

BYLAWS
OF
ALASKA VENDOR'S ASSOCIATION

ARTICLE I - Offices

Section 1 - Principal Office.

The principal office of the **Alaska Vendor's Association** (hereinafter referred to as the "Corporation") shall be located in the State of Alaska. The Corporation may have such other offices, either within or outside the State of Alaska, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2 - Registered Office.

The Corporation shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit 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 II - Members

Section 1 - General Powers.

A. Any person, partnership, sole proprietorship, joint venture, corporation or other legally recognized entity which is an independent vendor may become a REGULAR voting member of this Corporation by paying the annual membership fee hereinafter specified and agreeing to comply with and be bound by the Articles of Incorporation and the By-Laws of this organization. REGULAR members shall be entitled to (1) vote per membership and no person shall hold more than one (1) membership of this class.

B. Any person, partnership, sole proprietorship, joint venture, corporation or other legally recognized entity which is not an independent concessionaire may become an ASSOCIATE NON-VOTING member of this Corporation by paying the annual membership fee hereinafter specified and agreeing to comply with and be bound by the Articles of Incorporation and the By-Laws of this organization.

C. The membership year of this Corporation shall begin the first day of September and end on the 31st day of August the following year.

D. The annual membership fee will be: REGULAR membership, fifty dollars (\$50.00), and ASSOCIATE NON-VOTING membership, fifty dollars (\$50.00).

E. NON LIABILITY FOR DEBTS OF THE CORPORATION: The private property of the members shall be exempt from execution for the debts of the Corporation and no member shall be personally liable or responsible for any debts or liability of the Corporation unless he voluntarily agrees in writing to be so bound.

F MEMBERSHIP NOT TRANSFERRABLE: The transfer of membership is prohibited.

G. CERTIFICATES OF MEMBERSHIP: The certificates of membership shall be numbered and entered in the books of the Corporation as they are issued. They shall exhibit the holders name and shall be signed by the President or Vice-President and attested by the Secretary.

H. REQUIREMENTS FOR MEMBERS TO VOTE AND HOLD OFFICE: No member may be a candidate or be elected a director or vote at any annual meeting or election unless his annual membership fee has been paid on or before the day after Labor Day (no exceptions) of the current membership year.

Section 2 – Member Meetings.

A. All meetings for the election of Directors or for any other purpose shall be held at a place designated by the Board of Directors. Members shall be advised of such time and place in the notice of meeting.

B. An annual meeting shall be held on the Tuesday after Labor Day. The Membership shall transact such business as may be proper, and elect Directors as prescribed by the Articles of Incorporation.

C. A quorum shall consist of ten (10) members in good standing. Proxy voting shall not be permitted. In the event a quorum is not present, those members entitled to vote shall have the power to adjourn the meeting until a quorum is present.

D. Each member having the right to vote shall be entitled to one (1) vote. Robert's Rules of Order shall be followed in the event of questions on parliamentary procedure.

E. Notice of the Annual Meeting shall be given to the Membership at least twenty-five (25) days before such meeting by notice by mail to the membership or hand delivery within ten (10) days. Failure to give notice or any irregularity of such notice shall not affect the validity of the meeting or of any proceeding in such meeting.

F. Special meetings of the Membership may be called by the President or Secretary at the request in writing of thirty (30) members in good standing. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the object stated in the call.

G. Written notice of a special meeting stating the time, place and object thereof shall be mailed, post prepaid, or delivered in person at least twenty-five (25) days before such meeting, to each member at such address as appears on the Membership roster.

Article III - Board of Directors

Section 1 - General Powers.

The affairs of the Corporation shall be managed by its Board of Directors,. The business, property and affairs of the Corporation will be managed and controlled by the Board (which shall be called its Board of Directors) and, subject to the restrictions of these Bylaws, the Articles of Incorporation and the statutes of the State of Alaska, the Board may exercise all of the powers of the Corporation. Without limiting the foregoing, the Board will have the following powers to the fullest extent possible consistent with Alaska law:

A. The power of variance to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the Board's sole judgment, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the communities within and of the State of Alaska; and

B. The power to replace any participating trustee, custodian, or agent for breach of fiduciary duty or under the terms of a then current contract for services under Alaska law.

