



City of Valdez – City Council Planning Retreat Report – Quick Outcomes Overview

Mission Statement:

- *To cultivate an environment of opportunity, sustained prosperity and wellbeing for all people of Valdez*

Prioritized Goals / Focus Areas:

Note: After identifying a number of goals, the council was asked to prioritize their list, by selecting their top 4. The number after the bullet point indicates how many council members (out of 5) selected this goal.

- (4) Develop long term, high level, budget strategy by end of July
- (4) Use of PFD for long term financial plan (when craft 2022 budget)
- (4) Sewer Force Main
- (3) New Housing Developments by 2025
- (2) Create Communication Plan that improves communications with residents by 2021
- (2) Clear goals for City Manager for 2020 & Develop process for prioritization by Oct-Dec 2020
- (1) Identify CSO process by 2020

Additional goals:

- New investment in PFD by 2023
- Maintain local control over oil and gas revenue
- Hospital expansion
- Museum
- Repurpose City Hall campus – design by 2021

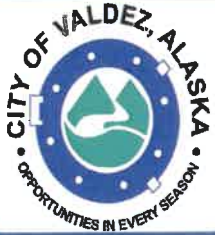
Please note: The following goals were considered ‘already in the cue’:

- Emergency operations plan
- Financial Planning & Budget Sustainability
- Comprehensive Plan (implementation of)

Parking-Lot items: To be addressed in scheduled work-sessions

- CSO's
- Advanced budget discussions
- Permanent Fund
- Rail to Valdez
- Council budget priorities
- How to prioritize new issues that arise (develop a process / system / filter)
- Old fire station
- Lobbying

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2020 COUNCIL RETREAT REVIEW

City Council Strategic Planning Retreat

July 9, 2021

COUNCIL PRIORITIES FROM 2020 FOR 2021 BUDGET-TO CULTIVATE AN ENVIRONMENT OF OPPORTUNITY, SUSTAINED PROSPERITY, AND WELL BEING FOR ALL PEOPLE OF VALDEZ

- Contribute to Economic Recovery from COVID-19 - \$3.1 Million (Surplus and Permanent Fund distribution) - *Actual approximately \$1.0-\$1.25 Million to date.*
- Phase 2 Paving - \$10 Million (Bond and other Project monies) - *Actual \$7.5 Million for Cottonwood Drive and West Hanagita.*
- VCT Causeway - \$4 Million (Reserves and Project monies) - *Actual \$1.5 Million*
- New housing subdivision by 2025 (In excess of \$2.5 Million in Reserve Account) - *Discussion ongoing with Developer for St. Patrick Subdivision at Whalen & Egan Streets; multifamily rezoning has occurred on Egan Street.*
- Complete Fire Station - \$2 Million (Project monies) - *Completed at Budget of \$15,540,000*
- Repurpose City Hall (Fire Station) Campus - Utilizing Fire Station space for office space and storage. Remodeling Council Chambers - \$ 1.5 Million (Project monies); *City Council Chambers underway for \$770,000*
- Lowe River Flood Control Maintenance - *\$5 Million-Actual \$3.6 Million*

COUNCIL PRIORITIES FROM 2020 FOR 2021-NOT ACCOMPLISHED/NOT UNDERTAKEN

- Protect Oil and Gas Revenues via **State Lobbying** - No equivalent of Senate Bill 57 introduced in legislative session - *Escaped Property Tax issue continues to be pursued.*
- Permanent Fund Funding - Put off in 2021 due to COVID relief funding - *Discussion will occur during strategic planning retreat session.*
- Create Communication Plan for Citizens in 2021 - **New e-mail newsletter developed** - *High priority of Comprehensive Plan.*
- Hospital Expansion - **Design funds approved by Council in 2021 Capital Projects** - *Selection of Architect pending*
- Sewer Main - **\$20 Million (Project monies)** - *Design work underway*
- New water well - **\$2 Million** - *Discussions ongoing with DEC*

MAJOR PROJECTS FOR 2022

- Sewer Force Main - **\$20,000,000** - *Low interest loan financing to be pursued*
- H-K Small Boat Harbor Replacement Project - **\$12,000,000** - *Grant funds requested via earmark; \$6,000,000 available*
- St. Patrick Subdivision - **\$3,000,000** - *Includes Whalen Avenue and other potential improvements including sidewalks, street lights, snow lots, and various other amenities*
- New Water Well- **\$2,000,000**

"C"

Budget Priorities Discussion Topics

- Biennial budget
- 2022 default budget / deficit
 - Modeling
 - Options
 - Policy statement for staff
- Policies
 - Personnel
 - Fund balance
 - Revenue; subsidies
 - Mill levy allocation
- Intermediate Planning
 - Modeling; trends and limits
 - Annual and five-year goals
 - Debt service; go 2019
- Long-term planning
 - Permanent fund
 - Revenue Cap

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COMPREHENSIVE PLAN HIGH PRIORITY GOALS-COUNCIL RETREAT 7/9/2020-7/10/2021

GOAL	ACTION	BOARD/COMMISSION/COV STAFF RESPONSIBLE	REASON
1.1A	Complete a review of Plan Valdez ever 5 years and adopt amendment as needed	Planning Commission/Planning Director	Required by Section 3.7 of Charter and Chapter 2.52 of City Code-Planning & Zoning
1.1C	Annual planning review of all adopted master plans for implementation of action items and to identify when review/update is needed	Valdez Parks and Recreation Master Plan (2020)-Parks & Recreation Commission/PRCS Director ,	Suggested by Chapter 2.48 of City Code-Parks and Recreation Commission
1.1C	.....	Valdez Comprehensive Waterfront Masterplan 2019-Ports & Harbor Commission/Ports and Harbor Director	Suggested by Chapter 2.56 of City Code-Ports and Harbor Commission
1.1C	.....	City of Valdez Natural Hazard Mitigation Plan Update (2018), Emergency Manager, Police Chief, City Manager, Assistant City Managers, PIO and Mayor (based on need) and LEPC rep	Suggested by Chapter 9.36 Emergency Preparedness
1.1C	.....	Valdez Museum & Historical Archive Master Interpretive Plan (2016), Valdez Museum/Historical Achieve Board of Directors, Museum Executive Director	Suggested by Chapter 2.36 Valdez Museum and Historical Archive
1.1C	.....	Valdez Visitor Market Profile (2016), Economic Diversification Commission , Valdez Convention & Visitor's Board, Economic Development Director and Valdez Convention and Executive Director	Suggested by Chapter 2.60 Economic Diversification Commission
1.1C	.....	Competitive Market Analysis and Long Range Planning for the Port of Valdez (2015), Ports and Harbor Commission/Ports and Harbor Director/Economic Diversification Commission and Economic Development Director	Suggested by Chapters 2.56 and 2.60 Ports and Harbor and Economic Diversification-Economic Development Director and Ports and Harbor Director

1.1C	.....	Community of Valdez Strategic Plan 2013-2018 (2013) , Planning Commission, Economic Diversification Commission, Planning Director, Assistant City Manager, City Manager, Economic Development Director	Suggested by Section 3.7 of City Charter, Chapters 2.52 Planning and Zoning Commission and 2.60 Economic Diversification of City Code.
1.1C	.....	Valdez Coordinated Community Transportation Plan (2013) , Planning & Zoning Commission, Planning Director, City Manager, Assistant City Manager/Capital Facilities Director	Suggested by Chapter 2.52 of City Code Planning & Zoning
1.1C	.....	Meals Hill Master Plan (2021) -Parks and Recreation Commission/PRCs Director	Suggested by Chapter 2.48 of City Code-Parks and Recreation Commission
1.1C	.....	Valdez Housing Market Assessment and Gap Analysis (2020) , Economic Diversification Commission, City Manager, Economic Development Director	Suggested by Chapter 2.60 Economic Diversification Commission
1.1C	.....	Valdez Pioneer Field Airport Master Plan , Ports and Harbor Commission, ADOT, Ports and Harbor Director	Suggested by Chapter 2.56 of City Code-Ports and Harbor Commission
1.1C	.....	Hospital Master Plan Update (2013) , Providence Health Advisory Committee , City Manager, Assistant City Manager, Assistant City Manager Capital Facilities Director	Per Contract between City of Valdez and Providence
1.2E	Provide Annual Training to the City Council and	City Council, Planning and Zoning Commission, City Attorney, City Clerk, and Planning Director	Suggested by Chapter 2.52 of City Code Planning & Zoning & Chapter 2.24 Code of Ethics
1.3A	Develop a Public Participation Plan (how, when and how input is used)	City Manager, Assistant City Manager, City Clerk, Deputy City Clerk, Planning Director and Economic Development Director	Key staff involved in issue

1.3B	The City of Valdez will develop an internal plan for staff related to diversity and inclusion	City Manager, Assistant City Managers, HR Director, City Clerk, and Police Chief	Key staff working with employees and public on issue
1.3C	Develop an ADA self evaluation and Transition Plan for City Owned facilities	Assistant City Manager/ Capital Facilities Director, Building Inspector, Fire Chief, City Clerk, IT DIRECTOR	Staff Members involved in planning for facility improvements
1.3D	Strengthen relationship with the Valdez Native Tribe for improved communication and collaboration between City and Tribe	City Council and City Manager	Relationship issues needs Council and Manager attention
2.1A	Adopt two new zoning districts: Residential/Recreation; Planned Development District and Industrial Working Waterfront Planned Development District	Planning and Zoning Commission and Ports and Harbor Commission-Planning Director and Ports and Harbor Director	Suggested by Chapter 2.52 of City Code Planning & Zoning & Chapter 2.56 Ports and Harbor Commission-Planning Director and Ports and Harbor Director
2.1B	Rezone City of Valdez parcels to align with future land use map	Planning and Zoning Commission-Planning Director	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Planning Director
2.1G	Investigate development standards to establish a fair allocation to developers of the costs for required off-site improvements needed to help supports the impacts of development projects on public infrastructure	Planning and Zoning Commission, Planning Director, City Manager, Assistant City Manager Capital Facilities Director/Planning Director/Finance Director	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Planning Director

