PROPOSED CHANGES
TO THE BYLAWS

TCC Annual Convention & Full Board of Directors Meeting

March 13\textsuperscript{th}-17\textsuperscript{th}, 2016
PROPOSED CHANGE #1

ARTICLE FOUR
Board of Directors

Section 12. ADVERTISEMENT OF VACANT SEATS.

Current Language:
Tanana Chiefs Conference must advertise up-coming vacancies for any TCC office or the advisory board to all member villages in a timely manner. There will be an open period of thirty (30) days during which candidacy for any TCC office or advisory board must be declared with the termination of that open period occurring ten (10) days before the scheduled date of the next TCC Annual Meeting of the full board. To prevent the 30-day open period from ending on a weekend, the open period may end as early as fourteen days before the Annual Meeting. The slate of declared candidates shall be distributed to the member villages not less than five (5) days before the Annual Meeting.

Suggested changes: add “or holiday”

Tanana Chiefs Conference must advertise up-coming vacancies for any TCC office or the advisory board to all member villages in a timely manner. There will be an open period of thirty (30) days during which candidacy for any TCC office or advisory board must be declared with the termination of that open period occurring ten (10) days before the scheduled date of the next TCC Annual Meeting of the full board. To prevent the 30-day open period from ending on a weekend or holiday, the open period may end as early as fourteen days before the Annual Meeting. The slate of declared candidates shall be distributed to the member villages not less than five (5) days before the Annual Meeting.

Explanation: To prevent deadline closures from falling on weekends or holidays
PROPOSED CHANGE #2

ARTICLE FOUR.
Board of Directors

Section 5. NOTICE OF MEETINGS.

Current Language:
Written or printed notice stating the place, day, and hour of any meeting of the Board of Directors shall be delivered, either personally or by mail, not less than ten (10) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the Chairman of the Board, or the Secretary/Treasurer, or the Directors calling the meeting.

Suggested changes: add “or as many as 33 days to prevent the open period from ending on a weekend or holiday”

Written or printed notice stating the place, day, and hour of any meeting of the Board of Directors shall be delivered, either personally or by mail, not less than ten (10) days nor more than thirty (30) days before the date of such meeting or as many as 33 days to prevent the open period from ending on a weekend or holiday, by or at the direction of the Chairman of the Board, or the Secretary/Treasurer, or the Directors calling the meeting.

Explanation: To prevent deadline closures from falling on weekends or holidays
PROPOSED CHANGE #3

ARTICLE FOURTEEN.
Amendments of Bylaws

Current Language:

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or special meeting, if at least thirty (30) days written notice is given by certified mail, of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

Suggested changes: add “or as many as 33 days to prevent the open period from ending on a weekend or holiday”

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or special meeting, if at least thirty (30) days written notice is given by certified mail or as many as 33 days to prevent the open period from ending on a weekend or holiday, of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

Explanation: To prevent deadline closures from falling on weekends or holidays
PROPOSED CHANGE #4

ARTICLE FIVE
Officers

Section 5. PRESIDENT.

Purpose of amendment: To give the President the discretion to enter into leases in Fairbanks.

Current Language:

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation, authorized by the Executive Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. The President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Executive Board of Directors from time to time.

The President is not authorized to make any new purchases or new leases of any interest in real estate, or to construct any new buildings, in Fairbanks without the express prior authorization of the majority of the Board of Directors.

A) Suggested change: Take out “or new leases of any interest in”

The President is not authorized to make any new purchases or new leases of any interest in real estate, or to construct any new buildings, in Fairbanks without the express prior authorization of the majority of the Board of Directors.

Explanation: It is common for programs to enter into leases in Fairbanks to carry-out the purpose of a grant or project. The President, accountable to the Board of Directors should have authority to carry-out leases in property for Fairbanks as part of the President's duties to manage TCC.

OR

B) Suggested changes: Take out “or new leases of any interest in” add “The President is not authorized to make any new leases in Fairbanks without the express prior authorization of the majority of the Executive Board of Directors.”

The President is not authorized to make any new purchases or new leases of any interest in real estate, or to construct any new buildings, in Fairbanks without the express prior authorization of the majority of the Board of Directors.
The President is not authorized to make any new leases in Fairbanks without the express prior authorization of the majority of the Executive Board of Directors.

**Explanation**: This would still require Full Board approval of purchases, but allow the Executive Board to approve leases.
PROPOSED CHANGE #5

ARTICLE SEVEN
Committees of the Board of Directors

Purpose of amendment: Clarify Article Seven for easier understanding and to add a section to formalize the Regional Health Board. Create an Article Eighteen for IRHA language as IRHA is not a committee of the Board of Directors.

