



**Alaska Municipal League
67th Annual Business Meeting Packet
Hotel Captain Cook, Anchorage, Alaska
Friday, November 17, 2017
9:00 a.m. – 11:00 a.m.**

Business Meeting Agenda & Information

Board of Directors Election Information

Bylaws & Articles of Incorporation



**Alaska Municipal League
67th Annual Business Meeting
Hotel Captain Cook, Anchorage, Alaska
Friday, November 17, 2017
9:00 a.m. – 11:00 a.m.**

I. Call to Order

Clay Walker, AML President

II. Roll Call

Kathie Wasserman, AML Executive Director

III. Approval of the Minutes from November 18, 2017 – Clay Walker, AML President

IV. Reports of Committees

V. New Business

Adoption of the 2018 Resolutions, Priorities & Position Statements

VI. Election of Officers and Directors by Elections Board Chair

VII. Announcements – Clay Walker, AML President

VIII. Adjournment

DRAFT

**ALASKA MUNICIPAL LEAGUE
66TH ANNUAL BUSINESS MEETING
NOVEMBER 18, 2016
HOTEL CAPTAIN COOK
ANCHORAGE, ALASKA**

Members Present:

City of Adak
City of Akutan
City of Aleknagik
Aleutians East Borough
Municipality of Anchorage
City of Bethel
Bristol Bay Borough
City of Buckland
City of Chefnak
City of Cordova
City of Delta Junction
Denali Borough
City of Dillingham
City of Eek
City of Fairbanks
Fairbanks North Star Borough
Haines Borough
City of Homer
City of Hooper Bay
City of Huslia
City of Hydaburg
City & Borough of Juneau
City of Kaktovik
City of Kaltag
City of Kenai
City of Ketchikan
Kenai Peninsula Borough
Ketchikan Gateway Borough
City of Kiana
City of Kivalina
City of Kodiak
Kodiak Island Borough
City of Kotzebue
City of Lower Kalskag

City of Manokotak
City of McGrath
Matanuska-Susitna Borough
City of Mountain Village
City of Napakiak
City of Newhalen
City of North Pole
North Slope Borough
Northwest Arctic Borough
City of Nuiqsut
City of Palmer
Petersburg Borough
City of Point Hope
City of Russian Mission
City of Saint Michael
City of Scammon Bay
City of Selawik
City of Seward
City of Shaktoolik
City & Borough of Sitka
City of Soldotna
City of Togiak
City of Toksook Bay
City of Unalaska
City of Utqiagvik
City of Valdez
City of Wainwright
City of Wasilla
City of Whittier
City & Borough of Wrangell
City & Borough of Yakutat

Call to Order:

Alaska Municipal League Vice-president Mayor Clay Walker called the 66th Annual Alaska Municipal League Local Government Business meeting to order at 9:00 a.m.

Roll Call:

Executive Director Kathie Wasserman called the roll. There was a quorum.

Approval of Agenda:

First Vice-President Clay Walker asked for a motion to approve the agenda. M/S: City of Shaktoolik/Fairbanks North Star Borough. Motion passed.

Approval of Minutes (November 20, 2015):

First Vice-President Clay Walker asked for a motion to approve the November 20, 2015 minutes. M/S: City of Utqiagvik/Haines Borough. Motion passed.

Reports of Committees:

There were no committee reports.

Old Business:

There was no old business.

New Business:

Second Vice-President Pat Branson asked for a motion to accept the 2017 packet of Resolutions, Priorities and Position Statement, noting that two new resolutions have been included (#2017-15 and #2017-16) and three have been pulled by the Resolution Committee (#2017-03, #2017-05 and #2017-10). M/S: City of Palmer/City of Manokotak. Motion passed.

Mayor Branson then went through the resolutions.

Resolution #2017-01: A Resolution urging the Alaska Legislature to Adopt a Sustainable Budget Plan for FY 2018 and beyond; to carefully concentrate on increased revenues rather than just cuts; and to give serious consideration to the sustainability plan submitted by the Alaska Municipal League. M/S: City of Unalaska/City of Soldotna. Motion passed.

