

**NON-PROFIT BYLAWS
OF
ALASKA ASSOCIATION OF AGRICULTURE AND
NATURAL RESOURCE EDUCATORS**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Alaska and the Articles of Incorporation of Alaska Association of Agriculture and natural Resource Educators. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Alaska, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Alaska Association Of Agriculture And Natural Resource Educators, and shall herein be referred to as the “Corporation/Organiza- tion.”

ARTICLE 2 - PURPOSE

A. The general purposes for which this Corporation/Organization has been established are as follows:

1. The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation. 2. The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for educational support services. 3. In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes. 4. The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Alaska and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/ Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the “Code”).

ARTICLE 3 - OFFICES

A. The principal office of the Corporation/Organization shall be located at 3857 Geist Road, Suite E PMB 133, Fairbanks, Alaska 99709. B. The Corporation/Organization may have other such offices as the Chapter Officers may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time.

ARTICLE 4- DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on disso- lution or otherwise, shall inure to the benefit of any person or any member, director, or officer of

this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - Officers

General Powers and Responsibilities The Corporation/Organization shall be governed by officers, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Alaska. The officers shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Corporation/Organization staff and members, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Officers and Duties It shall be the responsibility of the officers, when present, to preside over all meetings. The officers are authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

President (Executive Director) It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization. The President shall keep the officers completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the members are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the officers informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the members or officers, and shall keep the minutes of all such meetings on file in hard copy or electronic format. He/she shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

A. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained

earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, and shall render to the President, and officers, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

Number and Qualifications The Officers shall have up to 6, but no fewer than 4, members. The number of officers may be increased beyond 8 members or decreased to less than 4 members by the affirmative vote of a simple majority of the members. An officer needs to be a resident of the State of Alaska and a member of the Corporation/Organization.

Officer Compensation Officers shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any officer from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Officer Elections Officers and/or members shall present nomination for new and renewing officers at the annual meeting immediately preceding the beginning of the next fiscal year. Recommendations shall be made known to the officers and members verbally or in writing before nominations are made and voted on. New and renewing officers shall be approved by a majority of those members at a meeting at which a quorum is present.

Term of Officers All officer appointments shall be for a term of 2 years. No person shall serve more than 3 consecutive terms unless a majority of the members, during the course of a meeting at which a quorum is present, votes to appoint an officer to 2 additional year(s). No person shall serve more than 9 consecutive years. After serving the maximum total number of consecutive years as an officer, a member may be eligible for reconsideration as an officer after 1 years have passed since the conclusion of such officer's service.

Vacancies

A. A vacancy of office may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any officer; 2. The declaration by resolution of the officers of a vacancy in an office of an officer who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings, or a total of 4 meetings during any one calendar year; or B. Except as provided in this paragraph, any officer may resign effective upon giving written notice to the remaining officers unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be recommended to take office when the resignation becomes effective. Unless the Attorney General of Alaska is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

C. Any vacancy of office may be filled by vote of a majority of the members, with a quorum. D. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation Each officer shall have the right to resign at any time upon written notice thereof to the remaining officers. Unless otherwise specified in the notice, the resignation shall take effect upon receipt

thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make effective.

Removal An officer may be removed, with cause, at any duly constituted meeting of the members, by the affirmative vote of a two-thirds majority of the members.

Meetings The officer's regular meetings may be held at such time and place as shall be determined by the officers. The meeting for members shall occur at a minimum of two times each fiscal year. These times and dates will be determined by the officers and voted on by the members. One meeting should occur between the months of January and Jun and other should occur between August and October.

Minutes The Secretary shall be responsible for the recording of all minutes of each and every meeting in which business shall be transacted in such order as the officers may determine from time to time.

However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each member via either regular mail, hand delivered, emailed, posted to the website or faxed within 5 business days after the close of each meeting.

Action by Written Consent Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all officers. Such consent shall be placed in the minute book of the Corporation/ Organization and shall have the same force and effect as a unanimous vote of the members taken at an actual meeting. The members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum At each meeting of the Corporation/Organization, the presence of a quorum for the transaction of business. If at any time the meeting consists of an even number of members and a vote results in a tie, then the vote of the President or acting President shall be the deciding vote. The act of the majority of the members present at a meeting in which there is a quorum shall be the act of the officers, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the officers present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a member shall be considered present at any meeting if during the meeting he or she is present via telephone or web conferencing with the other members participating in the meeting.

Voting Each member shall only have one vote.

Proxy Members shall not be allowed to vote by written proxy

Officer Attendance An elected officer who is absent from 3 consecutive regular meetings during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation/Organization. The Officers may deem an officer who has missed 3 consecutive meetings without such a reevaluation with the President to have resigned from elected office.