Current Language:

Section 1. EXECUTIVE COMMITTEE. The Board of Directors may designate an Executive Committee which shall have and exercise the authority of the Board of Directors in the management of the corporation as set forth in this Article Seven. The Executive Committee shall be known as the Executive Board of Directors.

Section 2. EXECUTIVE BOARD OF DIRECTORS. The Executive Board of Directors shall consist of the three principal officers, in their capacity as ex-officio directors, and six other directors or alternate directors to be selected by the Subregional Advisory Board Committees as provided in these bylaws. The Executive Board of Directors may exercise and have the authority of the Board of Directors in the management of the corporation – provided, however, that such Executive Board of Directors shall not have the authority of the Board of Directors in reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any member of the Executive Board of Directors or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of consolidation with another corporation; authorizing the sale, lease, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; or amending any resolution of the Board of Directors unless provided for by the Board of Directors or the member villages.

If a vacancy occurs on the Executive Board of Directors for any reason, such vacancy shall be filled through election by the respective Subregional Advisory Board Committee, or, in the case of an officer serving as an ex-officio director, by means provide in these bylaws for filling vacancies of officers.

Persons filling vacancies shall serve until the next full Board of Directors meeting of the Tanana Chiefs Conference.

Section 3. OTHER COMMITTEES. The Chairman of the Board shall have the authority to appoint persons to serve on committees as deemed necessary. Any persons appointed to a committee may be removed by the Chairman of the Board when in his judgment the persons are not serving in the best interests of the Tanana Chiefs Conference.

Section 4. SUBREGIONAL ADVISORY BOARD COMMITTEES. The Board of Directors shall have six (6) Subregional Advisory Board Committees. Such committees shall advise the Executive Board of Directors on the affairs of the corporation which affect the delivery of services to their respective subregions.
The members of each committee shall be the directors representing member villages within the respective subregion as defined by resolution of the Executive Board of Directors. Each committee shall elect, by majority vote, one (1) of their members to the Executive Board of Directors during the Annual Meeting of the Board of Directors. Such director shall serve on the Executive Board of Directors for a three-year term, or until a successor is elected, whichever is longer. The election of the subregional directors to the Executive Board of Directors shall be staggered such that two such directors are elected at each regular Annual Meeting of the Board of Directors.

Section 5. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 6. REMOVAL. Two (2) unexcused absences from board committee meetings by members of a board committee, other than the Executive Board of Directors, shall be grounds for removal. Such Director may be removed by motion of two-thirds (2/3) majority of the respective committee. Three (3) unexcused absences by a member of the Executive Board of Directors shall be grounds for removal. Such Director may be removed from the Executive Board of Directors by a majority vote of the respective Subregional Advisory Board Committee.

Section 7. INTERIOR REGIONAL HOUSING AUTHORITY AUTHORIZATION AND ORGANIZATION. Tanana Chiefs Conference recognizes that there is a shortage of housing within the Tanana Chiefs Conference region and hereby authorizes the Interior Regional Housing Authority to address this acute housing shortage on behalf of the Tanana Chiefs Conference. The Board of Directors shall appoint the Board of Commissioners of the Interior Regional Housing Authority.

The Executive Board of Directors shall fill any vacancy occurring in the Board of Commissioners of the Authority to serve until the next Annual Meeting of the Board of Directors. Commissioners of the Interior Regional Housing Authority must be eligible to serve on the Tanana Chiefs Conference, Board of Directors. Employees of the Tanana Chiefs Conference or of the Interior Regional Housing Authority shall not be eligible to serve as Commissioners of the Interior Regional Housing Authority.

Section 8. MEETINGS. The Executive Board of Directors shall meet upon the call of the Chairman of the Board or five (5) other members of the Executive Board of Directors.

Suggested Language:

**ARTICLE SEVEN**

Committees of the Board of Directors

Section 1. EXECUTIVE BOARD OF DIRECTORS. The Board of Directors may designate an Executive Committee, known as the Executive Board of Directors, which shall have and exercise the authority of the Board of Directors in the management of the corporation -- provided, however, that such Executive Board of Directors shall not have the authority of the Board of Directors in reference to
amending, altering, or repealing these bylaws or the Articles of Incorporation; electing, appointing, or removing any member of the Executive Board of Directors or any Director or officer of the corporation; adopting a plan of consolidation with another corporation; authorizing the sale, lease, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; or amending any resolution of the Board of Directors unless provided for by the Board of Directors or the member villages.

The Executive Board of Directors shall consist of the three principal officers, in their capacity as ex-officio directors, and six other directors or alternate directors to be selected by the Subregional Advisory Board Committees as provided in these bylaws.

The Executive Board of Directors shall meet upon the call of the Chairman of the Board or five (5) other members of the Executive Board of Directors.