Amendment on line 24 to add “a” and deleting “balances” and replacing with “balance,” to read, “Whereas, there is no longer a sufficient balance in the Constitutional Budget Reserve.....” It was agreed that moving forward, technical or type fixes will not require a separate motion.

There was a motion to pull Resolution #2017-02. M/S: City of Unalaska/City of Soldotna. Motion passed.

Resolution #2017-03 was pulled in committee.

Resolution #2017-04: A Resolution supporting legislation adopting real property sales disclosure in Alaska. There was a motion made to pull this resolution. M/S: Kenai Peninsula Borough/City of Soldotna. Motion failed.

Resolution #2017-05 was pulled in committee.

Resolution #2017-06: A Resolution of the Alaska Municipal League opposing any legislation which would increase the burden on PERS/TRS employers beyond the current employer contribution limits of 22% for PERS and 12.56 for TRS. M/S: City of Unalaska/City of Soldotna. Motion passed.

Resolution #2017-07: A Resolution of the Alaska Municipal League supporting issuance of pension obligation bonds (POBs) and opposing any legislation which would increase the burden of employers or diminish the state responsibility for on-behalf payments of the PERS/TRS and unfunded liability as a result of the issuance of pension obligation bonds.

A motion was made to pull this resolution. M/S: Fairbanks North Star Borough/City of Soldotna. Motion passed.

Resolution #2017-08: A Resolution supporting provisions for enhanced local control in the issuance of alcohol beverage licenses and permits within First Class and Home Rule Municipalities. There was a motion to amend the title and body of the resolution, deleting references to "First Class and Home Rule" municipalities and replacing with "all municipalities." M/S: City of Bethel/City of Adak. Motion passed.

Resolution #2017-09: A Resolution of the Alaska Municipal League supporting an amendment to Alaska Statute to change the fire sprinkler exemption from a mandatory exemption to an optional exemption. M/S: Fairbanks North Star Borough/City of North Pole. Motion passed.

Resolution # 2017-10 was pulled in committee.

Resolution #2017-11: A Resolution in support of full funding for the State of Alaska municipal harbor facility grant program in the FY 2018 state capital budget. A motion was made to pull this resolution. M/S: Fairbanks North Star Borough/City of Bethel. Motion failed. A second motion was made to amend Line 21, deleting "in the amount of \$18,160,055" so lines 20 and 21 read, "NOW, THEREFORE BE IT RESOLVED that the Alaska Municipal League urges full funding by the Governor and the Alaska Legislature for.....M/S: City of Bethel/Fairbanks North Star Borough. Motion passed.

A motion was made to pull Resolution #2017-12. M/S: City & Borough of Juneau/City of Wasilla. Motion passed.

Resolution #2017-13: A Resolution of the Alaska Municipal League in support of proposed changes to Alaska statutes 30.30 and 05.25, improving the management and prevention of derelict vessels. There was a motion to pull this resolution. M/S: City of North Pole/City of Wasilla. Motion failed.

There was a motion made to pull #2017-14. M/S: Fairbanks North Star Borough/City of North Pole. Motion passed.

Resolution #2017-15: A Resolution in support of full funding from the State of Alaska for school bond debt reimbursement and State aid for construction in Regional Educational Attendance Areas. M/S: City & Borough of Juneau/Kenai Peninsula Borough. Motion passed.

Resolution 32017-16: A Resolution requesting the Alaska Legislature and Governor Walker to not impose any more cuts to the ADF&G budget and particularly to the Division of Commercial Fisheries budget and any new tax revenue generated from new or increased state taxes on the commercial seafood industry be used to fill the funding gap for ADF&G and pay for continuing effective management of Alaska's Commercial Fisheries. Kodiak Island Borough clarified that the last paragraph, "BE IT FURTHER

RESOLVED.....” should be removed and the title amended to, “A RESOLUTION REQUESTING THE ALASKA LEGISLATURE AND GOVERNOR WALKER TO NOT IMPOSE ANY MORE CUTS TO THE ADF&G BUDGET.....” There was a motion made to pull this resolution. M/S: City of Bethel/City of Barrow. Motion failed.

Priorities:

M/S: Fairbanks North Star Borough/City of Soldotna to adopt the Alaska Municipal League Federal and State priorities as presented. Motion passed.