Section 2 – Number and Tenure.

The number of directors, which shall never be less than three (3), shall not be more than seven (7). Each director shall hold office for a three year term and until his/her successor shall have been elected and qualified. Initially and each time the number of directors is increased by three, one-third of the initial number or increase shall be elected to a one year term, one-third to a two year term, and one-third to a three year term; thereafter, as each term is ended, the new term is three years. No director will serve more than two consecutive 3-year terms in office. In the case of a director originally elected to a term of office of less than three years, such term shall not be counted in applying this two term rule. A former director who has been out of office for a period of one year or more will be eligible for reelection. No amendment of these Bylaws reducing the number of directors shall reduce the terms of any incumbent director. The Board of Directors may, establish qualifications for persons to serve as directors.

Section 3 - Qualifications.

Each director must be a natural person at least 19 years of age and a resident of Alaska during the term he or she holds office. No person who is holding a salaried public office or who becomes a candidate for any such office may be a director. The

Board will, to the extent practicable, be broadly representative of the population of the Alaska Community and Affiliated Community Corporations with special attention given to those persons best qualified to recognize the charitable needs of the Alaska Community and develop plans for meeting those needs.

Section 4 – Nominations to the Board.

The chairman will appoint, with Board approval, a Board Development Committee, a standing committee of the Board, composed of at least two directors (whose terms are not up for reelection). This committee may solicit and receive recommendations from such professional, business, industrial, financial, charitable, cultural, educational and health care organizations, or other resources, as it deems appropriate. Following the receipt of recommendations, the committee will evaluate and categorize the persons recommended and from them select a slate of candidates for directors who meet the qualifications set forth above.

Section 5 – Election to the Board.

Election shall be by the affirmative vote of a majority of the Board Members present and voting. The newly elected directors will assume their duties immediately.

Section 6 - Regular Meetings.

A regular annual meeting of the Board of Directors shall be held in the month of January without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or outside the State of Alaska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 7 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Alaska, as the place for holding any special meeting of the Board called by them.

Section 8 - Notice.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or other electronic means to each director at his/her physical or electronic address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9 - Quorum.

One half of the Board of Directors plus one (1) shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one third of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. A quorum may be established with members participating telephonically by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting pursuant to such communications will constitute presence in person at such meeting. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a director or directors.

Section 10 - Manner of Acting.

The affirmative votes of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. No director may act by proxy on any matter.

Section 11 - Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 12 - Compensation.

Directors as such shall not receive any stated salaries or other compensation for their services as directors, but, by resolution of the Board of Directors, nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

Section 13 – Resignation and Removal.

Any director may resign by written notice delivered to the Board of Directors, its Chairman, or to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered, unless the notice specifies a future date. Any director may be removed from office with or without cause by a two-thirds majority vote of the full Board.

Section 14 - Adjournment.

Any meeting of the Board may be adjourned. Notice of the adjourned meeting

or of the business to be transacted other than by announcement at the meeting at which the adjournment is taken is not necessary. At an adjourned meeting, any business may be transacted that could have been transacted at the meeting presently called, irrespective of whether or not a quorum is present at the adjourned meeting.

Section 15 - Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

Section 16 – Presumption of Assent.

A director who is present at a meeting of the Board of Directors as which action is taken shall be presumed conclusively to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 17 – Mode of Meetings.

Unless specifically prohibited by the Articles of Incorporation of the Corporation or these Bylaws, members of the Board of Directors or any other committee designated by the Board of Directors may participate in, and act at any meeting thereof through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

Section 17 – Annual Statement.

DIRECTOR'S ANNUAL STATEMENT: The Directors shall present at each Annual Meeting a full and clear statement of the business and conditions of the Corporation. The Business Year shall be from September 1 to August 31.

Article IV - Officers

Section 1 - Officers.

The officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The Powers and duties of officers of the Corporation as prescribed in this Article or elsewhere in these Bylaws are subject to alteration or suspension by the Board of Directors, from time to time either in general or in specific instances or for specific purposes, all as set forth in a resolution of the Board of Directors effecting such alteration or suspension. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 - Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

Section 3 - Removal.

