other business shall be conducted.
- D. Notes shall be taken and presented to the general membership at the next scheduled general meeting.

*Section 6 — Committee Meetings:*

- A. Committees, both standing and special, shall meet to consider or investigate certain matters or subjects and shall report their findings to the NLCC general membership at each general membership meeting.
- B. A majority of the committee members will constitute a quorum.
- C. Business shall only be conducted at committee meetings as it pertains to matters specifically assigned to the committee.
- D. From time to time, the NLCC or the President may appoint a committee to take all the steps necessary to carry out instructions.

## ARTICLE 8 — VOTING

### *Section 1 — Eligibility:*

- A. Eligible NLCC members, as defined in ARTICLE 6 — MEMBERSHIP, shall each have one vote on all voting matters of the community council.
- B. Eligibility of any voting member may be challenged. The challenge must be made before the chair announces the result of the vote. Eligibility will be verified by consulting the current voting register.

### *Section 2 — Proxy:*

- A. Each registered member or member's proxy must be present at the time of the vote in order to cast a vote. Each registered member may only carry one proxy. Whenever proxies are rendered, they will only be valid for ninety (90) days from date of signature.

### *Section 3 — Method:*

- A. Voters and proxy holders must be physically present.
- B. A simple majority will rule unless otherwise stated in the bylaws or Robert's Rules of Order.
- C. The vote and will of the majority at the meeting constitutes the binding decision of the membership.
- D. Any vote result may be challenged as per Robert's Rules of Order.
- E. In the case of a tie, the chair will cast the deciding vote.
- F. All voting results will be recorded in meeting minutes.

## ARTICLE 9 — BOARD MEMBERS

*Section 1* — The NLCC shall be managed by not less than five (5) officers and members at large as deemed necessary and appropriate. The Board shall have the power to propose rules and regulations. Rules and regulations shall be consistent with the laws in existence, the articles of incorporation, and these bylaws as deemed appropriate for the management and the affairs of the NLCC. Changes must be approved by the general membership prior to taking effect.

*Section 2 — Qualifications:*

- A. Board members must be current general members in good standing and meet the criteria as stated in ARTICLE 6 — MEMBERSHIP.

*Section 3 — Selections:*

- A. Board members shall be elected by the general membership at the December meeting.
- B. Board members shall select a president, vice president, secretary, treasurer, and one member at large from among themselves.
- C. No Board member shall hold more than one office at a time.

*Section 4 — Nominations:*

- A. The Board shall appoint a nominating committee at least two meetings prior to the December membership meeting each year. The nominating committee shall be responsible for soliciting and presenting nominees at a general membership meeting at least one meeting prior to the December meeting (*See ARTICLE 10 — COMMITTEES*).
- B. Nominations from the floor shall also be permitted with the consent of the nominees. Nominations for all open offices shall be closed and become final at the end of the annual meeting.
- C. Nominees must be members in good standing in order to be nominated (*See ARTICLE 6 — MEMBERSHIP*).

*Section 5 — Elections:*

- A. Having established a pattern of rotating terms, elections for three (3) Board members shall be held in even numbered years. Elections for two (2) Board members shall be held in odd numbered years.
- B. When possible, outgoing officers will remain available, in an advisory capacity only, to assist newly elected officers for a ninety (90) day transition period.
- C. If a Board position cannot be filled at a December election, the term of the outgoing Board member may be extended for an additional thirty (30) day

period by a supermajority vote of two-thirds (2/3) at a general membership meeting.

- D. Voting shall be by closed ballot. If there are no more candidates than open positions, voting shall be by general consent.

*Section 6 — Terms:*

- A. Elected Board members shall serve for a term of two (2) years unless a Board member resigns or is removed, and an eligible general member is appointed to fill a term vacancy. (*See also, Section 8 Vacancies*).
- B. Board members may only serve two (2) consecutive terms. They shall not be eligible to serve a third term as a Board member until one (1) year after the expiration of the last term.
- C. Board members will not receive any salary for their services, but may be reimbursed for any NLCC expenses up to \$500 without authorization, during the performance of their duties. Amounts over \$500 must be authorized by the general membership.