Position Statement:

There were no changes. Position statement stays as read.

Election of 2017 Officers and Directors:

The election results were presented by Elections Board Chair, Linda Murphy. The results are:

President: Mayor Clay Walker – Denali Borough
First Vice-President: Mayor Pat Branson – City of Kodiak
Second Vice-President: Mayor Karl Kassel – Fairbanks North Star Borough
District 1: Mayor Jan Hill – Haines Borough
District 2: Assembly member Jesse Kiehl – City & Borough of Juneau
District 3: Council member Tim Navarre – City of Kenai
District 4: Council member Stu Graham – City of Wasilla
District 5: Assembly member Pete Petersen – Municipality of Anchorage
District 6: Council member Audrey A. Brown – City of Delta Junction
District 8: Mayor Austin Swan – City of Kivalina
District 10: Assembly member Scott Smiley – Kodiak Island Borough
Director-at-Large: Assembly member Kelly Cooper – Kenai Peninsula Borough
NACo Rep: Assembly member Kathryn Dodge – Fairbanks North Star Borough

There was a motion to accept the results of the election. M/S: City of Kenai/North Slope Borough. Motion passed. There was a subsequent motion to destroy the ballots. M/S: City of Adak/City of Kotzebue. Motion passed.

Announcements:

Incoming President Clay Walker addressed the group congratulating the officers and directors along with the clerks that provided their much appreciated support. President Walker also congratulated and thanked First Vice-President Pat Branson and Second Vice-President Karl Kassel and thanked the AML staff and the Hotel Captain Cook staff.

The City of North Pole council member, Santa Claus, drew for the winner of the \$100 cash gift. The gift went to Anita Myers from the City of Pilot Station. Santa Claus then wished everyone a lifetime full of happiness, peace, good health, prosperity and love.

President Walker encouraged all members to participate in AML, stay involved and stay in touch with AML and their respective legislators and for all of us to carry the same message so as to help bring about improvements to this state.

Motion to adjourn. M/S: City of Wainwright/City of Adak. Motion passed. The meeting was adjourned at 10:38 a.m.

Signed: _____
Kathie Wasserman, Executive Director, Alaska Municipal League



ALASKA MUNICIPAL LEAGUE
2018 BOARD OF DIRECTORS

DECLARATION OF CANDIDACY AND FINANCIAL COMMITMENT

FULL NAME _____

MUNICIPALITY _____

MAILING ADDRESS _____

WORK PHONE: _____ HOME/CELL PHONE: _____

E-MAIL _____

CANDIDATE COMMITMENT

I hereby declare myself a candidate for:

☐ Second Vice-President (any district EXCEPT: District 6- Interior Highways, Prince William Sound; District 7 -Fairbanks Area and District 10 - Bristol Bay, Aleutians, Kodiak Island

☐ Director, District 1 - Southeast (except Juneau)

☐ Director, District 9 - Interior Rivers, Lower Kuskokwim

☐ Director, District 3 - Kenai Peninsula

☐ Director, At -Large (any District)

☐ Director, District 5 -Anchorage

☐ NLC Representative

☐ Director, District 7- Fairbanks

and request my name be placed on the ballot for election at the **2017 Alaska Municipal League 67th Annual Conference**. I declare I will serve and participate actively in the designated office and that I will accept the time and financial commitment for the whole term if elected.

SIGNATURE OF CANDIDATE

DATE

MUNICIPAL SUPPORT: to include physical presence at 3 meetings paid for by municipality (Feb., Aug. and Nov.) and one meeting paid for by AML (May).

On behalf of the municipality, I am authorized to commit financial support of the above individual's active participation in the Alaska Municipal League and, if elected, on the AML Board of Directors.

AUTHORIZED SIGNATURE: _____

TITLE _____ DATE _____

Must be submitted to the AML office via fax, mail or email by 4:30 p.m. Thursday 11/09/17, or submitted by hand no later than 5:00 p.m. Wednesday 11/15/17 at the Annual Conference registration desk.