Any officer elected or appointed by the Board of Directors may be removed for no cause stated by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights.

Section 4 - Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term in the same manner as provided for election to the office.

Section 5 – President.

The Chairman of the Board will serve as the Corporation's President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation; shall preside at of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident

to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6 – Vice President.

In the absence of the President or in event of his/her inability or refusal to act, an Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7 - Secretary.

In general the powers and duties of the Secretary shall be those ordinarily incidental to the office of secretary of a for-profit corporation and such other powers and duties as may be assigned to the Secretary of the Board of Directors or by the President. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and address of each Member as furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8 - Treasurer.

In general the powers and duties of the Treasurer shall be those ordinarily incidental to the office of treasurer of a for-profit corporation and such other powers and duties as may be assigned to the Treasurer of the Board of Directors or by the President. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9 – Executive Director.

The Board of Directors may appoint an Executive Director upon such terms and conditions and at such compensation as the Board deems proper. The Executive Director, upon appointment, will serve at the pleasure of the Board and will be responsible for the conduct of the business of the Corporation within its prescribed policies. He or she will report to the President and will be responsible

for hiring, assigning, supervising, and terminating employees of the Corporation pursuant to the policies established by the Board.

Article V - Committees

Section 1 - Committees of the Board.

The Board of Directors, may designate and appoint one or more committees, each of which shall consist of two or more directors (which committees, to the extent provided, shall have and exercise the authority of the Board of Directors in the management of the Corporation). No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or any director by law. Persons who are not directors of the Corporation, properly appointed, may sit on any committee except the Executive Committee.

The Board of Directors shall, establish the membership and duties of each standing committee except the Executive Committee.

Section 2 – Committees Formed.

Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated. The President of the Corporation shall appoint the members thereof. Any member thereof may be removed, without cause stated, by the person or persons authorized to appoint such member whenever, in the judgment of the appointing authority, the best interests of the Corporation shall be served by such removal.

Section 3 - Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4 - Chairperson.

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5 - Meetings.

The Board of Directors shall designate one of the director members of each committee as its Chairperson. The Chairperson shall preside at meetings of the committee. In the absence of the chairperson, the committee members present shall appoint one of their number as a temporary chairperson. Notice of the time and place of such meetings of committees shall be given to committee members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 6 - 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.

Section 7 - Quorum.

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.

Section 8 - Rules.

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

Article VI - Contracts, Checks, Deposits and Gifts

Section 1 - Contracts.

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

Section 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. The Corporation shall upon receipt of any gaming proceeds create and maintain a separate Gaming Checking Account in which all unexpended funds of gaming shall be placed. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or assistant director of the Corporation.

Section 3 - Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VII - Gifts

Section 1 - Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 2 – Intention of Gifts.

Each gift to and fund of the Corporation will be presumed to be intended (i) to be used only for charitable purposes, (ii) to be invested to produce a return which, if accumulated, will be accumulated only in a reasonable amount for a reasonable period for charitable purposes, and (iii) to be used only for such purposes and in such manner as not to disqualify the gift, fund, or the Corporation as a public support charitable organization; and each gift and fund will not be otherwise applied if, in the Board's sole discretion as advised by legal counsel, there is a risk or doubt of such a result.

Section 3 – Investment of Gifts.

No gift or fund will be required to be invested separately but may be commingled, in whole or in part, with other funds of the Corporation so long as there is implemented an equitable way of allocating to the fund its share of assets, appreciation or depreciation and return.

Section 4 – Fees.

Funds bequeathed or given by donors to the Corporation may be assessed fees by the Board as the Board believes desirable to defray the costs of administration of the Corporation.

Article VIII - Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees granted any authority of the Board of Directors. All such books, records, and minutes of the Corporation shall be kept at the principal office of the Corporation and may be inspected by any member of the Board of Directors, or his agent or attorney, for any proper purpose at any reasonable time.

Article IX - Fiscal Year

For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article X - Indemnification

Section 1 - Non-Derivative Actions.

