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AVCP
Association of Village Council Presidents
Administration
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The Voice of the Region

Akiachak
Akiak
Alakanuk
Andreafsky
Aniak
Atnautluak
Bethel
Bill Moore's Sl.
Chefnak
Chevak
Chuathbaluk
Chuloonawick
Crooked Creek
Eek
Emmonak
Georgetown
Goodnews Bay
Hamilton
Hooper Bay
Lower Kalskag
Upper Kalskag
Kasigluk
Kipnuk
Kongiganak
Kotlik
Kwethluk
Kwigillingok
Lime Village
Marshall
Mekoryuk
Mtn. Village
Napaimiut
Napakiak
Napaskiak
Newtok
Nightmute
Unakauyak
Unam Iqua
Unapitchuk
Uhogamiut
Uscarville
Uaimiut
Uilot Station
Uitka's Point
Ulatinum
Uuinagak
Ued Devil
Uussian Mission
Ucammon Bay
Ueetmute
U. Mary's
Uony River
Uuluksak
Uuntuliak
Uununak
Umkumiut

Date: July 29, 2016
To: The 56 Tribes of the AVCP Region
From: The Executive Board and AVCP Legal Counsel
RE: Proposed By-Laws changes and state law.

The Association of Village Council Presidents (AVCP) is proud to be serving you and all of the people in our Region. As a part of our commitment to transparency and communication we wanted to provide you information about the key proposed Bylaws changes we would like you to consider at the October convention.

The Association of Village Council Presidents (AVCP) was incorporated as a non-profit corporation under Alaska law in 1977. Shortly after incorporation, AVCP was recognized as tax-exempt "charitable" 501(c)(3) non-profit corporation by the Internal Revenue Service (IRS). That 501(c)(3) status is what allows AVCP to apply for and receive its wide variety of grant funding. AVCP currently has close to one hundred grants from State and Federal agencies, and private foundations, and those funds are used to operate 18 different programs within our region.

AVCP is also recognized as a tribal consortium by the Bureau of Indian Affairs. This allows AVCP to compact for services through the Office of Self Governance on behalf of many of the tribes in our region. However, AVCP is not itself a tribe. Tribes have a government-to-government relationship with the Federal Government. AVCP does not. Tribes are considered sovereign entities. AVCP is not. AVCP is a non-profit corporation which must follow both the laws of the State of Alaska that govern non-profit corporations, and follow the Federal Government's rules for tax-exempt organizations that are enforced by the IRS.

Nonprofit corporations are required under all states' laws, including Alaska's, to have their business and affairs controlled and managed by a governing body that is referred to as a Board of Directors.¹ Alaska law makes clear that the Board of Directors is the group who is legally responsible for overseeing and managing the affairs of the corporation, regardless of what the group is called or titled.² This legal responsibility includes specific duties, especially the requirement that AVCP comply with all laws.³ If the Board of Directors does not do their job, each Director can be held personally liable for any loss or damage to the corporation that results.

The By-Laws of AVCP name the 56 tribes as members of AVCP. The members are required to meet once a year. The By-Laws of AVCP also establish an Executive Board of Directors. The By-Laws state that it is the Executive Board who is to manage the affairs of the corporation between the annual meeting of members. The Executive Board is made up of one representative from each Unit in the

¹ Alaska Statutes § 10.20.81.

² Alaska Statutes § 10.20.720, par. (2).

³ Alaska Statutes § 10.20.151, subd (d).