Mail: One Sealaska Plaza, Ste. 200
Juneau, AK 99801

Fax: (907) 463-5480
Email: Kathie@akml.org

OVER

BIOGRAPHICAL SKETCH

FULL NAME _____

OFFICE HELD _____ NO. YRS. _____

PREVIOUS MUNICIPAL OFFICES HELD AND NO. YRS. _____

PREVIOUS EXPERIENCE WITH AML (office held, committee participation, etc.) _____

OTHER RELEVANT EXPERIENCE _____



BYLAWS

ALASKA MUNICIPAL LEAGUE

ARTICLE I

Associate and Affiliate Membership

Section 1. Any unincorporated community, commercial or civic club, educational or government agency, organization, or commercial firm interested in the improvement and welfare of municipal government, may be accepted by the Board as an associate of the League. Associates shall not have a vote.

Section 2. Annual fees and dues for each associate and affiliate, respectively, shall be established by the Board of Directors. Failure to pay affiliate dues or associate fees shall be cause for termination of services. Fees shall be payable on the first day of renewal date for associates and on the first day of January for affiliates.

ARTICLE II

Board of Directors

Section 1. The director districts shall include the municipalities listed in Annex I, below. In the case of formation of a new municipality, it shall be included in the district of its closest neighboring municipality.

Section 2. A quorum shall consist of eight (8) members of the Board of Directors. More than one-half (1/2) of the votes, excluding blanks, cast where a quorum is present, shall constitute a majority vote.

Section 3. Unless inconsistent with these bylaws or with the Articles of Incorporation, all questions of parliamentary procedure shall be decided according to Roberts' Rules of Order.

Section 4. A vacancy on the Board of Directors shall occur when the person holding the office resigns, ceases to hold an elective position in a member municipality, or otherwise becomes unable to perform his or her duties as a Board member.

Section 5. The Board may declare an office vacant if the person holding that office fails to attend two (2) consecutive board meetings without receiving prior approval from the President.

Section 6. The adoption of any amendment to these bylaws shall not operate to shorten the term of any person previously elected to the board.

Section 7. In addition to those organizations explicitly enjoying ex-officio non-voting status under Article VI, Section 2 of the Articles of Incorporation (restated), that status is extended to the following organizations:

Alaska Municipal Attorneys Association
Alaska Association of Municipal Clerks
Alaska Municipal Management Association
Alaska Government Finance Officers Association
Alaska Fire Chiefs Association
Alaska Association of Assessing Officers
Alaska Conference of Mayors
Alaska representative to National Association of Counties
Alaska representative to National League of Cities

ARTICLE III

Officers and Delegates

Section 1. The President presides at all board meetings and at the annual business meeting, represents the Alaska Municipal League in all official capacities, and appoints committees, as provided in these bylaws. No president may be eligible to serve more than one (1) consecutive, full term.

Section 2. The First Vice-President chairs the Resolutions Committee and performs the duties of the President in the President's absence. The First Vice-President shall fill a vacancy in the office of President for the unexpired term. That succession shall not prohibit service for the subsequent full term as President.

Section 3. The Second Vice-President shall perform the functions of Secretary-Treasurer to the board and shall chair the Finance Committee. A vacancy in the office of First Vice-President shall be filled by succession of the Second Vice-President to that office.

Section 4. A vacancy in the office of Second Vice-President or a delegate to a regional or national organization shall be filled by appointment by the President, subject to the approval of the Board of Directors. The appointee shall serve until the next annual meeting.

ARTICLE IV

Committees

Section 1. The President shall appoint all special and standing committees, with the exception of the Resolutions Committee, which shall be appointed by the First Vice-President. The President and Executive Director shall serve as non-voting, ex-officio members of all committees.

Section 2. The President shall appoint a Nominations and Credentials Committee each year, prior to the annual meeting. The First Vice-President shall appoint a Resolutions Committee each year, prior to the annual meeting.

