

# Summary of Proposed Bylaw Changes

April 4, 2020

The Board of Directors of Alaska Common Ground recommends the following changes and updates to our bylaws. This is the first revision to our bylaws since May 3, 2014. In addition to the revised bylaws document and a redline identifying revisions from the previous bylaws, we are including this synopsis of the changes and the reasons for those changes. Many of the changes are to clarify the bylaws or to be more consistent with actual board practices and procedures.

**Change to a self-perpetuating board.** The most significant change in the bylaws is how Directors are elected. Alaska Common Ground's existing bylaws require that Board members be elected by membership at the annual meeting. The proposed bylaws enable the Board to elect directors.

The reasons for this change include:

1) Many non-profit boards have made this change, and the Foraker Group recommends this as a best practice for non-profit boards in Alaska.

2) Streamlining the process for electing directors. Currently the ACG Board appoints a director, sends out ballots prior to the membership meeting, tallies those votes, and announces the result at the annual meeting. Since the membership only meets once a year, board members can only be confirmed once a year. If a board member resigns in the months after the annual meeting, it may be almost a full year before they can be confirmed by membership.

3) A majority of members do not vote before or at the annual meeting, and members have never rejected a board member

recommended by the board.

4) It is possible that a portion of our membership could elect someone who is not in tune with Alaska Common Ground's values or mission. Because membership is open to anyone willing to pay, this leaves the board subject to this possibility. Several non-profits have seen this happen to their boards/organizations.

This change requires revisions in Articles III, IV and VI.

### **Section by Section Summary of Bylaw Changes.**

#### **Article II – Purpose**

Article II is revised to reflect current standard language for 501(c)(3) nonprofits and to refer to Alaska State Statutes for nonprofits. The revisions do not alter the purpose of Alaska Common Ground.

#### **Article III – Membership**

New Section 1 ties membership to an annual membership fee.

Former Section 2 eliminates members' roles in voting for Directors (see discussion above).

#### **Article IV – Board of Directors**

Revised Section 1 provides that the business "and affairs" of Alaska Common Ground shall be conducted by the Board of Directors.

New Section 2 provides that the Board of Directors will be composed of members of Alaska Common Ground.

New Section 3 changes the way Directors are appointed (see previous discussion).

Revisions to Section 6 clarify the role of Directors in filling vacancies.

Addition to Section 9 enables the Board to move the monthly meeting date "if significant scheduling difficulties exist".

New Section 10 provides the Secretary shall keep minutes at Board meetings.

New Section 11 provides for executive session of the Board of Directors.

Section 14 ties expenditures to the annual, approved budget.

New Section 17 provides for removal of Directors for nonparticipation, defined as unexcused absences from three or more consecutive Board meetings.

New Section 18 provides for removal of Directors for cause. Both sections 17 and 18 requires a vote of 2/3 of the directors.

#### **Article V – Officers**

Section 3 adds greater specificity regarding bank accounts and access to those bank accounts. The requirement to have two officer's signatures on checks is removed.

New Section 4 addresses the Registered Agent and Registered Office of Alaska Common Ground.

#### **Article VI – Membership Meetings**

Addition to Section 1 allows the Board (with 2/3 vote) to suspend, when necessary, the requirement to hold the annual meeting in March, April or May.

Former Section 3, dealing with election of Board members, is deleted consistent with the change previously described.

Revision to Section 4 requires a quorum at membership meetings to be "members", not "persons".

#### **Article VII – Committees**

Addition to Section 1 requires committees to have at least one Board member.

Revisions to Section 3 are to reflect current practice.

### **Article VIII – Chapters**

The revisions delete Article VIII – Chapters in its entirety. As currently drafted, Article VIII provides insufficient guidance as to how chapters would form and how chapters would interact with the membership and the Board of Directors. ACG has never had a chapter and has not had a request to form a chapter. Considering the lack of interest in forming chapters and the inadequacy of this current Article, the proposed bylaws delete this Article. If in the future there is interest in forming a chapter, there is nothing in the bylaws preventing Alaska Common Ground from considering that.

### **Article XI – Administrative and Financial Provisions**

Article XI is a new article that addresses the administrative and financial responsibilities of the Board of Directors. The additions formalize financial and administrative duties and responsibilities.

New Section 2 authorizes the Board to hire staff and contractors.