*Section 7 — Attendance:*

- A. *Excused absence:* A Board member must notify another Board member of any expected absence as soon as possible in advance of any meeting.
- B. *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 at the following regular meeting (*See Section 9 (C) & (D) of this Article*).

*Section 8 — Vacancies:*

- A. If a Board member moves outside the NLCC boundary, or otherwise loses membership status during their term, that position shall immediately become vacant.
- B. Any vacancy for any reason of any office, except the office of the president, shall be filled by a general member appointed by the president or acting president and approved by the remaining Board members until the next general membership meeting.
- C. Should the President's position be vacated, the Board shall immediately convene to restructure the Board. Within ninety (90) days a new Board member shall be elected for the remainder of the vacated member's term.



- D. Resignation of a Board member shall be submitted in writing. The resigning Board member will return all legal documents and property, including any keys, belonging to the community council.

*Section 9 — Complaints, Reconciliations, Censures, Removals, and Process:*

A. Complaint

- 1) A complaint must be given to the current Board secretary in the form of a letter with original signature, unless the secretary is the object of the concern, in which case it will be given to the president or presiding Board member. This letter must be hand delivered by the concerned member at a general membership meeting. A complaint may be delivered prior to the next general membership meeting if the complainant will not be attending the next meeting or the matter must be addressed immediately. All complaints must begin with an attempt at reconciliation.

B. Reconciliation

- 1) Prior to removal of a Board member an attempt at reconciliation shall be made by the presiding Board member and at least one other Board member together regarding allegations being brought against the Board member.
- 2) If the attempt at reconciliation is not successful, or the conduct merits censure or removal, the complaint will be read at the next general membership meeting. An opportunity for an initial rebuttal will be made before any motions are entertained.
- 3) In most cases, censuring shall come before removal.

C. Censure

- 1) Provisions shall be made on the regular meeting's agenda addressing the complaint and possible censuring of the Board member.
- 2) The complaint is brought before the general membership, which votes on whether to censure the Board member or not.
- 3) Censure shall be by a two-thirds (2/3) vote of eligible voting members present at the regular or special 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 501(c)(4) status at risk, excessive unexcused absenteeism, performing outside the scope and/or authority of office, or disregarding the direction of the Board or membership. For a more comprehensive list of improper conduct see Robert's Rules of Order.

- 2) Any Board member may be removed for any violation of NLCC bylaws in accordance with established procedures (*See Section 9 (E) of this Article*).
- 3) Any Board member may be removed in the event of three (3) consecutive unexcused absences, which shall constitute a vacancy (*See Section 7 (B) of this Article*).
- 4) Any Board member who violates ARTICLE 15 — REPRESENTATION, shall be subject to censure.
- 5) The Board shall review the complaint for a period of at least twenty-one (21) days to review and address the member's concern unless it requires immediate action. If the concern is valid, the Board has the option of calling an executive session at that meeting, or the concern will be investigated and the Board shall bring their findings to the general membership at the next regular or special meeting. The accused Board member shall have the same amount of time as the Board to prepare a rebuttal. Provisions shall be made on that meeting's agenda for the findings and any rebuttal.
- 6) For purposes of these deliberations, the Board shall appoint an ad-hoc investigating committee (*See ARTICLE 10 — COMMITTEES*).
- 7) Removal shall be by a two-thirds (2/3) vote of eligible voting members present at the regular or special meeting.
- 8) If removed, the Board member shall return all legal documents and property, including any keys, belonging to the community council.

#### E. Process

- 1) A complaint is filed and received.
- 2) An attempt at reconciliation is made prior to appointing an investigative body.
- 3) If censure is deemed appropriate, the complaint is presented to the general assembly, and allowance is made for rebuttal and voting.
- 4) If removal is deemed appropriate, an investigating body is appointed by the Board. The subject of the complaint is notified that the investigation for removal will be initiated. After a minimum of twenty-one (21) days, the findings of the investigation will be presented at the next general or special membership meeting. The subject of the removal will then have an opportunity to offer a rebuttal. The general membership will vote, with a two-thirds (2/3) majority required for removal.