- A.** The Nominations and Credentials Committee shall consist of not more than five (5) delegates, at least one of whom shall be a Past President. The committee shall review nominations for each expired or vacant office to determine the qualifications of each nominee for the office for which nominated. The committee shall prepare a slate of candidates consisting of all nominees who meet the qualifications for the office for which the committee shall attempt to obtain sufficient additional qualified nominees to provide a slate of candidates, provided only one nominee need be provided for the office of director of a district that is a single municipality district. Nominees must have a written commitment of financial support from their municipality to qualify as a candidate for office. The Board of Directors may prescribe the type and extent of commitment required. The committee's slate of candidates shall be presented to the President prior to the annual meeting for balloting by the member municipalities voting at the business meeting.
- B.** The Resolutions Committee shall consist of eight (8) elected or appointed municipal officials. Each resolution accepted by the committee shall be presented at the annual meeting for ratification by a majority vote of the member municipalities voting at the business meeting.

Section 3. The President may appoint a Bylaws Committee. The committee shall consist of not more than five (5) members appointed at large, so as to provide for statewide representation. The committee shall review the bylaws at the direction of the President and submit its recommended amendments to the Board of Directors at least ninety (90) days prior to the annual meeting .

Section 4. No committee may create financial liability unless approved by the Board of Directors.

ARTICLE V

Executive Director

Section 1. The Executive Director shall be employed by the Board of Directors and shall serve at the pleasure of said board. The Board shall establish the salary and qualifications of the office. The Executive Director shall serve as manager and be in charge of the League office, shall have custody of and be responsible for all records, papers and documents of the League, serve as a non-voting, ex-officio member of all committees, serve notice of meetings, and keep an accurate record of all proceedings of League activities at the annual meeting. The Executive Director may fill other League positions, as established by the Board.

ARTICLE VI

Annual and Special Meetings of the League

Section 1. The Executive Director shall send to the official address of each member municipality, a sixty (60) day notice of the time and place of the annual meeting.

Section 2. There shall be no limit upon the number of delegates to be sent by any member municipality to the meeting of the League. All delegates may be heard in debate. Questions shall be decided by voice vote, unless any member municipality shall require a roll call vote. When a roll call vote is taken, each member municipality is entitled to only one (1) vote. Each delegation shall select one of its registered delegates as chairman to express or record its vote. Any delegate attending a meeting may vote. No member may vote by proxy.

Section 3. The order of business at the business session of the annual meeting shall be:

1. Roll Call
2. Approval of Minutes from last annual business meeting
3. Reports of Committees
4. Election of Officers and Board of Directors

Section 4. Nominations for officers, directors and delegates to regional and national organizations shall be made by a nomination and credentials committee of five (5) elected municipal officials of members chosen by the President by the end of the first day of the annual conference. Elections shall be on the last day of the session. The President, Vice-Presidents and Immediate Past President shall be chosen from different director districts as those districts set out in the bylaws.

Section 5. Unless consistent with these bylaws, all questions of parliamentary procedure shall be according to Roberts' Rules of Order.

Section 6. Special meetings of the League may be called by the President or the majority of the Board of Directors at any given time by giving notice to the city clerk of each member municipality at least fifteen (15) days prior to the date of the meeting. The notice shall state the purpose of the meeting.

ARTICLE VII

Finances

Section 1. The fiscal year of the League shall be from July 1 to June 30.

Section 2. The Executive Director shall prepare and submit to the Board of Directors for approval, an annual budget at least two (2) weeks prior to the last regular meeting of the board, prior to the current fiscal year. The Executive Director shall collect and disburse all monies of the League and keep its accounts, which shall at all times be open to the inspection of the Board of Directors. The Executive Director shall have the authority to sign all checks, drafts, notes, warrants, and all orders for the payment of money, consistent with the approved budget.

Section 3. There shall be an annual audit, conducted by an independent firm engaged by the board.

ANNEX I

Director – District 1

City of Angoon
City of Edna Bay
City of Hoonah
City of Kasaan
City of Klawock
Metlakatla Indian Association
City of Port Alexander
City & Borough of Sitka
City of Whale Pass

City of Coffman Cove
Haines Borough
City of Hydaburg
City of Ketchikan
City of Kupreanof
City of Pelican
City of Thorne Bay
City of Saxman
City & Borough of Yakutat

City of Craig
City of Gustavus
City of Kake
Ketchikan Gateway Borough
Municipality of Skagway
Petersburg Borough
City of Tenakee Springs
City & Borough of Wrangell