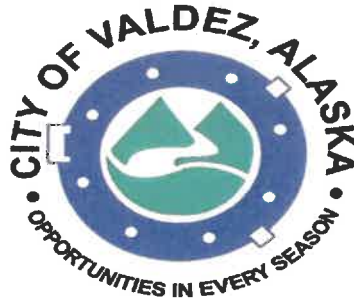
2.1H	Establish standards with which to assess existing and or/needed infrastructure improvements and associated costs for developments during reviewing process	Planning and Zoning Commission-Planning Director and Assistant City Manager Capital Facilities/Capital Projects Director	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Assist City Manager Capital Facilities/Capital Projects Director expert on new infrastructure costs
2.1I	Prioritize code enforcement of known nuisances (as defined under Titles 8 and 17) that pose a threat to public health and safety and/or the environment	Newly created Beautification Board, Planning Department, Police Chief and Code Enforcement Officer	Key Boards and staff involved in issue
2.1J	Update Title 17 to better differentiate between nuisance types and verify coordination with recent Title 8 update	Planning & Zoning Commission-Planning Director, Police Chief, and Code Enforcement Officer	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Planning Director, Police Chief, and Code Enforcement Officer
2.3A	Identify and adopt strategic housing investment areas	Economic Diversification Commission, City Manager, Economic Development Director and Planning Director	Suggested by Chapter 2.60 Economic Diversification Commission
2.3B	Revise residential zones in the Title 17, Zoning Code	Planning and Zoning Commission-Planning Director	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Planning Director

2.3C	Revise Title 17 to provide guidelines for short term rental housing and accessory dwelling units	Planning and Zoning Commission-Planning Director	Suggested by Chapter 2.52 of City Code Planning & Zoning Commission-Planning Director
2.3D	Provide expedited development review and permitting for new housing construction in Strategic Housing Investment Areas	Building Inspector, Planning Director and Assistant City Manager	Key staff involved in issue
2.3E	Develop Housing-Directed Incentive Programs	Economic Diversification Commission, City Manager, Economic Development Director, Finance Director	Suggested by Chapter 2.60 Economic Diversification Commission
3.2A	Participate in private-public partnerships to support small businesses	Economic Diversification Commission, City Manager, and Economic Development Director	Suggested by Chapter 2.60 Economic Diversification Commission
4.1A	Identify and plan for needed connections between transportation modes for efficient regional travel	Economic Diversification Commission, City Manager, Assistant City Manager, and Economic Development Director	Suggested by Chapter 2.60 Economic Diversification Commission
4.1E	Continue to advocate for reliable ferry and air service	Economic Diversification Commission, City Manager, Assistant City Manager, Economic Development Director, Federal and State Lobbyists	Suggested by Chapter 2.60 Economic Diversification Commission
4.2F	Coordinate with DOT&PF to prioritize the improvement of the "Welcome to Valdez" sign site.	Assistant City Manager/ Capital Facilities Director, Public Works Director	Key staff
5.1A	Maintain High Quality Educational Facilities	Assistant City Manager Capital Facilities Director, School Board, School Superintendent	City Facility-School Programming
7.1A	Make Hazard mapping easily available	Emergency Manager, GIS Coordinator, Planning Director,IT	Key staff
7.1E	Expand Emergency response radio system to areas not served	Emergency Manager, Fire Chief, Police Chief, IT and Assistant City Manager/Capital Facilities Director	Key staff

7.2G	Monitor extreme weather events and their impacts	City Manager, Emergency Manager, Assistant City Managers, Police Chief, Fire Chief, PIO, and Mayor (when needed)	IMT Short Team
7.1J	Continue to implement and update Emergency Operations Plan and Hazard Mitigation Plan	City Manager, Emergency Manager, Assistant City Managers, Police Chief, Fire Chief, and Mayor (when needed)	IMT Short Team

ITEM	CURRENT GOAL	Priority	Metric
EAST PEAK/RVDOR	Create Desination Resort Overlay District	Medium	Create Resort Overlay District adopted with two years of Plan Valdez Adoption
VALDZ MUSEUM	Inventory historic and cultural resources and develop local landmark register	Medium	Establsih local historic and cultural resources inventory criteria (after completion of Heritage Preservation or Plan Element
BOROUGH FORMATION/BOUNDARDY CHANGE	NONE	NOT LISTED	NONE

"E"



City of Valdez MEMO

To: City Council Members
City Manager Mark Detter
City Clerk Sheri Pierce
City Attorney Jake Staser

From: Mark Detter, City Manager

Date: July 10, 2021

Re: Mayor's Task Force Groups & Boards & Commissions

The Mayor's Task Force groups have accomplished a considerable amount of work and have added value to our community. I believe the goals of these groups is to achieve certain tasks within a set time frame. In that spirit, I would like to suggest that the following Task Forces finalize recommendations from their group in the following manner.

-Mayor's Beautification Task Force-The Task Force should be transition in to appointed Board with a specific mission, possibly advising staff on code enforcement issues and site planning. The awarding of grants for Beautification purposes could be another responsibility of this Board or Commission on a yearly basis.

-Mayor's Flood Task Force- Once the proper permits have been issued by the Alaska Department of Natural Resources for the Lowe River Flood Mitigation Plan the Task Force should recommend capital improvements related to the Lowe River to the City Council for their consideration. The Capital Projects department took bids on a flood maintenance project on the Lowe River, but a larger project involving further City expenditure is on the horizon once a permit has been issued by DNR (\$10-\$15 million Dike Project) with a potential annual gravel extraction program (Est. \$1-3 million / year). Further, the need for regular meetings of this group

may decrease. However, during 2021 I would like to see some future goals set for this group. A few potential goals are:

1) Creating support for the City Council and staff on communicating to State officials the need for the issuance of the permit per AS 38.05.872

2) Identifying funding mechanisms for a larger flood project.

Mayor's Hospital Expansion Task Force- A committee of task force members, City staff, and hospital staff are currently developing an RFP for an update of the hospital master plan. Once the architectural firm is selected by the hospital expansion task force and the Providence Valdez Health Advisory Board, the Task Force will have completed their duty and the Providence Valdez health advisory board should make recommendations to the City Council on the implementation of the master plan.

Further consideration needs to be given to appointment of Boards and Commissions. Council is specifically empowered to appoint Boards or Commissions. Section 3.7 **Powers of the Council to Appoint Citizen Boards.** The council may establish by ordinance, boards or commissions as in its judgements are required and may grant to them such powers and duties as are consistent with the provisions of this Charter.

The creation of Task Forces is not specifically authorized in the Charter. Several Board and Commissions have been established by Ordinance and are in City Code, including

Planning and Zoning Commission-7 members.

Parks and Recreation Commission-7 members.

Economic Diversification Commission-7 members.

Ports and Harbor Commission-7 members.

Library Board-7 members.

The Mayor is to appoint members to these Commissions and Boards with Council approval.

Others Boards, Commissions, and Committees include:

Permanent Fund Committee-Selected by Council-Three Council Members appointed plus City Manager and 3 citizens.

Museum Board-Selected by Council.

Providence Health Advisory Council-Selected by Providence and confirmed by City Council.

City Audit Committee-Three Council Members.

From: [Allie Ferko](#)
To: [Sharon Scheidt](#); [Dawson Moore](#)
Cc: [Mark Detter](#); [Sheri Pierce](#)
Subject: BTF Recommendation for Council Retreat
Date: Tuesday, July 6, 2021 1:50:00 PM

Sharon, Dawson,

Here is the Beautification Task Force's recommendation to City Council regarding the future of the group. As we planned, they put this recommendation together for you as part of the overall task force/commission/board discussion at the Council retreat.

(I should have the audio recording of the session posted on the city agenda's website by tomorrow afternoon if you also wanted to listen to their discussion.)

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- **Name/Type:** Beautification Commission
(Commission to be established by ordinance if City Council concurs with the need for the group to continue their work.)
 - **Composition:** Seven commissioners, each serving a three-year term. A chair and chair pro tempore will be elected at the first meeting of the commission.
 - **Representation:** Commissioners should not be assigned specific sectors so as to not limit interested participants. However, Council could consider maintaining a variety of stakeholder representation during the commission selection/appointment process.
 - **Staff Advisor:** Clerk's Office. However, due to existing workload of the department, commissioners will be actively involved in performing the work of the commission.
 - **Meeting Schedule:** Commission should continue to meet once per month at their regular meeting time - noon on the last Monday of the month.
 - **Commission Mission Statement:** The Beautification Commission advocates for, promotes, and enhances the aesthetics of the community's human built environment to reflect the beauty of the surrounding natural environment and build a sense of place and civic pride.
 - **What commission success looks like in ten years:** Positive momentum towards passionate, sustained community engagement and pride in the aesthetic environment of our community.
 - **Commission Responsibilities** (to include in the ordinance; in no particular order):
 - Serving as an advisory commission to the city council.
 - Building community, a sense of place, and civic pride through beautification projects, educational programming, and activities focused on the aesthetics of town, including but not limited to design, landscaping, and public art.