### *Section 10 — Roles and Responsibilities:*

#### A. Board

- 1) The Board shall have general supervision of the affairs and act in the best interests of the NLCC. The Board may meet as necessary in person or by email. In the event of a time sensitive matter, the Board may make decisions and take action until such time as the general assembly can be properly notified and approve the decision.
- 2) Board members are expected to familiarize themselves with parliamentary procedure and bylaws.

B. President

- 1) Shall call and preside at all general membership, special, and Board meetings;
- 2) shall see that all bylaws, resolutions, motions, policies and procedures adopted by the NLCC are enforced and/or executed;
- 3) shall establish the meeting agenda. The president shall query Board members for agenda items. General membership may request agenda items through any Board member;
- 4) shall execute all contracts and other instruments, which shall have been first approved by the general membership;
- 5) as an ex-officio member of all committees, the president may attend any committee meeting, except the nominating committee;
- 6) shall appoint an interim committee chair until the committee meets to vote for a permanent chair.

C. Vice President

- 1) Shall assist the President in representing the council to the community;
- 2) shall assume the duties of the President during Presidential absences according to Robert's Rules of Order;
- 3) shall serve as parliamentarian.

D. Secretary

- 1) Shall be charged with causing the minutes to be taken during general membership and Board meetings. Committee chairs will appoint a committee member to take minutes of that meeting and forward those minutes to the Board secretary for storage;
- 2) shall immediately after an election, complete paperwork in a timely manner and notify all borough and state agencies regarding change of officers as necessary;
- 3) shall see that all notices are duly given in accordance with these bylaws and local/state requirements;
- 4) shall serve as correspondence secretary as necessary;
- 5) shall coordinate with the president to create an agenda for monthly general membership meetings;
- 6) shall pick up and distribute NLCC mail to appropriate Board members in a timely manner;
- 7) shall keep a register of membership contact information, voluntarily given by all members. This information will only be used for NLCC business and not given out or shared with any other organization, business, or persons;

- 8) shall have general charge of all NLCC administrative, financial and historical documentation in accordance with all local, State and Federal records retention schedules. Documents will be stored electronically in a system with backup redundancy;
- 9) shall maintain a calendar for filing deadlines and other pertinent information affecting the business of the NLCC and notify appropriate Board members;
- 10) shall count all ballots;
- 11) shall turn over all documents and records and relinquish all passwords to their successor upon expiration of their term.

E. Treasurer

- 1) Shall manage the NLCC financial records. A copy of all documents will be stored electronically in a system with backup redundancy;
- 2) shall renew non-profit 501(c)(4) status as required by law;
- 3) shall prepare a Balance Sheet for each monthly meeting and an annual Profit & Loss Report;
- 4) shall file all necessary IRS and fiduciary forms as may be required by federal, state and/or local governments;
- 5) as a member of the finance committee shall assist in preparing a proposed budget;
- 6) shall turn over all documents and records to their successor upon expiration of their term. Within sixty (60) days after expiration of their term, accounting must be reviewed by the current treasurer, new treasurer, and two (2) appointed Board members. After completion of the review, the results will be presented to the general membership at the next general meeting.

F. Board Member at Large

- 1) Shall assist in various duties of support.

## ARTICLE 10 — COMMITTEES

*Section 1 — General Powers:*

- A. Committees, both Standing and Special, shall meet to consider or investigate certain matters or subjects and shall report their findings to the NLCC general membership.
- B. Only business assigned to the committee by the general membership shall be conducted at the committee meeting.
- C. All committee meetings are open, but there is no general right of participation for the public. Participation by persons other than members of the committee will be determined by the Chair.

- D. Committee chair schedules meetings as needed, notifies committee members, establishes meeting rules, and keeps the Board advised of committee activities.
- E. Committee chair may recruit expert help or knowledgeable person(s) in order to better perform their duties. None of these people will have voting rights, as their purpose is to advise and assist the Committee.
- F. If there is no interim committee chair, the committee shall elect the chair at the first meeting.
- G. Ex-officio members shall not vote.