Director – District 2

City & Borough of Juneau

Director – District 3

City of Homer
Kenai Peninsula Borough
City of Soldotna

City of Kachemak
City of Seldovia

City of Kenai
City of Seward

Director – District 4

City of Houston
City of Wasilla

Matanuska-Susitna Borough

City of Palmer

Director – District 5

Municipality of Anchorage

Director – District 6

City of Anderson
City of Eagle
City of Valdez

City of Delta Junction
City of Nenana
City of Whittier

Denali Borough
City of Cordova

Director – District 7

City of Fairbanks

Fairbanks North Star Borough

City of North Pole

Director – District 8

City of Alakanuk
City of Anaktuvuk Pass
City of Chevak
City of Elim
City of Golovin
City of Kiana
City of Kotlik

City of Ambler
City of Bucklan
City of Deering
City of Emmonak
City of Hooper Bay
City of Kivalina
City of Kotzebue

City of Atkasuk
City of Brevig Mission
City of Diomed
City of Gambell
City of Kaktovik
City of Kobuk
City of Koyuk

City of Nome
Northwest Arctic Borough
City of St. Michael
City of Selawik
City of Shishmaref
City of Teller
City of Wainwright

City of Noorvik
City of Nuiqsut
City of Savoonga
City of Shaktoolik
City of Shungnak
City of Unalakleet
City of White Mountain

North Slope Borough
City of Point Hope
City of Scammon Bay
City of Nunam Iqua
City of Stebbins
City of Utqiagvik
City of Wales

Director – District 9

City of Allakaket
City of Bethel
City of Chuathbaluk
City of Galena
City of Kaltag
City of Holy Cross
City of Lower Kalskag
City of Mekoryuk
City of Napaskiak
City of Nulato
City of Platinum
City of Russian Mission
City of Upper Kalskag

City of Aniak
City of Bettles
City of Eek
City of Goodnews Bay
City of Koyukuk
City of Hughes
City of Marshall
City of Mountain Village
City of Nightmute
City of Nunapitchuk
City of Quinhagak
City of St. Mary's
City of Toksook Bay

City of Anvik
City of Chefornak
City of Fort Yukon
City of Grayling
City of Kwethluk
City of Huslia
City of McGrath
City of Napakiak
City of Nilolai
City of Pilot Station
City of Ruby
City of Shageluk
City of Tanana

Director – District 10

City of Adak
City of Aleknagik
Bristol Bay Borough
City of Cold Bay
City of Ekwok
Kodiak Island Borough
Lake & Peninsula Borough
City of New Stuyahok
City of Ouzinkie
City of Port Lions
City of Unalaska

City of Akutan
Aleutians East Borough
City of Chignik
City of Dillingham
City of False Pass
City of Kodiak
City of Manokotak
City of Nondalton
City of Pilot Point
City of Sand Point

City of Akhiok
City of Atka
City of Clark's Point
City of Egegik
City of King Cove
City of Larsen Bay
City of Newhalen
City of Old Harbor
City of Port Heiden
City of Togiak

Amended: September 20, 2013

RESTATED

ARTICLES OF INCORPORATION Alaska Municipal League

The undersigned hereby certify that these restated articles of incorporation correctly set out the provisions of the articles of incorporation as amended, and have been adopted as required by law. These restated articles supercede the original articles of incorporation and all amendments thereto.

ARTICLE I

Name of Corporation

The name of the corporation is the Alaska Municipal League.

ARTICLE II

Purposes and Objectives

The purpose for which the corporation is organized are as follows:

- (a) To perpetuate and develop the League as an agency for the cooperation of municipalities in the state of Alaska for the practical study of municipal affairs.
- (b) To promote application of the best methods in all branches of municipal service by holding at least one conference annually for the discussion of problems of administration.
- (c) To gather and circulate information and experience concerning the most approved methods of municipal administration.
- (d) To secure general and municipal legislation at the state and federal levels which will be beneficial to the municipalities and inhabitants thereof, and to oppose legislation injurious thereto.
- (e) To safeguard the interests, rights and privileges of Alaskan municipalities as they may be affected by Federal and State governmental actions.
- (f) To secure cooperation among municipalities of the State in a thorough study of local problems and in the application of efficient methods of local government.
- (g) To provide means whereby municipal officials may interchange ideas, experiences, and obtain expert advice.
- (h) To engage in the study and preparation of uniform ordinances, resolutions, and practices; and to do any and all other things necessary and proper for the benefit of the municipalities of Alaska.
- (i) To develop appropriate membership services and programs that strengthen Alaskan local governments' ability to govern their own affairs and improve the well being and quality of life of their constituents.