- Serving as a collection point for public feedback regarding aesthetics of the community and associated needs/wants.
- Advising on the aesthetic components of city projects and public-private partnership projects, as requested.
- Advising on code enforcement efforts related to community aesthetics, as requested.
- Administering city-funded beautification grant and incentive programs.
- Facilitating applications to obtain outside beautification grant funding.
- Consulting with other city boards and commission on their work as it relates to community aesthetics.
- Participating in the comprehensive planning process as it relates to community aesthetics.
- Providing recommendations to city council thru the city budget process regarding beautification program or beautification project priorities for funding.
- **Commission Goals:** These will be set during the first couple of meetings once the commission is established. The task force did not want to get into too much detail or spend too much time on goal setting until they received confirmation the Council wanted them to continue their work in the form of a commission.

They did provide a few examples of goals, including but not limited to:

- Setting up a process to collaborate with other commissions, code enforcement, capital facilities, etc. after commission creation. Perhaps through joint work sessions. Collaboration process in place by January 2022. Commission would then know what their role would be with each, and other entities would know how/when the commission could help.
- Administer the beautification matching grant program annually, as long as funding and interest from property owners continue. Perhaps emphasizing landscaping or art in future years.
- Gathering input thru a variety of avenues on where the public believes the focus should be for beautification efforts moving forward. Done by the end of 2021. Does not need to be done by a contractor – can be a grassroots effort. Have this be an annual occurrence. Discussion about having a 2-3 person team of commission members staffing vendor booths at events to gather input using a paper survey of some sort. Would have to thought out to ensure we meet compliance with statute and have strict guidelines for the commissioners participating.
- Commission develop a public art/mural program. Solicitation to artists to envision where and what type of art would best be suited for different areas of the city.

Brainstorming session in early 2022 and future plan, with request for funding if necessary, by budget time in 2022.

- Commission develops an interactive presentation on the economic and social benefits of beautification by the end of 2021. Commission members use the presentation to do outreach to 5-10 community organizations in 2022.
- In late 2021 or early 2022, begin discussing/revisiting the “Valdez Home and Garden Show” concept. With the goal to help property owners with the resources and ideas needed to improve the aesthetics of their property. During the show, connect home/property improvement vendors with property owners, provide educational sessions on types of landscaping/plants that do well in our climate, provide educational sessions on basic home improvement skills in a home show type setting, etc. This may be a potential partnership opportunity with PWSC and other private entities.
- There continues to be discussion on the need for a centralized “town square” or centralized outdoor gathering/community use/event space in the core downtown area to pull together the pedestrian experience and overall aesthetic of town. So this is likely to be one type of project championed by this group in the future.

Take Care,

Allie Ferko, MMC

Public Information Officer & Deputy City Clerk

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Valdez COVID-19 Community Updates: www.valdezak.gov/COVID-19

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Chapter 2.48 PARKS AND RECREATION COMMISSION

Sections:

- 2.48.010 Establishment—Composition—Appointment of members.**
- 2.48.020 Powers and duties.**
- 2.48.030 Quorum and voting.**
- 2.48.040 Limitations.**

2.48.010 Establishment—Composition—Appointment of members.

A. There is created a Valdez parks and recreation commission, consisting of seven members who are interested in parks and recreation opportunities and programs for the benefit of the city. The members are appointed by the mayor, with approval of the city council, for two-year terms.

B. Appointments to the commission shall be adjusted by the mayor and council to ensure continuity. In this regard, initial appointments may be made for terms other than two years, to ensure that the terms of no more than four members expire in any one year. (Prior code § 2-26)

2.48.020 Powers and duties.

The commission is an advisory commission to the city council and the planning and zoning commission. It shall:

- A. Act in an advisory capacity to the city in regard to the planning, implementation and enforcement of programs dealing with the establishment, development and maintenance of parks, the creation and preservation of recreational facilities and opportunities, and the conservation of natural and recreational features within the city;
- B. Receive, consider and evaluate public input, opinions and recommendations regarding the parks and recreation programs of the city and advise the city council and planning and zoning commission of any findings or recommendations;
- C. Make recommendations regarding the parks and recreation budget of the city;
- D. Meet at least once a month and cause minutes of each meeting to be recorded and forwarded to the council through the city manager; and
- E. Perform such other activities as may be requested of it by the city council or the planning and zoning commission. (Prior code § 2-27)

2.48.030 Quorum and voting.

A quorum of the parks and recreation commission for the conduct of any meeting or public hearing shall be a majority of the commission. No actions shall be taken by the commission except by concurrence of at least four members. (Prior code § 2-28)

2.48.040 Limitations.

The commission has only those powers and duties set forth in this chapter and those necessarily implied from those enumerated. In particular, the commission may not:

- A. Expend or obligate city funds without prior approval of the city council; or
- B. Act in any manner inconsistent with the powers of the planning and zoning commission or with the requirements of Section [2.48.020](#). (Prior code § 2-29)

Chapter 2.52 PLANNING AND ZONING COMMISSION

Sections:

- 2.52.010 Established—Composition—Appointment of members—Chairman.**
- 2.52.020 Terms of office of members—Filling of vacancies.**
- 2.52.030 Powers and duties.**
- 2.52.040 Quorum and voting.**
- 2.52.050 Decisions.**

2.52.010 Established—Composition—Appointment of members—Chairman.

There shall be a city planning and zoning commission, which shall consist of seven members who shall be appointed by the mayor, with the approval of the city council. The city council shall serve as ex officio members of the commission. The commission shall elect its chairman from among the appointive members. (Prior code § 2-14)

2.52.020 Terms of office of members—Filling of vacancies.

The term of office of the appointive members of the planning and zoning commission shall be three years. Any vacancy during the unexpired term of an appointive member shall be filled by the city council for the remainder of the term. (Prop. 1, 10-2-01; prior code § 2-15)

2.52.030 Powers and duties.

The planning and zoning commission shall:

- A. Have the authority to prepare and submit to the city council for its approval a master plan for the physical development of the city, including the general location, character and extent of streets, bridges, parks, waterways and other public ways, grounds and spaces, together with the general location of the public buildings and other public property, public utilities, and the extent and location of any public housing or slum clearance projects. The commission shall recommend such modifications of such plan from time to time, as it deems in the city's interest;
- B. Prepare and recommend to the city council a comprehensive zoning ordinance and map, or propose amendments or revisions thereof, with such provisions as the commission shall deem necessary or desirable for the promotion of health, safety, morals and general welfare of the inhabitants of the city;
- C. Act as the platting board and exercise other functions with respect to land subdivisions, planning and zoning as may be prescribed elsewhere in this code or any other ordinance of the city, not inconsistent with the provisions of the city charter; and

D. Cause minutes of each meeting to be recorded and forwarded to the city council through the city manager. (Prior code § 2-16)

2.52.040 Quorum and voting.

A quorum of the planning and zoning commission for the conduct of any meeting or public hearing shall be a majority of the commission. No actions shall be taken by the commission except by concurrence of at least four members. (Prior code § 2-17)

2.52.050 Decisions.

Any and all final decisions of the planning and zoning commission may be overruled or reversed by the city council, but only upon a vote of five council members in favor of such overruling or reversal. (Prior code § 2-18)

Chapter 2.56

PORTS AND HARBOR COMMISSION

Sections:

2.56.010 Established—Composition—Appointment and terms of members—Chairman.

2.56.020 Powers and duties—Meetings.

2.56.030 Quorum and voting.

2.56.040 Code references.

2.56.010 Established—Composition—Appointment and terms of members—Chairman.

There is established a city ports and harbor commission which shall consist of seven members who shall be appointed by the mayor, with approval by the city council. The terms of the commission members shall be for three years or until their successors have been appointed and approved. The term of two members shall expire each year with the additional term expiring every third year. Vacancies shall be filled in the same manner as the commissioners are appointed. The commission shall elect its chairman from among the appointive members. The initial members of the commission shall be those individuals appointed to the former transportation commission who shall serve out the terms for which they were appointed. (Ord. 96-16 § 1 (part))

2.56.020 Powers and duties—Meetings.

A. The commission may recommend to the city council policies relating to the city's port and harbor and transportation issues including, but not limited to seaport, airport and land terminals.

B. The commission shall review and advise the city council on the following areas of public interest and concern:

1. Valdez port, including all docks: development, design, operation, maintenance, tariffs and fees and stevedore services;
2. Valdez airport: development, design, operation, maintenance, tariffs and fees;
3. Alaska Marine Highway: equipment, schedules, services and docks;
4. Vehicles for hire, taxicabs, buses and limousines: franchises, fares, routes and services;
5. Hostler and cartage: service and tariffs within the city limits;
6. Integration of systems: general integration of the air, highway and water transportation systems with the general and industrial development of the city;

7. Valdez small boat harbor: development, design, operation, maintenance, tariffs and fees.

C. The commission shall meet at least once a month. The commission shall cause minutes of each meeting to be recorded and forwarded to the council through the city manager.

