

ANCHORAGE COMMUNITY DEVELOPMENT AUTHORITY BYLAWS

ARTICLE I - DEFINITIONS

As used in these bylaws the following words and phrases shall have the following meanings:

- (a) “Assembly” means the Assembly of the Municipality of Anchorage and any legislative body hereafter succeeding to its powers;
- (b) “Authority” means the Anchorage Community Development Authority created under Anchorage Municipal Code Chapter 25.35, as amended;
- (c) “Board” means the Board of Directors of the Authority established under Anchorage Municipal Code Section 4.80.010, as amended;
- (d) “Chair” means the chair of the Board or, where appropriate in the context, the person acting as the chair of the Board
- (e) “Director” means a member of the Board;
- (f) “Executive Director” means the person appointed by the Mayor and confirmed by the Assembly to oversee the day-to-day operations of the Authority;
- (g) “Mayor” means the Mayor of the Municipality and any chief executive officer of the Municipality hereafter succeeding to the executive powers of the Mayor; and
- (h) “Municipality” means the Municipality of Anchorage, a home-rule municipal corporation existing under the law of the state of Alaska, and any municipal government hereafter succeeding the Municipality of Anchorage, or where the context so requires, it means the geographic area within the political boundaries of the Municipality of Anchorage and any such succeeding municipal government.
- (i) “Quorum” means a majority of the Directors.

ARTICLE II – NAMES, SEAL, OFFICES AND FISCAL YEAR

Section 1. Official Name of Authority.

The official name of the Authority is the “Anchorage Community Development Authority”.

Section 2. Seal.

The seal of the Authority is in the form of a circle and bears the legend, “Anchorage Community Development Authority”. The Board may alter the form of the seal at its pleasure. Except as the Board from time to time may otherwise direct, the seal shall be retained in the custody of the Secretary of the Board. On any bonds issued by the Authority or on any other documents, a printed seal in the form of the seal of the Authority may be used instead of an impressed seal and shall have the same effect as if it were impressed.

Section 3. Offices of the Authority.

The offices of the Authority shall be located within the Municipality and at a place or places designated by the Board. The Board may change the location of the offices of the Authority at its pleasure.

Section 4. Fiscal Year.

The fiscal year of the Authority shall coincide with the calendar year.

ARTICLE III - THE BOARD OF DIRECTORS

The Board of Directors shall consist of nine (9) members appointed by the Mayor subject to confirmation by the Assembly, two (2) of which members shall be executive employees of the Municipality. In addition to those nine (9) members, the Assembly shall appoint two (2) of its members to serve as *ex-officio* members to the Board, and the Executive Director shall serve as an *ex-officio* member for the purpose of acting as Secretary and Treasurer to the Board. *Ex-officio* members are not entitled to vote on any question before the Board or to be counted for purposes of determining a quorum for any meeting of the Board.

ARTICLE IV - OFFICERS

Section 1. Officers.

The officers of the Board are the Chair and the Vice Chair. The Chair and the Vice Chair shall be elected by the Board from among the Directors at the first Board meeting after the tenth month of each year. The term of the Chair and the Vice Chair shall be for one year and until the Board has duly elected a successor. A person may be reelected as Chair or Vice Chair for successive terms. If the person serving as Chair or Vice Chair ceases to be a Director, then the Board shall, at its next meeting, elect a replacement to serve the remainder of that term. The Executive Director, serving as an Ex-Officio member of the Board, is Secretary and Treasurer to the Board but is not an officer of the Board.

Section 2. Chair.

The Chair shall preside at all meetings of the Board and shall be the official representative of the Board, unless the Chair delegates the Executive Director or another Director to be the official representative of the Board, at all other meetings or events at which the Board or the Authority is to be represented. At each meeting of the Board, the Chair shall submit such recommendations and information as the Chair may consider proper or which any Director or the Executive Director has requested to come before the Board concerning the business, affairs and policies of the Authority. The Chair shall have the right to participate in discussions of the Board at all meetings and shall have the right to vote at all Board meetings the same as any other Director; however, the Chair shall not make any motion for the Board to consider unless the Chair shall have first relinquished the chairship to the Vice Chair (or a chair *pro-tempore* named by the Chair for that purpose) while the motion to be made by the Chair is being considered by the Board; upon the action by the Board on that motion, (including the tabling of that motion, its adoption or its rejection), the Chair shall resume the chairship from the Vice Chair or chair *pro-tempore*. A ruling by the Chair with respect to the conduct and procedure of a Board meeting shall not be overruled unless there are at least six (6) votes in favor of overruling the Chair.