If a vacancy occurs on the Executive Board of Directors for any reason, such vacancy shall be filled through election by the respective Subregional Advisory Board Committee, or, in the case of an officer serving as an ex-officio director, by means provided in these bylaws for filling vacancies of officers. Persons filling vacancies shall serve until the next Full Board of Directors meeting of the Tanana Chiefs Conference.

Three (3) unexcused absences by a member of the Executive Board of Directors shall be grounds for removal. Such Director may be removed from the Executive Board of Directors by a majority vote of the respective Subregional Advisory Board Committee.

Section 2. REGIONAL HEALTH BOARD. The Regional Health Board’s purpose is to ensure Alaska Native participation and determination in every phase of TCC’s health service delivery. The Regional Health Board has the authority to approve policies specific to the Health Department. The Regional Health Board provides advice to the Executive Board in decisions which will impact the management of the corporation.

The Regional Health Board shall consist of five members or alternates to be selected by the Subregional Advisory Board Committees including the 1) Upper Tanana, 2) Yukon Flats, 3) Yukon-Tanana, 4) Yukon-Koyukuk and 5) Upper-Kuskokwim, and three ex-officio members selected by their respective tribe or organization including 1) the Fairbanks Native Association, 2) the Tanana IRA Tribal Council, and 3) Village of Anaktuvuk Pass. The Regional Health Board may adopt additional rules for its own governance in the Board’s “Rules of Order” that are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 3. SUBREGIONAL ADVISORY BOARD COMMITTEES. The Board of Directors shall have six (6) Subregional Advisory Board Committees including the 1) Upper Tanana, 2) Yukon Flats, 3) Yukon-Tanana, 4) Yukon-Koyukuk 5) Upper-Kuskokwim, and 6) Lower-Yukon. Such committees shall advise the Executive
Board of Directors on the affairs of the corporation which affect the delivery of services to their respective subregions.

The members of each committee shall be the directors representing member villages within the respective subregion. Each committee shall elect, by majority vote, one (1) of their members to the Executive Board of Directors during the Annual Meeting of the Board of Directors. Such director shall serve on the Executive Board of Directors for a three-year term, or until a successor is elected. The election of the subregional directors to the Executive Board of Directors shall be staggered such that two such directors are elected at each regular Annual Meeting of the Board of Directors. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 4. OTHER COMMITTEES. The Chairman of the Board shall have the authority to appoint persons to serve on committees as deemed necessary. Any persons appointed to a committee may be removed by the Chairman of the Board when in his judgment the persons are not serving in the best interests of the Tanana Chiefs Conference. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Explanation: Article Seven needs some clarification as the title is for board committees and currently the authority of the health board’s advisory role to the executive board is located only in Section 3 “Other Committees”. In addition, IRHA is not a committee of the Board of Directors. The new language will be easier to read and understand.
PROPOSED CHANGE #6

ARTICLE SEVEN
Committees of the Board of Directors

Section 7. INTERIOR REGIONAL HOUSING AUTHORITY AUTHORIZATION AND ORGANIZATION.

Suggested Language: Create an Article Eighteen for IRHA language as IRHA is not a committee of the Board of Directors. The language included in the paragraphs will not change only the section of the bylaw.

ARTICLE EIGHTEEN
IRHA Commissioners

INTERIOR REGIONAL HOUSING AUTHORITY AUTHORIZATION AND ORGANIZATION. Tanana Chiefs Conference recognizes that there is a shortage of housing within the Tanana Chiefs Conference region and hereby authorizes the Interior Regional Housing Authority to address this acute housing shortage on behalf of the Tanana Chiefs Conference. The Board of Directors shall appoint the Board of Commissioners of the Interior Regional Housing Authority.

The Executive Board of Directors shall fill any vacancy occurring in the Board of Commissioners of the Authority to serve until the next Annual Meeting of the Board of Directors. Commissioners of the Interior Regional Housing Authority must be eligible to serve on the Tanana Chiefs Conference, Board of Directors. Employees of the Tanana Chiefs Conference or of the Interior Regional Housing Authority shall not be eligible to serve as Commissioners of the Interior Regional Housing Authority.
PROPOSED CHANGE #7

ARTICLE NINE
Books and Records

Current Language:
The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its member villages, Board of Directors and the Executive Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the member villages entitled to vote. All books and records of the corporation may be inspected by any member village, or its agent or attorney for a proper purpose at any reasonable time.

Suggested changes: change “member villages” to “TCC annual membership meeting”

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its member villages the TCC annual membership meeting, Board of Directors and the Executive Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the member villages entitled to vote. All books and records of the corporation may be inspected by any member village, or its agent or attorney for a proper purpose at any reasonable time.

Explanation: TCC does not keep records of village council meetings. It is believed the original intent of this language was for TCC to keep minutes of the TCC membership meeting which is separate and usually a few days prior to the Board