D. The commission may adopt such rules and regulations as may be necessary to carry on its duties.

E. The commission may appoint, from time to time, committees of local citizens to aid it in its duties, including but not limited to investigations and reports relating to specific items. Such committees shall serve at the pleasure of the commission. (Ord. 96-16 § 1 (part))

2.56.030 Quorum and voting.

A quorum of the ports and harbor commission for the conduct of any meeting or public hearing shall be a majority of the commission. No actions shall be taken by the commission except by concurrence of at least four members. (Ord. 96-16 § 1 (part))

2.56.040 Code references.

Any references in this code to "transportation commission" shall be interpreted to mean "ports and harbor commission." (Ord. 96-16 § 1 (part))

Chapter 2.60

ECONOMIC DIVERSIFICATION COMMISSION

Sections:

- 2.60.010 Establishment—Composition—Appointment of members.**
- 2.60.020 Powers and duties.**
- 2.60.030 Quorum and voting.**
- 2.60.040 Limitations.**
- 2.60.050 Definitions.**

2.60.010 Establishment—Composition—Appointment of members.

A. There is established an economic diversification commission which shall consist of seven members who shall be appointed by the mayor, with the approval of the city council. The terms of the commission members shall be for three years or until their successors have been appointed and approved. The term of two members shall expire each year with the additional term expiring every third year. Vacancies shall be filled in the same manner as the commissioners are appointed.

B. Appointment to the commission shall be adjusted by the mayor and city council to ensure continuity. In this regard, initial appointments may be made for terms other than three years, to ensure that the terms of no more than three members expire in any one year.

C. Members of the commission shall be diversified to the maximum extent possible and appointed to represent specific industry sectors of the economy. No two members may be appointed to serve concurrently from the same industry sector. Representatives will be selected from among the following industry sectors:

1. Accommodations.
2. Commercial fishers.
3. Contracting/trades.
4. Food and beverage.
5. Healthcare.
6. Micro business/nonprofessional sole proprietors.
7. Oil and gas.

8. Professional services (attorney, engineer, banker, real estate, media, etc.).

9. Retail.

10. Seafood processing.

11. Sport fisheries.

12. Summer tours and attractions.

13. Transportation.

14. Utilities.

15. Winter tours and attractions.

D. The commission shall elect its chairman from among the appointed members.

E. There may be an additional appointed ex officio position to represent the military members of the community. This position may be held by a local active-duty member of the United States Coast Guard or National Guard. This seat is a nonvoting, advisory position. (Ord. 14-03 (part))

2.60.020 Powers and duties.

The commission is an advisory commission to the city council. It shall:

A. Have the authority to prepare and submit to the city council for its approval a comprehensive economic diversification strategy for the overall economic diversification of the community. The commission shall recommend modifications of such plan from time to time, as it deems in the city's interest;

B. Prepare and recommend to the city council for approval reports and plans regarding socioeconomic data and specific sectors of the economy;

C. As directed by the city council, review and make recommendations to the council for approval of strategic plans, plans of work and funding requests of agencies, organizations, and event sponsors;

D. Review and make recommendations to the city council for approval on projects submitted for economic development grant funding opportunities;

E. Receive, consider and evaluate public input, opinions and recommendations regarding economic diversification programs of the city and advise the city council of any findings or recommendations;

- F. Monitor progress and report to council the status of capital improvement projects, programs and activities outlined as goals, objectives or action items in the community's economic strategy;
- G. Have the authority to prepare and submit to council for approval regular quarterly or annual reports documenting economic trends in the community;
- H. Make recommendations to the city council regarding the economic diversification portion of the annual city budget;
- I. Meet at least once a month and cause minutes of each meeting to be recorded and forwarded to the city council through the city manager;
- J. Perform such other activities as may be requested of it by the city council. (Ord. 14-03 (part))

2.60.030 Quorum and voting.

A quorum of the economic development commission for the conduct of any meeting or public hearing shall be a majority of the commission. No actions shall be taken by the commission except by concurrence of at least four members. (Ord. 14-03 (part))

2.60.040 Limitations.

The commission has only those powers and duties set forth in this chapter and those necessarily implied from those enumerated. In particular, the commission may not:

- A. Expend or obligate city funds without prior approval of the city council; or
- B. Act in any manner inconsistent with the requirements of Section [2.60.020](#). (Ord. 14-03 (part))

2.60.050 Definitions.

For the purposes of this chapter, the following words and phrases shall have the meanings respectively ascribed to them by this section:

"Economy" means the process or system by which goods and services are produced, sold, and bought.

"Economic development" means the process by which the economy is caused to grow, or a sector of the economy is made more advanced.

"Economic diversification" means the process by which the economy is changed to increase the variety of goods or services produced or offered. (Ord. 14-03 (part))

Chapter 2.64 LIBRARY BOARD

Sections:

2.64.010 Creation—Appointment—Terms of members.

2.64.020 Powers and duties.

2.64.030 Quorum and voting.

2.64.010 Creation—Appointment—Terms of members.

- A. There is created a city library board. The mayor, with the approval of the city council, shall appoint seven persons as regular members of the library board for three-year terms.
- B. Appointment to this board shall be adjusted by the mayor and council to ensure continuity. In this regard, initial appointments may be made for terms other than three years, to ensure that the terms of no more than three members expire in any one year. (Prior code § 2-33)

2.64.020 Powers and duties.

The library board is an advisory board to the city council. The board shall:

- A. Receive, consider and evaluate public input, opinions and recommendations regarding the care, staffing, equipping and managing of the city library;
- B. Act in an advisory capacity to the city council in regard to the planning and implementation of programs dealing with use and development of the city library and its resources;
- C. Make recommendations to the city council regarding the library budget of the city;
- D. Develop policies and rules for the conduct and frequency of its own meetings;
- E. Cause minutes of each meeting of the commission to be recorded and forwarded to the council through the city manager; and
- F. Perform such other activities as may be requested of it by the city council. (Prior code § 2-34)

2.64.030 Quorum and voting.

A quorum of the library board for the conduct of any meeting or public hearing shall be a majority of the board. No actions shall be taken by the board except by concurrence of at least four members. (Prior code § 2-35)

3.04.051 Governance of the Valdez permanent fund assets.

A. The city, the city council, the administration, the investment managers and the bank custodians shall exercise the judgment and care under the circumstances then prevailing which an institutional investor of ordinary prudence, discretion, and intelligence exercises in the management of large investments entrusted to it, not in regard to speculation, but in regard to the long term investment of funds considering the probable safety of capital as well as probable income.

B. In order to ensure sound investment strategy, the city council will take action in the following manner:

1. The city council shall establish written investment policies by formal resolution which shall be adhered to without exception;
2. The city council shall review the investment policies of the permanent fund at least once each year during the first quarter and shall, by formal resolution, re-adopt or modify said policies;
3. The city council shall establish, by formal resolution, a plan for the allocation of investment assets each year thus determining a percentage range of the amount of assets which shall be committed to various asset classes, which sets forth portfolio duration, and which establishes performance benchmarks, and which makes a statement of the percentage or amount of that year's annual earnings that shall be retained to inflation-proof the fund principal;
4. The city council shall establish a permanent fund investment committee consisting of the city manager, three members of the city council, and up to three members of the community at large. Appointments to at-large seats shall be made by the city council each November. At-large seats will serve three-year staggered terms. The city finance director shall serve as liaison to the committee. The committee shall meet quarterly to determine general strategies and monitor results;
5. The city administration shall maintain on file the monthly reports which indicate transactions affecting the investment account, to include, at a minimum, transfers of cash into and out of the account, and interest or dividends received by the account;
6. The city administration shall order an objective performance evaluation of the investment program every year;
7. The city council shall retain one or more bank custodians to hold all investment cash and fixed income securities of the permanent fund; that the custodians shall render monthly reports to the administration regarding assets held at both book and market values, and individual transactions which have taken place; that the banks shall have adequate fidelity insurance, and that written contracts be entered into between the city and the custodian banks.

C. The city council shall retain one or more professional investment managers to design portfolios and invest funds in accordance with the written investment policies adopted by the city council. The investment managers shall be registered financial advisers with both the United States Securities and Exchange Commission and the state of Alaska, unless otherwise exempt from registration, and the investment managers shall agree to serve as a fiduciary to the city. Each investment manager shall carry professional liability insurance in an amount satisfactory to the city, and the terms of the investment relationship shall be memorialized in a written contract entered into between the city and the respective investment advisers. (Ord. 09-01 § 1; Ord. 06-04 § 1; Ord. 02-08 § 1; Ord. 01-07 § 1)

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Article I **NAME**

Sec. 1 Name: The official name shall be the Valdez Museum and Historical Archive Association, Incorporated [hereinafter called “the Museum Corporation”].

Article II **OFFICES**

The Principal office of the Museum Corporation in the State of Alaska shall be located in Valdez, Third Judicial District, State of Alaska.

The Museum Corporation shall have and continuously maintain in the State of Alaska registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III **PURPOSE**

The purpose of the Corporation shall be as set out in the Articles of Incorporation.

Article IV **SEAL**

The Museum Corporation shall have a seal.

Article V **MEMBERSHIP**

Sec. 1 Members: Membership in the Museum Corporation is limited to those persons holding office on the City Council of the City of Valdez, Alaska. A Member shall retain membership until his/her successor takes office on the City Council.

Sec 2 Voting: Each Member may vote on any issue brought before the Members in person, but not by proxy.

Article VI **MEMBERSHIP MEETINGS**

Sec 1 Annual Meetings: The annual meeting of the Members shall be held during the month of October of each year. ¹ At such meetings, the Members shall receive reports from the Board of Directors and transact such other business which shall come before the meeting; the place for all meetings will be the City Council chambers unless noticed otherwise. Notice in writing to all Members of the date, time and place of each meeting. This notice shall be given not less than thirty days in advance of the date of the meeting.