Section 3. Vice Chair.

The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and while there is a vacancy in the office of Chair.

Section 4. Other Duties of Officers.

- (a) In the case of absence or inability to act of any officer and of any person herein authorized to act in that officer's place, the Board may, from time to time, delegate the powers or duties of such officer to any other officer, or any Director or other person whom it may select.
- (b) The Chair and Vice Chair of the Authority shall perform such other duties and functions as may from time to time be required of them by the Board, these bylaws or the ordinances of the Municipality.

ARTICLE V – BOARD COMMITTEES

Section 1. There shall be Finance, Development and Operations Committees

The Chair shall appoint at least 2 members of the Board to each of these committees. Each committee shall elect a chair.

Section 2. Executive Committee

The Chair, Vice Chair and Chairs of the standing committees shall constitute an Executive Committee of the Board. The Executive Committee may act on behalf of the Board in the interim between Board meetings. The Executive Committee shall conduct an annual performance review of the Executive Director.

Section 3. Other Standing and Temporary Committees.

The Board may appoint other standing and temporary committees to advise the Directors.

ARTICLE VI - EXECUTIVE DIRECTOR, AND STAFF

Section 1. Executive Director.

The Executive Director shall be selected by the Mayor, subject to confirmation by the Assembly. The Executive Director shall serve at the pleasure of the Mayor and function under the direction of the Board. The Board shall, through the Executive Committee, directly supervise and evaluate the performance of the Executive Director and no other employee of the Authority. The Board shall set the salary and benefits of the Executive Director from time to time or may provide for them by an employment agreement with the Executive Director. The Board shall take any

other necessary or appropriate personnel actions with respect to the Executive Director, including recommendations to the Mayor

Section 2. Duties and Authority of the Executive Director.

- (a) The Executive Director shall be responsible for planning, recommending to the Board, administering, directing and coordinating all programs, projects and activities of the Authority relating to:
 - (i) all phases of vehicle parking in the Municipality,
 - (ii) transfer of municipal land or interests in land appropriate for transfer to the Authority for use in economic and resource development,
 - (iii) purchases, sales, construction and joint development projects consistent with the Authority's mission,
 - (iv) policies and procedures, and revisions or amendments thereto to apply to the management and staff of the Authority, and
 - (v) other matters assigned by the Board.
- (b) The Executive Director shall be responsible for hiring, directing, supervising, dismissing, promoting, demoting, transferring, disciplining and taking any and all other personnel actions as may be appropriate or required with respect to employees of the Authority.
- (c) The Executive Director shall sign all properly authorized contracts, leases, agreements, deeds and other written instruments on behalf of the authority.
- (d) The Executive Director may without Board approval enter into contracts on behalf of the Authority for goods and services so long as the total consideration due from the Authority under the contract is authorized by the approved budget and does not exceed \$50,000.
- (e) As Secretary to the Board, the Executive Director shall be responsible for:
 - (i) maintaining and having custody of the records of the Authority;
 - (ii) keeping an accurate record of the proceedings of the meetings of the Board;

- (iii) acting as secretary of the meetings of the Board and recording all votes;
 - (iv) arranging for all applications, forms, books and records of the Authority to be in standard formats to the extent practicable;
 - (v) keeping in safe custody the seal of the Authority and affixing the seal, or causing it to be affixed, to all contracts and instruments authorized to be executed by the Board and requiring a seal; and,
 - (vi) performing other duties appropriate or incident to the position as Secretary to the Board.
- (f) As Treasurer of the Authority, the Executive Director shall be responsible for:
- (i) developing and recommending to the Board an annual budget and amendments thereto,
 - (ii) investing and depositing funds of the Authority as directed or authorized by the Board's investment policy, and consistent with applicable ordinances and statues and bond indentures, but never with less than the standard of care a prudent institutional investor would bring to bear in making investments of its own funds;
 - (iii) having an annual audit made of the books and accounts of the Authority as required by the Board and/or applicable ordinances, statutes and indentures;
 - (iv) keeping, or causing to be kept, regular books of accounts of all the financial transactions of the Authority, recording receipts and expenditures;
 - (v) rendering such reports and accountings as the Board may request;
 - (vi) being bonded or causing appropriate employees of the Authority to be bonded, in such amounts and on such terms and conditions as the board may require.