ARTICLE III

Principal Office

The principal office of the corporation is in Juneau, Alaska.

ARTICLE IV

The period of the corporation's duration is perpetual.

ARTICLE V

Membership

Any incorporated Alaska municipality or federally incorporated community shall be eligible for membership in this League. Associate membership may be provided for in the Bylaws. When any municipality becomes a member of the League, any official of such municipality may be selected by its governing body or chief executive officer (municipal manager level) as a delegate to any meeting of the League. Any member municipality which shall be in arrears for more than one year's dues shall be stricken from the roll of the League until its dues shall be paid in full. Any member City or Borough may withdraw from the League after thirty (30) days written notice thereof is given to the Executive Director.

ARTICLE VI

Board of Directors and Officers

- Section 1. Board of Directors: The Board of Directors shall consist of the President, First Vice President, Second Vice President, Immediate Past President, up to five (5) past presidents, and eleven (11) additional Directors elected in accordance with Article VI, Section 5 below and the President of the Alaska Conference of Mayors. If there are more than five eligible Past Presidents, the positions shall be filled by the five most recent Past Presidents who are eligible. The Board of Directors shall exercise supervision over all the affairs of the organization. Elected Board members shall be mayors or elected members of the governing body of their municipality.
- Section 2. The Alaska Association of Municipal Attorneys, the Alaska Association of Municipal Clerks, the Alaska Municipal Management Association, the Alaska Government Finance Officers Association, Chair of the AML Legislative Committee, and Alaska Board of Directors members of the National Association of Counties and the National League of Cities shall enjoy ex-officio nonvoting status on the Board of Directors. Their seats shall be filled by their respective associations at the Annual Meeting of the Alaska Municipal League. Their attendance shall not count for a quorum. The Board of Directors may by motion add or remove ex-officio nonvoting members of the Board

Section 3. Officers: The officers of this organizations shall be President, First Vice-President, Second Vice-President, and Immediate Past President. The First Vice President shall be the Secretary/Treasurer

Section 4. Term of Office: The terms of office for the President and Vice Presidents shall be one (1) year. Except as provided in Section 4, the terms of a district director shall be two (2) years. The term of director elected at large shall be one (1) year. The term of office of a Past President shall continue until replaced by a more recent Past President or until no longer eligible to serve.

Section 5. Director Districts: Ten of the directors shall be elected from numbered geographic districts as set out in the Bylaws, with one director to be elected from each district and one director at large.

The terms of the directors office elected to even numbered districts shall end in even numbered years, and the terms of directors elected to odd numbered districts shall end in odd numbered years. The term of the director at large shall be one year.

Section 6. Vacancies: Any vacancy in office shall be filled by appointment by the President, subject to the approval of the Board of Directors, and any exception and any other provision for the Bylaws; however, if the vacancy occurs within forty-five (45) days before the annual meeting, the vacancy shall be filled by election. Appointments by the President shall be effective until a successor takes office at the next annual meeting the President shall fill a vacancy with a person from the same district.

Section 7. Compensation: The Board of Directors shall not receive any compensation for their services, but by Board of Directors resolution the Board members may receive reimbursement for actual and necessary expenses incurred in the performance of their duties.

Section 8. Limitation of Expenditures: The Board of Directors may not incur indebtedness in excess of the estimated revenues, including prior year fund balance, unless otherwise authorized by a majority vote of all municipalities voting in an annual or special meeting of the League. This limitation shall not necessarily apply to affiliated entities, such as the AML/JIA, that are governed by an independent Board or Directors or Trustees, and which have budgets, sources of revenue and liabilities independent of the Alaska Municipal League.