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Sec 2 Special Meetings/Notice: Special meetings of the Members may be called by written request to the President of the Members by at least two or more of the Members. A minimum of 24 hours written notice to the Members and the public shall be given prior to convening of special meetings of the members. Notice to all Members which shall include a copy of the agenda for the special meeting. The Members shall not conduct any business at the special meeting unless it appears in the agenda accompanying the notice.

Sec 3 Quorum: A quorum for the transaction of business of any meeting of the Members shall consist of four of the voting membership. Once established, a quorum is valid for the remainder of the meeting so long as at least four voting Members are present.

Sec 4 Executive Sessions: The Members may adjourn any meeting into an Executive session by a majority vote of the quorum present for purposes of discussion as provided in Alaska Statue 44.62.310 and as hereafter amended. The agenda shall state the qualifications of item to be discussed in the Executive Session. Notice of a vote to adjourn to Executive Session must be posted at least 24 hours prior to the start of the meeting. No formal action may be taken in Executive Session.

Sec 5 Voting: A vote by a majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum has been established is an action by the membership.

Approval of four Members is required for:

- a. Removal of a member of the Board of Directors

Approval of six Members is required for:

- a. Amendment of the Articles of incorporation or Bylaws
- b. Merger or consolidation
- c. Sale or other disposal of substantially all of the assets of the Corporation
- d. A decision to expend endowment principal; this action also requires unanimous affirmative vote of the Museum Corporation Board of Directors
- e. Dissolution of the Museum Corporation

Each Member shall have one vote; cumulative voting is not permitted.

Article VII

PROHIBITED ACTIVITIES

The Corporation is a non-profit corporation under the laws of the State of Alaska and under Section 501(c)(3) of the Internal Revenue Code. No Member shall take any action which would jeopardize or in any way defeat the Organization's status as a non-profit corporation.

Article VIII

BOARD OF DIRECTORS

Sec 1 General Powers: The affairs of the Museum Corporation shall be managed by a Board of Directors, [hereinafter referred to as "the Directors"]. The Directors shall have authority over the operation and administration of the Museum Corporation and will adopt those policies it deems necessary to ensure the Valdez Museum and Historical Archive [hereinafter referred to as "the Museum"] is operated in a professional manner. The directors may employ an Executive Director as it deems necessary to administer and operate the Museum.

Sec 2 Number, Tenure and Election: The number of voting Directors shall be eleven, appointed at large by the Members of the Corporation. One Director may be nominated by the Valdez Native Tribe, Inc. and

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reported in writing to the Members of the Corporation. All appointments to the Board of Directors will be for three years unless such appointment is to fill a vacant position. In this latter event, the person appointed shall complete the remaining term of the director vacating the position.²

Sec 3 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Members of the Museum Corporation; the appointed Director will serve the balance of the unexpired term of such vacant office.

Sec 4 Replacement: A Director who, without due cause, fails to attend three consecutive regular or special meetings of the Board of Directors may be removed by an affirmative vote by the majority of the quorum present at a regular or special meeting. The motion to declare a Director position vacant shall include a recommendation to fill the vacancy as outlined in Section 3 above.

Sec 5 Meetings: The Board of Directors shall set meetings at a time and place to be fixed by the board. Notice of each regular meeting shall be given by the Secretary in writing to all Board members. Notice shall be given not less than ten nor more than thirty days in advance of the meeting date. No business of the organization shall be conducted unless it appears in the agenda attached to the notice of the meeting.

Sec 6 Meetings to be Public: In accordance with the Alaska State Open Meetings Act, all meetings of the Board of Directors except those qualified as Executive Session shall be open to the public. The journal of proceedings (minutes) shall be open to public inspection.

Sec 7 Quorum: A quorum for the transaction of business of any meeting of the Board of Directors shall consist of six of the voting membership. Once established, a quorum is valid for the remainder of the meeting so long as at least six voting Members are present.

Sec 8 Attendance: Notwithstanding anything elsewhere contained in these By-Laws and to the extent permitted by applicable law, any one or more Directors may participate in a meeting by Teleconferencing. Participation by such means shall constitute presence in person at a meeting of the Directors.

1. Any Director(s) not able to attend a particular meeting must notify their Executive Director as far in advance as possible.
2. A Director may participate via telephone in a Board or Committee meeting, if the Director declares that circumstances prevent physical attendance at the meeting. If the President or Chairperson chooses to participate via telephone, the Vice-Chair or other member physically present shall preside.
3. The Director shall notify the Executive Director, if reasonable, at least twenty- four hours in advance of a meeting which the Director proposes to attend by telephone and shall provide the physical address of the location, the telephone number, and any available facsimile, email, or other document transmission service.
4. At the meeting, the Staff Liaison shall establish the telephone connection when the call to order is imminent.
5. A Director participating by telephone shall be counted as present for purposes of discussion, and voting.
6. The member participating by telephone shall make every effort to participate in the entire meeting. From time to time during the meeting the Chair shall confirm the connection.
7. The Director participating by telephone may ask to be recognized by the Chair to the same extent as any other Director.

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8. To the extent reasonably practicable, the Staff Liaison shall provide backup materials to members participating by telephone.
9. If the telephone connection cannot be made or is made then lost, the meeting shall commence or continue as scheduled and the Staff Liaison shall attempt to establish or restore the connection.
10. Meeting times shall be expressed in Alaska Time regardless of the time at the location of any member participating by telephone.
11. Participation by telephone shall be allowed for regular, special, work sessions and sub-committee meetings of the Committee.
12. Remarks by Directors participating by telephone shall be transmitted so as to be audible by all Directors and the public in attendance at the meeting.
13. All votes shall be taken by audible roll call vote.
14. As used in these rules, "telephone" means any system for synchronous two-way voice communication. "Chairperson" includes the Acting Chair or any other member serving as chair of the meeting.
15. A quorum (majority of the Directors) must be present at all times during a meeting or work session of the committee

Article IX **OFFICERS**

Sec 1 Officers: The officers of the Museum Corporation Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be Directors of the Museum Corporation. When appointed by the Directors, an Executive Director will serve as a non-voting *ex-officio* Director of the Museum Corporation Board of Directors.

Sec 2 Election of Officers: The officers of the Museum Corporation Board of Directors shall be elected annually by the Directors at their initial meeting following appointment by the Members; voting will take place via secret ballot from candidates nominated from the floor or submitted by a nominating committee appointed by the President of the Board of Directors.

Sec 3 Terms of Office: All officers will serve two-year³ terms. Except for Initial Directors, a person must serve at least one year as a Director to be eligible to be elected an officer. No person may serve more than two successive terms as President of the Board of Directors of the Museum Corporation.

Sec 4 Duties of Officers: Duties of officers of the Museum Board of Directors are as follows:

- a. **PRESIDENT-** the President shall be the principal officer of the Museum Board of Directors and shall in general supervise the businesses and affairs of the Museum Corporation. He/She may sign, with the Secretary or any other proper officer of the Museum Board of Directors authorized by the board, any contracts, or other instruments which the Museum Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Museum Board of Directors or by these by-laws or by statute to some other officer or agent of the Museum Board of Directors. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Museum Board of Directors.
- b. **VICE PRESIDENT-** In the absence of the President or in event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice

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President shall perform such other duties as may be assigned by the President or by the Museum Board of Directors.

- c. SECRETARY- The Secretary shall insure the minutes of the Museum Board of Directors meetings be kept in one or more books provided for that purpose; oversee that all notices are duly given in accordance with the provision of the by-laws or as required by law; be custodian of the corporate records and of the seal of the Museum Board of Directors and see that the seal of the Museum Board of Directors is affixed to all legally binding documents the execution of which on behalf of the Museum Corporation under its seal is duly authorized in accordance with the provisions of the by-laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and, in general, perform duties incident to the office of Secretary as may be assigned by the President or by the Museum Board of Directors.
- d. TREASURER- The Treasurer shall oversee and be responsible for the accounting of all funds, securities, and properties of the Museum Board of Directors; and shall oversee and be responsible for an annual report for the annual meeting; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Museum Board of Directors.

Article X **COMMITTEES**

Sec 1 Standing Committees: The Standing Committees of the Museum Board of Directors will consist of a Finance Committee, a Board Development Committee, and a Collections Committee. Descriptions and duties of Standing Committees are as follows:

- a. FINANCE COMMITTEE: The role of the Finance Committee is to provide financial oversight of the Valdez Museum & Historical Archive Association, Inc. Tasks include budgeting and financial planning; monitor adherence to the budget; financial reporting; and the creation and monitoring of internal controls and accountability policies.
 - 1) Finance Committee will meet at least four times a year to review the status of the Museum's financial position. During the first Finance Committee Meeting, the Executive Director will provide a schedule outlining the four meetings to be conducted within the fiscal year.
 - 2) The Finance Committee will include:
 - a) Board of Directors – President
 - b) Board of Directors – Treasurer
 - c) Executive Director
 - d) Committee Member (2)
- b. BOARD DEVELOPMENT COMMITTEE: The role of the Board Development Committee is to give attention to the composition of the Board – and the effective and appropriate involvement of all Directors to ensure continuing vitality and effective governance. Tasks include, but are not limited to:
 - 1) Develop an annual recruitment plan that takes into account the expertise, perspective, judgment and resources needed in new board members. Review potential candidates and present to the Directors.
 - 2) Develop Board Job Descriptions and Committee Job Descriptions that clearly state the role and expectation of the Directors
 - 3) Plan and implement an orientation program, including official briefings, printed materials and individual mentorship to make new Directors part of the Board culture.