Subject to the provisions of Sections 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, partner or director of another Corporation, partnership, joint venture, trust or other enterprise, against costs and expenses (including attorney's fees) of said suit, action of proceeding, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding if

(i) 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 Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

(ii) the person's act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the 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 (no contest) 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 believed to be in or not opposed to the best interests of the 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.

Section 2 - Derivative Actions.

Subject to the provisions of Sections 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 director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, partner or director of another Corporation, partnership, joint

venture, trust or other enterprise against costs and expenses (including attorney fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if

(i) 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 Corporation, or

(ii) the person's act or omission giving rise to such action or suit is ratified, adopted or confirmed by the 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 director shall have been adjudged to be liable for (a) a breach of a director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) a transaction from which a director 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.

Section 3 - Denial of Right to Indemnification.

Subject to the provisions of Sections 5 and 6 below, defense and indemnification under Sections 1 and 2 of this article automatically shall be made by the 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 Sections 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.

Section 4 - Determination.

The determination described in Section 3 shall be made

(i) 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

(ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5 - Successful Defense.

Notwithstanding any other provisions of Sections 1, 2, 3 or 4 of this Article, but subject to the provisions of Section 6 below, if a person is successful on the merits or

otherwise in defense of any action, suit or proceeding referred to in Sections 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) actually and reasonably incurred in connection therewith.

Section 6 - Condition Precedent to Indemnification.

Any person who desires to receive defense and indemnification under this Article shall notify the 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 the 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 President of the Corporation at the executive offices of the Corporation or, in the event the notice is from the President, to the Secretary of the Corporation. Notice need not be given when the Corporation is otherwise notified by being named a party to the action.

Section 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 director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, partner or director 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 Corporation would have the power to defend and indemnify the person against such liability under the provisions of this Article.

Section 8 - Former Officers, Directors, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be a director, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 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.

Section 10 - Limitation of Liability.

If set forth in the Articles of Incorporation, no director of this Corporation shall have any personal liability to the Corporation for monetary damages for the breach of fiduciary duty as a director except as provided in AS 10.20.151(d) and (e).

Section 11 - Director Reliance.

In acting for the Corporation and unless the director has knowledge concerning the matter in question that makes reliance unwarranted, directors may rely upon information, opinions, reports or statements, including financial statements and data prepared by (1) officers, employees and agents of the Corporation whom the director believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters that the director reasonably believes to be within the person's professional or expert competence, and (3) committees of the Board as to matters within the authority of the committee which the director believes to merit confidence.

Article XI - Seal; Shares of Stock; Loans

Section 1 - Seal.

The Corporation shall have no seal.

Section 2 - Shares of Stock.

The Corporation may not have or issue shares of stock or pay dividends.

Section 3 - Loans.

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name without the prior consent of the Board of Directors. The Corporation may not make loans to its officers or directors.

Article XII - Waiver Of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII - Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Article XIV – Conflicts of Interest

Section 1 – Purpose.

The purpose of the conflict of interest provision is to protect this Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This provision is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Interested Party.

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest or receives any remuneration from the Corporation, is an interested person.

(i) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(ii) **Compensation.** A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation (they are not prohibited from providing information to any committee regarding compensation).

Section 3 – Procedures

The Board and its members will abide by the following procedures:

(i) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(ii) **Determining Whether a Conflict of Interest Exists.** A f t e r disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4 - Addressing Conflicts in Decision Making

After determining that a conflict does or may exist the board or committee shall:

(i) allow an interested person to make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,

(ii) the chairperson of the governing board or committee shall, if appropriate, appoint an independent and disinterested person or committee to investigate alternatives to the proposed transaction or arrangement,

(iii) after exercising due diligence, they shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest,

(iv) if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, they shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, and

(v) in conformity with the above determination it shall make and record in the minutes its decision as to whether to enter into the transaction or arrangement, including the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

Section 5 – Violations

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest it shall take appropriate disciplinary and corrective action.

Section 6 - Annual Representation Letter

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person has received, read, understood and agrees to comply with these conflicts of interest provisions.

Article XV - Severability

A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

KNOW ALL PEOPLE BY THESE PRESENTS: That the undersigned Secretary of the Corporation does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors on the ___th day of June, 2017.

Secretary