*Section 2 — Standing Committees:*

- A. 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.
- B. Committees may be formed subject to the needs of the NLCC.
- C. Bylaws Committee
  - 1) receives and evaluates requests for changes to bylaws from NLCC members;
  - 2) updates bylaws as necessary; and
  - 3) provides updated and ratified bylaws to secretary for presentation to the borough.
- D. Finance Committee
  - 1) Shall prepare a proposed budget for NLCC;
  - 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) oversee the arranging of a third-party audit when necessary and make findings available to membership.
- E. Nominating Committee
  - 1) Shall recruit potential candidate(s) for Board positions;
  - 2) shall ascertain eligibility of potential candidate(s) for Board positions;
  - 3) shall present candidate(s) for election at general meeting;
  - 4) shall validate voters' eligibility; and
  - 5) shall assist as needed during election process at the direction of the Board.

*Section 3 — Special (ad hoc) Committees:*

- A. The Board may create special committees to act in areas of special interest on behalf of the community council.
- B. Members of the committee shall be appointed by the Board from the general membership.
- C. Special committees shall be automatically dissolved when its assignment is complete.
- D. At the time of the Board's annual meeting, all special committees will be reviewed and continued if warranted.

#### ARTICLE 11 — FINANCES

- Section 1* — Funds collected by the NLCC shall be deposited into an official NLCC named account at an established bank or credit union.
- Section 2* — Funds shall be distributed only to further the legitimate purpose of the NLCC.
- Section 3* — Expenses over \$1000 will require two (2) signatures. Authorized signatories are the treasurer, president, vice-president, and secretary.
- Section 4* — Funds shall be used to purchase operating needs such as E&O/liability insurance, digital storage, and other administrative expenses.
- Section 5* — A financial report signed by the treasurer and acknowledged by the president showing all receipts and expenditures since the last report shall be made at each regular meeting.
- Section 6* — The treasurer shall provide an annual financial report with supporting documentation for review and approval by the Board at the beginning of each calendar year and filed in the electronic administrative file.
- Section 7* — A budget shall be drafted by October for the upcoming calendar year and approved by a majority vote of the Board at an annual Board Meeting in November. The Board shall present it to the general membership at the January meeting.
- Section 8* — NLCC may not receive voluntary contributions in excess of the amount determined by Borough regulations to meet the costs of its operation.

#### ARTICLE 12 — BOOKS AND RECORDS

- Section 1* — NLCC shall keep correct and complete books and records, stored and passed on by the appropriate Board Members in charge.

*Section 2* — NLCC shall make all records, financial and administrative, available for public inspection.

*Section 3* — NLCC shall retain both Federal and State records according to their retention schedules.

#### ARTICLE 13 — PARLIAMENTARY AUTHORITY

*Section 1* — Robert's Rules of Order shall govern all meetings when they are not in conflict with NLCC Bylaws.

#### ARTICLE 14 — AMENDMENTS

*Section 1* — These bylaws may be altered, amended, or repealed by supermajority (2/3) vote of the members present at a special membership meeting.

*Section 2* — Any proposed changes to these bylaws shall first be reviewed by the Bylaws Committee.

*Section 3* — After review, proposed changes shall be written and distributed to the general membership at least thirty (30) days before the special membership meeting where a vote will take place.

#### ARTICLE 15 — REPRESENTATION OF THE NLCC

*Section 1* — No member (Board or general) shall purport to represent the views or interests of the NLCC without the express authorization of the general membership by resolution at any duly constituted meeting.

*Section 2* — Actions of the community council shall require a vote of the general membership. Once an action is authorized, the Board is authorized to carry out the necessary steps to conduct that action.

*Section 3* — When a member speaks on behalf of the NLCC, that member shall be prepared to provide a memorandum showing how the position of the NLCC was obtained, including the results of any votes.

*Section 4* — Nothing in this section prohibits any member from appearing on his or her own behalf and taking any position consistent or different from the NLCC on any matter.

#### ARTICLE 16 — DISSOLUTION

*Section 1* — The NLCC may be dissolved at a general or special membership meeting. Notice of meeting at which a dissolution vote will be taken must be sent to each member

at least ninety (90) days prior to that meeting. The vote must be passed by two-thirds (2/3) vote of all eligible voting members present. If dissolution is favorably acted upon, all assets will be distributed to an organization of the type described in Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code and/or applicable borough ordinances.