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- 4) Conduct an Annual Review of the Board Manual to ensure that the supplemental materials are up to date.
 - 5) Review the talents and interests of current and new Directors and recommend to the Board President, committee assignments most appropriate for their involvement.
 - 6) Recommend to the Board, the policies about expectations for Directors; reaching out to those whose commitment does not match expectations.
 - 7) Encourage participation in special occasions which bond Directors to each other and to the organization.
 - 8) The Board Development Committee will include:
 - a) Board of Directors - Committee Chairperson
 - b) Board of Directors – (2)
 - c) Executive Director
- c. **COLLECTIONS COMMITTEE:** The Collections Committee exists in accordance with the Valdez Museum & Historical Archive's Lease Management Agreement with the City of Valdez as the stewards of the City's historical collections. The Collections Committee's role is to review and make recommendations to the VMHA Board of Directors regarding collection acquisitions, deaccessions, and collections policy revisions. The Collections Committee will meet at least four times a year. Tasks include, but are not limited to:
- 1) Recommendations for deaccessions will be included in the monthly report to the Board of Directors. Upon acceptance by the Board, these recommendations will be passed on to the City Council acting as representatives of the Members of the VMHA as per the museum's collections policy.
 - 2) The Collections Committee will be called upon for approval of collections acquisitions exceeding the year's annual acquisitions budget. In instances where time is of the essence, a consensus may be reached and documented in the committee's report to the Board of Directors.
 - 3) The Collections Committee will include, but is not limited to:
 - a) Board of Directors (Chair)
 - b) Board of Directors – Member
 - c) City Clerk
 - d) Curator of Collections and Exhibitions
 - e) Curator of Education and Public Programs
 - f) 4 Members-At-Large, one each specializing in one of the following areas:
 1. Historical Collections,
 2. Alaska Native Culture,
 3. Art Collections, and
 4. Archives

Sec 2 Other Committees: The Directors may, by resolution, appoint other standing or *ad hoc* committees. Except as otherwise provided in such resolution, the chairpersons of such committee shall be Directors of the Museum Corporation and the President of the Directors shall appoint the chairperson thereof. Any committee-member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Museum Corporation shall be served by such removal.

Sec 3 Terms of Office: Each member of a Standing Committee shall be appointed at the first Directors meeting following the annual meeting of the Museum Corporation and will serve a one-year term of office. Terms of appointment to *ad hoc* committees will be defined in the Committee Description.

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Sec 4 Chairperson: One member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof.

Sec 5 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Sec 6 Quorum: Unless otherwise provided in the Committee Description, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Sec 7 Rules: Rules for each Committee shall be outlined in the Committee Description as long as those rules are consistent with those of these by-laws.

Article XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Sec 1 Contracts: The Directors may authorize any officer or officers, agent or agents of the Museum Board of Directors, in addition to the officers so authorized by these by-laws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Museum Board of Directors, and such authority may be general or confined to specific instances.

Sec 2 Checks, Drafts, etc.: All checks drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Museum Board of Directors shall be signed by such officer or officers, agent or agents of the Museum Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determination by the Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Directors.

Sec 3 Deposits: All funds of the Museum Board of Directors shall be deposited to the credit of the Museum Corporation in such banks, trust companies or other depositories as the Directors may select.

Sec 4 Gifts: The Directors may accept on behalf of the Museum Corporation any contribution, gift, bequest or other fiscal device for general purposes or for any special purpose of the Museum Corporation.

Sec 5 Funds: The Directors will establish and manage the general funds of the Museum Corporation and may assign or delegate management authority for these funds to their agent or agents; this assignment will be written and will be specific in defining the authority and limits being assigned or delegated.

Sec 6 Special Funds: The special funds of the Corporation are the Phyllis Irish Memorial Fund and the Valdez Museum Endowment Fund. The Directors may, by resolution, create other special funds to be managed according to and for purposes defined in their instituting resolutions.

- a. Phyllis Irish Memorial Fund- Created by the City Council in 1985, the Phyllis Irish Memorial Fund commemorates a founding member of the Valdez Museum. Its purpose is to provide an interest-bearing revolving account for special museum projects. This fund will be managed by

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the Directors who will have authority for its disbursement; during the annual meeting, the Directors will advise Members of expenditures made from this fund.

- b. Valdez Museum Endowment Fund- Created initially in memory of Clinton J. “Truck” Egan, this fund was instituted by City Council as a separate account to be invested in long-term interest-bearing instruments. The fund’s purpose is to provide interest-income to be used ultimately to fund operating expenses of the Valdez Museum in replacement of tax-based General Fund revenues. The Members will hold the Valdez Museum Endowment Fund Principal in perpetual trust for the benefit of the Valdez Museum. The Members will provide policy guidance to the Directors for the administration, management and investment of the Museum Endowment Fund. Expenditures of the fund principal are not anticipated but may be authorized by unanimous affirmative vote by the Members and the Directors in a joint public meeting noticed at least 24 hours in advance; the notice will specify the purposes of the meeting.

Article XII

MUSEUM ADMINISTRATION

Sec 1 Executive Director: The Directors shall select, appoint, determine compensation for, evaluate and discharge a Chief Operating and Administrative Officer with the title of Executive Director. The Executive Director shall be given the necessary authority and responsibility to operate the Museum in all its activities and departments, subject only to such policies as may be issued by the Directors or by any of its committees to which it has delegated power for such action or by such constraints as may be imposed by City, State, and/or Federal laws and regulations.

The Executive Director shall act as the duly authorized representative of the Directors in all matters in which the directors have not formally designated some other person to act.

Sec 2 Authority and Responsibility: The authority and responsibility of the Executive Director shall include:

- a) Carrying out all policies established by the Directors and advising on the amendments to these policies.
- b) Developing and submitting to the Directors for approval a plan of organization for the conduct of Museum operations and recommended changes when necessary.
- c) Preparing an annual budget, including estimated capital expenditures, showing the expected revenues and expenditures as required by the Directors or its committees.
 - i. The Executive Director’s fiscal management responsibilities include development, execution and/or oversight of a permanent, formal fund development program to enhance the Museum’s non-tax fiscal resources.
- d) Selecting, employing, training, controlling and discharging employees and developing and managing personnel policies and practices for the Museum Corporation.
- e) Maintaining physical properties of the Museum Corporation in a good and safe state of repair and operating condition.
- f) Maintaining the public trust properties entrusted to it in accordance with professional standards of such organizations as the American Association of Museums and the society of American Archivists.
- g) Supervising the business affairs of the corporation to ensure that funds are collected and expended in a manner consistent with their public trust responsibilities and to the best possible advantage of the Museum Corporation.
- h) Working continually with other museum and archive organizations and professionals to the end those high-quality services may be provided at all times.

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- i) Presenting to the Directors and Members and/or their committees periodic reports reflecting the professional services, financial activities, acquisitions, loans [to and from the museum], transfers, and other pertinent information regarding the museum's collections, exhibitions, publications, and programs.
- j) Attending all meetings of the Directors and serving in a person or by appropriate designee on committees thereof; attending all meetings of the Members.
- k) Serving as the liaison and channel for communications between the Board and the Members.
- l) Preparing a plan for the achievement of the Museum Corporation's specific objectives and periodically reviewing and making recommendations for revision of the objectives.
- m) Representing the Museum Corporation in its relationship with other heritage service organizations.
- n) Performing other duties that may be necessary or in the best interest of the Museum.

Sec 3 Performance Review: The performance of the Executive Director shall be reviewed annually by the Directors; this evaluation will be preceded by a self-examination report to the Directors. Adjustments to the Executive Director's compensation may be made on the basis of annual or special evaluations.

Article XIII **MUSEUM STAFF**

Sec 1 Authority: The Executive Director will have sole authority for recruitment, selection, appointment and discharge, and determination of duties and compensation levels for all employees of the Museum Corporation. Exercise of this authority will be consistent with applicable rules, schedules, fiscal resources, and policies of the Corporation established and adopted by the Directors and attached as appendices to these by-laws.

Sec 2 Rules: The staff of the Museum Corporation will be employed according to terms defined in Personnel Policy formulated and adopted by the Directors; acceptance of the corporation's Personnel Policy will be a condition of employment.

Sec 3 Compensation, Benefits, etc.: The compensation and benefits for Museum Corporation employees will be in accordance with pay/wage scales and schedules formulated and adopted by the Directors.

Article XIV **CONFLICT OF INTERESTS**

Sec 1 Purpose: This conflict of interest Article is to protect the Valdez Museum & Historical Archive (VMHA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Director, Executive Director, Staff or Volunteer of the Museum Corporation; or might result in a possible excess benefit transaction. This Article supplements (not replaces) local, state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations

Sec 2 Policy:

- a) The Members, Directors, Executive Directors, staff, and volunteers, including immediate family (to include spouse, parents, siblings and children) or someone in the immediate household, shall exercise the utmost good faith in all transactions in which they are involved in the course of their duties for the Museum Corporation. In their dealings with and on behalf of the Museum, they shall

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be held to a strict standard of honest and fair dealings between themselves and the Museum. They shall not use their position or any knowledge gained thereby, in such a way that a conflict may arise between the interests of the Museum Corporation and that of the individual.