ARTICLE 6 - COMMITTEES

Committees The officers may, by resolution adopted by a majority of the members, provided that a quorum is present, designate one or more committees to exercise all or a portion of the officers, to the extent of the powers specifically delegated in the resolution of the officers or in these bylaws. Each such committee shall consist of two (2) or more members and may also include persons who are not

members, but whom the officers believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the officers may not have any non-members. The officers may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the officers, provided that a quorum is present. The officers may also designate one or more advisory committees that do not have the authority of the officers. However, no committee, regardless of resolution, may:

1. Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of Corporation/Organization if this were a membership vote.
2. Fill vacancies on, or remove the members of, the officers or any committee that has the authority of the officers.
3. Fix compensation of the officers or on any committee.
4. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
5. Amend or repeal any resolution of the officers that by its express terms is not so amendable or repealable.
6. Appoint any other committees of the officers or their members.
7. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
8. Approve any self-dealing transaction, except as provided pursuant to law.

E. Unless otherwise authorized by the officers, no committee shall compel the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

A. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Officers of these bylaws concerning meetings and actions of the members, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the officers and its members, except that the time for regular meetings of committees may be determined either by resolution of the officers or by resolution of the committee. Special meetings of committees may also be called by resolution of the officers. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation/Organization records. The officers may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

B. If an officer relies on information prepared by a committee on which the officer does not serve, the committee must be composed exclusively of any or any combination of (a) officers, (b) officers, members or employees of the Corporation/Organization whom the officer believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

ARTICLE 7 - STANDARD OF CARE

General

A. A member shall perform all the duties of a member, including, but not limited to, duties as a member of any committee on which the member may serve, in such a manner as the member deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

B. In the performance of the duties of a member, a member shall be entitled to rely on information, opin-

ions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: 1. One or more officers or employees of the Corporation/Organization whom the member deems to

be reliable and competent in the matters presented; 2. Counsel, independent accountants, or other persons, as to the matters which the member deems to

be within such person's professional or expert competence; or 3. A committee upon which the member does not serve, as to matters within its designated authority, which committee the member deems to merit confidence, so long as in any such case the member acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

C. Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a member, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any member or officer, unless approved by the Alaska Attorney General; provided, however, that the Corporation/Organization may advance money to a member or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or member so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or members, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

A. Not more than 20% (percent) of the persons serving as officers at any time may be interested persons.

An interested person is: 1. Any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a member. 2. Any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law,

mother-in-law, or father-in-law of any such person. 3. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

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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 members who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the meeting while the potential conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

A. In the event that the members should establish that a proposed transaction or arrangement establishes a conflict of interest, the members shall then proceed with the following actions: 1. Any interested person may render a request or report at the meeting, but upon completion of said request or report the individual shall be excused while the members discuss the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest. 2. The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. 3. After exercising due diligence, the members shall determine whether the Corporation/Organization 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. 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the members shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

A. Should the members have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the members shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. B. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the members determine the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

A. All minutes of the Meetings, when applicable, shall contain the following information:
1. The names of all 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 member's decision as to whether a conflict of interest in fact existed. 2. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgment of Conflict of Interest Policy

A. Each officer and member of a committee with delegated powers shall be required to sign a statement which affirms that such person: 1. Has received a copy of the conflict of interest policy; 2. Has read and understands the policy; 3. Has agreed to comply with the policy; and 4. Understands that the Corporation/Organization 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.

Violation of Loyalty- Self-Dealing Contracts

A. A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and

one or more of its members, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the members has a material financial interest (“Interested Member”), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its members are members of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the officers or committee which authorizes, approves or ratifies the self-dealing contract, if: 1. All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s)); 2. All material facts are fully disclosed to or otherwise known by the officers or committee, and the officers or committee authorizes, approves, or ratifies the self-dealing contract in good faith - without counting the vote of the interested Director(s) - and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or 3. As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified. B. Interested Director(s) may be counted in determining the presence of a quorum at a meeting or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

A. To the fullest extent permitted by law, the Corporation/Organization shall indemnify its “agents,” as described by law, including its members, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. B. The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 8 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

A. The members may, with a two-thirds vote during a quorum, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization. B. Unless otherwise specifically determined by the officers or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Vice President,

Treasurer or secretary. There will be a two (2) signers for all contract transactions. C. All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/ Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the officers shall authorize to do so.

Loans and Contracts No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the officers. Without the express and specific authorization of the members, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 9 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

A. The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the officers and committees. All such records shall be kept at a place or places as designated by the officers and committees, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office. B. Every member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Alaska Attorney General and members of the public for inspection no later than 15 days after the close of the fiscal year to which the statements relate.

Reports

A. The officers shall ensure an annual report is sent to all members within 15 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information: 1. The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year. 2. The principal changes in assets and liabilities, including trust funds, during the fiscal year. 3. The expenses or disbursements of

the Corporation/Organization for both general and restricted purposes during the fiscal year. 4. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year. B. The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 10 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on June 30th.

ARTICLE 11 - AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the members. Such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the members than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 12 - CORPORATE/ORGANIZATION SEAL

The officers may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 - CONSTRUCTION AND DEFINITIONS

A. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible: 1. The remainder of these bylaws shall be considered valid and operative; and 2. Effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Scott Faulkner, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the officers on August 9, 2020, and that they have not been amended or modified since the above.

EXECUTED on this day **August 9, 2020**, in the Fairbanks Northstar Borough of the State of Alaska.

_____ (Duly Elected Secretary)

(Daly-Efected
Secretary)