ARTICLE VII

Annual Meeting

An annual meeting of the League shall be held each year at a time and place to be determined by the by the Board of Directors. The program of the annual meeting shall be arranged by or under the direction of the Board of Directors. Immediately prior to election of officers at the annual business meeting, the President shall vacate the office and succession of officers as provided for in the Bylaws shall take place. Nominations for Second Vice President and Directors shall be made by resolution by the governing body or in writing by the mayor, of a member municipality. The Board of Directors may prescribe the form and content of nominations and the date by which nominations must be received. There shall be no limit upon the number of delegates to be sent by any member municipality to a meeting of the League. All delegates may be heard in debate. Each member municipality is entitled to only one vote in the annual business meeting. No member may vote by proxy.

ARTICLE VIII

Dues

The annual dues to each member municipality shall be established by the Board of Directors and shall be based on the population within the municipality as determined annually by the appropriate agency of the State of Alaska. The dues shall be payable on the first day of January for that year. The League may prorate the annual dues of municipalities that join the League for a partial year.

ARTICLE IX

Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to the State of Alaska or to a local government body of the State of Alaska for use exclusively for public purposes, or to a nonprofit foundational corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section S01(c)(3) of the Internal Revenue Code, and Section 237091 -d of the Revenue and Taxation Code. Upon the dissolution of the Alaska Municipal League, the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the Judicial District in which this corporation's principal office is located upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X

Nonpartisan

The League shall always be nonpartisan in its organization and in the conduct of its affairs. It shall be the duty of the presiding officer to suppress the discussion of partisan politics and to

suppress efforts to make a personal or political attack upon any official or any member of this League.

ARTICLE XI

Bylaws

The Board of Directors shall adopt Bylaws and amendments thereto. Amendments to the Bylaws shall be by two-thirds (2/3) vote of all directors present at a meeting in which a quorum is present. The Bylaws may contain provisions for the regulation and management of the affairs of the League not inconsistent with law or the Articles of Incorporation. Bylaws may be amended by two-thirds (2/3) vote of all members voting at an annual or special meeting, and when so amended the Board of Directors shall take no action by way of further amendment or revocation of Bylaws or an provision thereof, that is contrary to such amendment.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended at the annual meeting or special meeting by a two thirds (2/3) vote of all municipalities voting, provided the proposed amendment shall have been submitted in writing and read to the delegates on the first day of the meeting. Any amendment approved by the membership shall become effective immediately prior to succession/election of officers at an annual meeting or upon the adjournment of a special meeting at which the amendment was approved, unless otherwise specified in the amendment. Amendments to these Articles of Incorporation proposed and approved by the Board of Directors shall be mailed to each member municipality at least (30) days prior to the annual meeting or special meeting at which the amendments are to be considered.

ARTICLE XIII

Limitation of Liability

No member of the Board of Directors shall be personally liable to the corporation for monetary damages for the breach of fiduciary duty as a director. Nothing in these Articles shall be construed as eliminating or limiting the liability of a director for a breach of a director's duty of loyalty to the corporation; for any act or omission not in good faith that involved intentional misconduct or a knowing violation of law; or for a transaction from which the director, officer or former director or officer of the League, or a person who has served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a director or officer, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties, and may make any other indemnification as may be authorized by the League pursuant to its Bylaws or resolution adopted after notice to the members entitled to vote, not inconsistent herewith, or contrary to state law. The Board of Directors may establish policies and procedures for the implementation of this Article.

ARTICLE XIV
Initial Registered Agent

As originally stated.

ARTICLE XV
Initial Directors

As originally stated.

ARTICLE XVI
Incorporators

As originally stated.

DATED at Homer, Alaska on this 9th day of September, 1994.

DATED at Anchorage, Alaska on this 20th day of November, 2005

DATED at Anchorage, Alaska on the 21st day of November, 2014

John Torgerson (signature)
President

Donald Long (Signature)
Secretary

Acknowledgement

State of Alaska Municipal League

First Judicial District

I HEREBY CERTIFY that on this 9th day of September, 1994 personally appeared before me the foregoing people who have signed the above signatures, who being duly sworn severally declared that they are the persons who signed the foregoing document and that the statements therein contained are true.

Lejane Ferguson (signature)
Notary Public, State of Alaska
My Commission Expires: 1-20-95