- b) All acts of such persons shall be for the best interest of the Valdez Museum Corporation.
- c) Such persons shall not accept any gift, factor or hospitality which would influence their decisions or actions which affect the Museum Corporation.
- d) It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest in an item or items of business of the corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the presiding officer it shall be disclosed to the Board. After disclosure, the officer, director or member may not vote on any matter involving the conflict of interest without the consent of the Board.
- e) If a matter before the board involves a “disqualified person” as that term is defined in section 4958 of the IRS Code and the associated regulations, then the Board shall satisfy the requirements of section 4958 as to that “disqualified person” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person”.

Sec 4 Annual Statements: Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the By-laws outlining conflict of interest.
- b) Has read and understands Article XIV, Conflict of Interest
- c) Has agreed to comply with Article XIV, Conflict of Interest, and
- d) Understands the Museum Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XV **FISCAL YEAR**

The Fiscal Year of the Museum Corporation shall be the calendar year.

Article XVI **INDEMNIFICATION**

Sec 1 Non-Derivative Actions: Subject to the provisions of Sections 3, 5, and 6 below, the Museum Corporation shall defend, indemnify and hold financially harmless any person who was or is a part, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (Other than an action or in the right of the Museum Corporation) by reason of or arising from the fact that the person is or was a Member, Director, Officer, employee, or agent of the Museum Corporation, or is or was serving at the request of the Museum Corporation as a director, officer, employee, agent, partner, or trustee of another corporation, partnership, joint venture, trust, or other enterprise, against costs and expenses (including attorney’s fees when counsel is selected by the Directors or Members) of said suit, action or proceeding, judgments, fines and amounts paid in settlement actually or reasonable incurred in connection with the action, suit or proceeding if:

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- a) The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful.
- b) The person's act or omission giving rise to such action, suit or proceedings is ratified, adopted or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence that the person did not act in good faith and in a manner which the person reasonably believe to be in or not opposed to the best interests of the Museum Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe that the conduct was unlawful.

Sec 2 Derivative Actions: Subject to the provisions of 3, 5, and 6 below, the Corporation shall defend, indemnify and hold financially harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a Member, Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture trust or other enterprise, against costs and expenses (including attorney fees when counsel has been selected by the Directors or Members) actually and reasonably incurred in connection with the defense or settlement of such action or suit if:

- a) The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Museum Corporation, or
- b) The person's act or omission giving rise to such action or suit is ratified, adopted, or confirmed by the Museum Corporation or the benefit thereof received by the Corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which such person as a Member, Director, employee or agent shall have been adjudged to be liable for: (a) a breach of that person's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law; or (c) a transaction from which the person derives an improper personal benefit, unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court considers proper.

Sec 3 Denial of Right of Indemnification: Subject to the provisions of section 5 and 6 below, defense and indemnification under sections 1 and 2 of this article automatically shall be made by the Museum Corporation unless it is expressly determined that defense and indemnification of the person is not proper under the circumstances because the person has not met the applicable standard of conduct set forth in section 1 or 2 of this article. The person shall be afforded a fair opportunity to be heard as to such determination. Defense and indemnification payment may be made, in the case of any challenge to the propriety thereof, subject to repayment upon ultimate determination that indemnification is not proper.

Sec 4 Determination: The determination described in section 3 shall be made

- a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding, or

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- b) If such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel selected by Directors or Members in a written opinion.

Sec 5 Successful defense: Notwithstanding any other provision of sections 1, 2, 3, or 4 of this article, but subject to the provision of section 6 below, if a person is successful on the merits of otherwise in defense of any action, suit or proceeding referred to in section 1 or 2 of this article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney fees when counsel is selected by the Directors) actually and reasonably incurred in connection therewith.

Sec 6 Condition Precedent to Indemnification: Any person who desires to receive defense and indemnification under this article shall notify to Museum Corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in sections 1 or 2 and that person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the Executive Director of the Corporation at the principal office of the Corporation or, in the even the notice is from the Executive Director, to the Chairman of the Board of Directors and to the registered agent of the Corporation. Notice need not be given when the Corporation is otherwise notified by being named a party to the action. This notice alone does not provide indemnification.

Sec 7 Insurance: At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, agent, partner or trustee of another, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Museum Corporation would have the power to defend and indemnify the person against such liability under to provisions of this article.

Sec 8 Former Members, Officers, Directors, etc.: The indemnification provisions of this article shall be extended to a person who has ceased to be a Member, Director, Officer, employee, or agent as described above and shall insure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

Sec 9 Purpose and Exclusivity: The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors or otherwise. The purpose of this article is to augment pursuant to AS 10.06.490 (f), the provisions of AS 10.20.011 (14), and the other provisions of AS 10.06.490.

Sec 10 Limitation of Liability: If set forth in the articles of Incorporation, no Member or Director of the Museum Corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a Member or Director except as provided in AS 10.20.151 (d).

Sec 11 Director Reliance: In acting for the Museum Corporation and unless the Member or Director has knowledge concerning the matter in question that makes reliance unwarranted, Members or Directors may rely upon information, opinions, reports, or statements, including financial statements, and data prepared by (1) officer, employees, and agent of the Corporation whom the Director believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other person as to matters that the Director reasonably believes to be within the person's professional or expert competence, and (3)

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committees of the Board of Directors as to matters within the authority of the committee which the Director believes to merit confidence.

Article XVII

PARLIAMENTARY PROCEDURES

Unless inconsistent with law, these By-laws or the Articles of Incorporation, meetings of the Members and Directors shall be conducted in accordance with Roberts Rules of Order; the Directors and Members may modify or suspend the rules by majority vote of those present during a regular or special meeting.

Article XIII

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation present in any regular or special meeting of the Members provided that a full statement of such purpose shall have been published in a notice calling the meeting and written notices of the proposed changes shall have been given to each Member and Director. However, any provision herein contained required to be approved by the Members or which require Member vote or action may not be altered, amended or repealed without such approval by the Members of this Corporation.

End Notes

Amendment 97-1 adopted 3/16/97 by Members: Article V, Sec 2 changing the annual Meeting from September to October. Amended again on 1/22/01 by Members: changed the annual meeting date to any time in October.

Amendment 97-2 adopted 3/16/97 by Members: Art. VII, Sec 3 extending Board officer terms to two years from one year.

Amendment 98-1 adopted 7/20/98 by Members: Art VI, Sec 2 adding two more seats, one at large, one designated for VNT and making all seats three-year terms except when filling a seat vacated early.

Amendment 13-1 adopted 8/5/13 by Members: Art VI, Sec 2 Secretary shall provide 30 days notice, Sec 3 Special Meeting notice, Sec 4 adjourn when less than quorum.

Amendment 13-2 adopted 8/5/13 by Members: Art VII, prohibited activities.

Amendment 13-3 adopted 8/5/13 by Members: Art VIII, Sec 5 agenda and notice of meetings.

Amendment 13-4 adopted 8/5/13 by Members, Art IX, Sec 4 duties of officers.

Amendment 13-5 adopted 8/5/13 by Members, Art X, Sec 1, Descriptions and duties of Standing Committees.

Amendment 13-6 adopted 8/5/13 by Members, Art X, Sec 4, one member of each committee shall be appointed Chairperson by the President or the designee authorized to appoint the members thereof.

Amendment 13-7 adopted 8/5/13 by Members, Art XIV, Sec 1 thru Sec 4, Conflict of Interest purpose and policy.

Amendment 13-7 adopted 8/5/13 by Members, Art XIII, Bylaws may be altered, amended, repealed and new By-laws adopted by an affirmative vote of six of the Members of the Corporation.

Amendment 15-1 adopted 3/2/15 by Members, Art VIII, Sec 6, comply with Alaska Open Meetings Act. Meetings to be public.

Amendment 15-2 adopted 3/2/15 by Members, Art VIII, Sec 8, attendance and teleconferencing.

PROVIDENCE VALDEZ HEALTH ADVISORY COUNCIL**BYLAWS****PREAMBLE**

Providence Health & Services ("Providence Health & Services") owns and operates health care delivery systems in Alaska, California, Montana, Oregon and Washington through non-profit, tax-exempt corporations. The City of Valdez and Providence Health & Services have established this advisory council in recognition of the need for assistance and counsel from qualified persons representative of the community of Valdez in connection with Providence Health & Services management of the Providence Valdez Medical Center and Providence Valdez Counseling Center. Each member appointed to the council accepts such appointment with the express intention of assisting the Providence Valdez Medical Center and Providence Valdez Counseling Center in carrying out their missions of providing quality health care in Valdez and improving community health and wellness.

ARTICLE I**NAME.**

- A. The name of the body to which these Bylaws apply shall be Providence Valdez Health Advisory Council ("Health Council").
- B. The name "Counseling Center" within these Bylaws shall refer to Providence Valdez Counseling Center.
- C. The name "Hospital" within these Bylaws shall refer to Providence Valdez Medical Center.

ARTICLE II

PURPOSE AND ROLE OF THE COUNCIL. The Health Council shall have an advisory role in policy formation, strategic development and oversight of the Providence Valdez

Medical Center's and Providence Valdez Counseling Center's health care programs and services. The Health Council shall exercise the following consultative roles as below in furtherance of the mission and values of Providence Health & Services and consistent with applicable Providence Health & Services policies and directives.