Section 3. Staff and Management.

The employees of the Authority, other than the Executive Director, shall serve at the pleasure of the Executive Director, subject to the employee handbook and internal policies, and including policies and

procedures approved by the Board. In the event that the employee handbook, internal policies, and board policy & procedures are ever in conflict with these bylaws, the bylaws shall be the basis of judgment or decisions absent further action of the Board.

ARTICLE VII – MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board shall be held from time to time at the time and place designated by the Board or, in the absence of such a designation, at the place and time fixed by the Chair, or, by the Executive Director at direction of the Chair, in the notice to the Directors of the meeting. The Directors shall have at least five (5) days' prior notice of a regular meeting, and the designation, at a regular meeting, of the time and place of the next regular meeting shall constitute sufficient notice to the Directors. Any business that may properly come before the Board may be considered and transacted at a regular meeting. The Authority is subject to Anchorage Municipal Code Chapters 1.25 and 4.05 and in cases where interpretive differences might occur, Anchorage Municipal Code Chapter 4.05 shall prevail.

Section 3. Special Meetings.

The Chair may, when deemed expedient or when requested to do so by a majority of the Directors, call a special meeting of the Board for the purpose of considering and transacting the business specified in the call for the special meeting. The call for a special meeting may be transmitted electronically or hand-delivered to the business or home address of each Director at least twenty-four (24) hours prior to the time of the meeting. No business other than that designated in the call for a special meeting shall be considered at that special meeting.

Section 4. Directors' Waiver of Notice.

A meeting of the Board held without all directors' having received notice under Sections 1 or 2, of this Article, as applicable, shall nonetheless be properly held and conducted, and all business transacted at that meeting shall have been duly and validly transacted, if those Directors who did not receive timely notice thereof waive such notice. Directors not receiving timely notice who attend the meeting shall have waived such notice by the fact of their attendance, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, or for lack of proper notice, and all other Directors not receiving timely notice may waive such notice by executing a waiver before or after that meeting.

Section 5. Public Notice of Meetings.

All meetings of the Authority's Board of Directors will comply with notice requirements of Anchorage Municipal Code Chapter 1.25.

Section 6. Board Actions; Quorum.

A quorum of the Board shall be a majority of the number of Directors currently serving in good standing, and entitled to vote, but a smaller number of Directors may meet, receive information and adjourn from time to time. All business of the Board, other than procedural matters relating to the conduct of the meeting, shall be transacted by approving motions duly made and seconded. The act of a majority of Directors present at a meeting at which a quorum is present is the act of the Board unless these bylaws prescribe a different number of Directors for the Board to take a particular action. A Director may participate in a Board meeting via teleconference when such facilities are available, and shall thereby be considered present at the meeting for all purposes.

Section 7. Manner of Voting.

The Chair may call for a voice vote on a motion before the Board unless a Director objects or calls for a roll call vote. If a voice vote is taken and votes are voiced on only one side of the motion, then the voice vote shall be recorded as a unanimous vote of the Directors. If a voice vote is taken and at least one vote is voiced on each side of the question, the voice vote shall be void and the Chair shall direct that a roll call vote be taken. The Chair or another Director may call for a roll call vote on a motion without a voice vote having been taken on that motion. In a roll call vote each Director voting in favor of the motion shall say "Yea", "Aye", "Yes" or some similar affirmative expression, and each Director voting against the motion shall say "Nay," "No" or some similar negative expression; the vote of each Director shall be recorded, with the Chair voting last. No Director may abstain or withhold his or her vote, unless barred from voting because of a conflict of interest or unless otherwise excused by the Chair from voting for good cause, in either of which cases that Director shall be recorded as present but not voting.

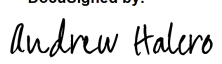
ARTICLE VIII - AMENDMENT

These bylaws may be amended by a two-thirds vote of the Board of Directors, when the proposed bylaw change has been given to all Directors not less than ten (10) days in advance of the meeting during which the change is to be discussed.

ARTICLE IX-DEPARTMENT REPORTS

The staff and management of the Authority shall provide the Board with monthly department reports for each department from which the Board requests a report. A Director shall be appointed to receive each monthly departmental report. Each appointed Director may review with the Executive Director or the head of the Department, departmental recommendations made to the Board or questions related to departmental functions raised by the Board.

ATTEST

Secretary 
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Andrew J. Halcro

Chair 
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Terry Parks

REVISED October 2020