Consultative Role:

The Health Council shall provide advice, counsel and direction in the following areas:

- A. Counsel and make recommendations to the Providence Valdez Medical Center Administrator and Counseling Center Director in all matters concerning relationships between the Providence Valdez Medical Center, and the community.
- B. Assess community needs for health services consistent with the policies of Providence Health & Services, provide information and make recommendations to the Providence Valdez Medical Center Administrator and Counseling Center Director on strategic plans, program and service decisions and budgets.
- C. Counsel and make recommendations, as appropriate, to the Providence Valdez Medical Center Administrator, Counseling Center Director or Providence Health & Services Alaska Region Chief Executive, on matters affecting facility operations, financial performance and strategic direction of the Providence Valdez Medical Center and Counseling Center, including development of strategic plans, financial plans, annual operating and capital budgets, recommendations concerning material, unbudgeted requests for expenditures, review of financial performance, evaluation of existing health services and programs, termination of unfeasible programs and development of new services in the community of Valdez.
- D. Review and evaluate, at least annually, the composition, structure, functions and effectiveness of the Health Council for continuing improvement of its performance.

- E. Recruit responsible and qualified persons for Health Council membership who share the mission and values of Providence Health & Services and strive to enhance the Health Council's understanding of these values and their implications for application in all Health Council activities.
- F. Participate in the recruitment, selection, and evaluation of the Providence Valdez Medical Center Administrator and Providence Valdez Medical Center Medical Director.

NO SHARING OF PATIENT INFORMATION. In no event shall Providence, any of its employees, representatives, agents, or officers (including specifically but without limitation its Hospital Administrator, Counseling Center Director and Medical Director) share any protected health information or otherwise confidential information with the Providence Valdez Health Advisory Council unless specifically permitted under applicable federal, state, and local law.

ARTICLE III

MEMBERSHIP. The Health Council shall be composed of thirteen (13) members. The Providence Valdez Administrator, the Valdez City Manager or designee, the Chief of Medical Staff for Health Facilities and Counseling Center Director shall serve as ex-officio non-voting members of the Health Council. The remaining nine (9) voting members shall be selected by the Valdez City Council to serve on the Health Council based upon their personal knowledge and experience, diversity, desire to further the mission and values of Providence Health & Services and desire to enhance the welfare of the community and other criteria consistent with Providence Health & Services policies. In compliance with AS 47.30.540 (b) the Health Advisory Council shall be comprised of members reasonably representative of the professional, civic, and citizen groups in the community and including persons with mental disorders or family members of persons with mental disorders. No more than two members, or forty (40) percent of the membership, whichever is greater, may be providers of mental health services.

TERM OF SERVICE. The members of the Health Council shall be divided into three (3) classes as nearly equal in number as possible. The term of service of each class shall be staggered to expire in successive years in the month of September. Each member, unless appointed to fill an unexpired term of a departing member, shall serve for a term of three (3) years from the date of their appointment to the Health Council and until a successor shall have been appointed. No member, except for ex-officio members may serve more than three (3) consecutive three-year terms without a break in service of at least one (1) year, except that a member appointed to fill an unexpired partial term may be reappointed to serve three (3) consecutive three-year terms in addition to the period of the unexpired partial term.

RESIGNATION AND REMOVAL. A Health Council member may resign at any time by giving written notice to the Mayor of the City of Valdez, the Providence Valdez Medical Center Administrator, Counseling Center Director, and the Chair of the Health Council. A Health Council member may be removed by the City Council upon recommendation of the Providence Valdez Medical Center Administrator after consultation with the Counseling Center Director and Health Council, if the best interests of the Health Council, Providence Valdez Medical Center and Counseling Center would be served. Any Health Council member who is absent without notice from three (3) consecutive, regularly scheduled meetings, or any six (6) regularly scheduled meetings in a calendar year, shall result in removal from the Health Council. A written notice shall be given after the second consecutive meeting missed, or the fifth calendar year absence.

NUMBER, TIME AND PLACE. A regular meeting of the Health Council shall be held at least once a month in the calendar year. Special meetings may be called by the Chair of the Health Council upon his or her own motion or at the request of the Providence Valdez Medical Center Administrator, or any three (3) voting members of the Health Council.

NOTICES. At least five (5) days before each regular meeting, the Secretary of the Health Council shall cause notices thereof, together with an agenda for the meeting, to be sent to each member. At least seven (7) days before a special meeting, the Secretary of the Health Council shall cause notices thereof, together with an agenda for

the meeting, to be sent to each member. Any member who attends a meeting shall be deemed to have waived notice thereof.

BUSINESS OF MEETINGS. Prior to the Health Council's annual meeting the Valdez City Council shall appoint new voting members to replace those voting members whose terms are about to expire in the month of September. At the annual meeting, which shall be the October meeting of the Health Council in any program year, the Health Council shall elect officers and consider any other business which may be brought before the meeting. At regular meetings, the Health Council shall consider and/or act upon all matters on the agenda and any other business, which may be brought before the meeting; and the order of business shall be as follows:

- A. Call to Order by Chair
- B. Approval of the Agenda and Minutes of the Previous Meeting
- C. Announcements of Notices and/or Communications
- D. Hospital Administrator's Report
- E. Counseling Center Director's Report
- E. Medical Director's Report (no patient identifiable information shall be shared with the Health Council due to federal and state confidentiality laws)
- F. Providence Region Community Ministry Board Report
- G. Unfinished Business
- H. New Business
- I. Council Comments
- J. Adjourn

At special meetings, only those matters appearing in the notice of, or agenda for, the special meetings shall be considered provided, however, that any member present during the consideration of any matter at a special meeting shall be deemed to have waived notice thereof.

QUORUM. A majority of the Health Council voting members present at any meeting shall constitute a quorum for the purposes of that meeting. The action of a simple majority of the Health Council voting members present at any meeting at which there is a quorum shall be the act of the Health Council.

ARTICLE IV OFFICERS

ELECTION AND TERM. At the annual meeting each October the Health Council shall elect from its voting membership a Chair, Vice Chair and Secretary, each of whom shall serve immediately following that annual meeting through the next annual meeting or until their successor has been duly appointed. Any voting member may be elected to the same office for no more than three (3) successive terms. In addition to the specified offices, the Health Council may, in like manner, elect persons to hold other offices created by it.

VACANCIES. In the event of a vacancy in office, except that of the Chair, the Chair shall appoint a voting member of the Health Council to serve in such office for the remainder of the unexpired term. In the event of a vacancy in the office of the Chair, the Vice Chair shall automatically succeed to such office for the remainder of the unexpired term.

DUTIES.

A. Chair. The Chair shall preside at meetings of the Health Council and shall be an ex-officio member of all standing committees of the Health Council. The Chair shall represent the Health Council on matters concerning the services provided by the Providence Valdez Medical Center and Counseling Center in relations with public and private entities unaffiliated with the Valdez community. The Chair shall have other powers and duties consistent with the policies of Providence Health & Services as may be prescribed by the Health Council from time to time.

B. Vice Chair. The Vice Chair shall serve as the Chair when the Chair is unable to act or be present.

C. Secretary. The Secretary shall cause notices and agenda of all meetings of the Health Council to be sent as required by these Bylaws, shall be responsible for

the keeping of the minutes of all meetings and records of the Health Council, and shall perform such other duties as are incidental to the office of secretary.

ARTICLE VI

PROVIDENCE HEALTH AND SERVICES REPRESENTATION

PROVIDENCE HEALTH & SERVICES ALASKA REGION COMMUNITY MINISTRY BOARD. There shall be an appointment from the Health Council to serve as a member of the Providence Health & Services Alaska Region Community Ministry Board. This representative shall be the Chair of the Health Council unless otherwise directed by the Health Council membership.

ARTICLE VII

CONFLICT OF INTEREST. All Health Council and committee members shall avoid any conflict between their own respective individual interests and the interests of the Providence Health & Services Alaska Region (collectively referred to as "Providence") in any and all actions taken by them in their respective capacities as Health Council and/or committee members. Any Health Council, or committee member having a direct interest, which may result in personal benefit, in any transaction, shall make a prompt and full disclosure of his or her interest to the Health Council and the committee involved prior to any action taken on the transaction. Such disclosure shall include any relevant information known to the person having a potential conflict of interest, which may reasonably be construed to be adverse to the interests of Providence. The Health Council shall determine, by majority vote, whether the disclosure show that a conflict of interest exists or can be construed to exist, in which case, such person shall not vote on, nor use his or her personal influence, nor participate in any discussions or deliberations with respect to the transaction.

ARTICLE VIII

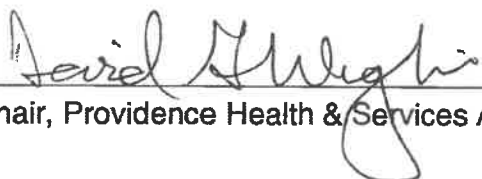
AMENDMENTS. These Bylaws may be amended by Providence Health & Services on its own initiative or a two-thirds vote of the members of the Health Council present at a meeting at which a quorum has been declared and notice given as provided in these Bylaws. No amendment shall be effective until approved in writing by the Providence Health & Services Alaska Region Community Ministry Board Chair, which approval shall be filed with the minutes of the meeting at which the amendment was adopted.

ARTICLE IX

DISSOLUTION. The Health Council may be dissolved by (i) Providence Health & Services Alaska Region Community Ministry Board of Directors or (ii) the Health Council's own initiative, subject to approval by the Providence Health & Services Alaska Region Community Ministry Board of Directors and the Valdez City Council. In addition, the Health Council shall automatically dissolve upon any expiration or termination of the Providence Health & Services Management and Operating Agreement with the City of Valdez.

 Dated: 4/6/11
Chair, Valdez Health Advisory Council

 Dated: 4/27/11
Secretary, Valdez Health Advisory Council

 Dated: 3/15/11
Chair, Providence Health & Services Alaska Region Community Ministry Board