

**AMENDED BYLAWS  
OF  
ARCTIC WINTER GAMES TEAM ALASKA**

**ARTICLE I**

**Offices**

- (1) **Registered Office and Registered Agent:** The registered office of the Corporation shall be located in the State of Alaska at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.
- (2) **Other Offices:** The Corporation may have other offices within or outside the State of Alaska at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II**

**Members**

The Corporation shall have two (2) classes of members, voting and non-voting. Voting members shall consist of members who are eighteen (18) years of age or older, and who shall contribute either an annual or lifetime membership fee as set by the Board of Directors. Such membership fees may be reviewed and revised from year to year by the Corporation's Board of Directors. Non-voting members shall consist of those persons under the age of eighteen (18), and honorary members designated by the Board of Directors. All voting members shall be entitled to one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited.

The Secretary or his/her designee shall prepare a ballot with the names of the nominees to the Board of Directors submitted by the Nominating Committee and mail one to each eligible member not less than 40 days prior to the Annual Meeting. The ballot shall include a space for a write-in candidate. To be certified, all ballots must be returned to the Secretary by the last Friday preceding the Annual Meeting or voted in person at the Annual Meeting.

A Review Board, composed of the president and secretary, shall certify the election.

The results of the election of directors shall be made known at the Annual Meeting.

**ARTICLE III**

**Members' Meetings**

- (1) **Meeting Place:** All meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

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- (2) Annual Meeting Time: The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year between June 30 and December 15 at such time and place as may be determined by the Board of Directors.
  - (3) Annual Meeting Order of Business: At the annual meeting of members, the order of business shall be as follows:
    - (a) Calling the meeting to order.
    - (b) Proof of notice of meeting (or filing waiver).
    - (c) Reading of minutes of last annual meeting.
    - (d) Reports of officers.
    - (e) Reports of committees.
    - (f) Election of Board of Directors.
    - (g) Miscellaneous business.
  - (4) Special Meetings: Special meetings of the members for any purpose may be called at any time by the President, Board of Directors or by members having one-twentieth of the votes entitled to be cast at the meeting.
  - (5) Notice:
    - (a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering personally or by mailing a written notice of the same, at least ten days and not more than sixty days, prior to the meeting.
    - (b) At least ten days and not more than sixty days prior to the meeting, written notice of each special meeting of members, stating the place, day and hour of such meeting and the purpose or purposes for which the meeting is called, shall be delivered personally or mailed.
    - (c) Where the Corporation has been unable to deliver notice of either annual, regular or special meetings for three consecutive meetings, after exercising good faith efforts to locate such member, the Corporation shall not be required to deliver any further notice of meetings to said member until the member informs the Corporation of his or her mailing address.
  - (6) Waiver of Notice: A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.
  - (7) Quorum: All matters shall be decided by a majority vote of the quorum, unless otherwise specified. At all general meetings, the number of members present at the meeting of the Corporation shall constitute a quorum for transaction of business provided said number is greater than six (6). Post-meeting ratification by absent members may be used to establish a quorum.

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## **ARTICLE IV**

### **Board of Directors**

- (1) Number and Powers:
  - (a) Regular Directors: The management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors, consisting of twelve (12) persons, five (5) of which shall reside in the Northern Region, five (5) of which shall reside in the South-Central Region, and two (2) of which shall reside in the Southeast Region, who shall be elected at the annual meeting of members for a term of three (3) years, with one third of the Board standing for election each year. The Directors shall hold office until their successors are elected and qualify. Directors must be voting members from throughout Alaska. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or done by the members.
  - (b) Ex Officio Directors: The Directors representing Alaska in the Arctic Winter Games International Committee (hereinafter International Committee), shall also be ex-officio Directors of the Arctic Winter Games Team Alaska for so long as they hold their positions as Directors in the International Committee. Such members shall have the full privileges of debate and discussion but shall not be allowed to vote.
  - (c) Regions: For the purpose of determining the residence of directors under (a) of this section, the Northern Region shall be comprised of the Second and Fourth Judicial Districts of the state, the South-Central Region shall be comprised of the Third Judicial District of the state, and the Southeast Region shall be comprised of the First Judicial District of the state.
- (2) Change of Number: The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any sitting Director.
- (3) Vacancies: All vacancies on the Board of Directors, whether caused by resignation, death or otherwise, 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 any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.
- (4) Removal: A Director who has either 3 consecutive unexcused absences or fifty percent unexcused absences within a year period may be removed by a majority vote by the Board of Directors. The Board may appoint a person to fill the unexpired term of such Director pursuant to subsection (3) above. The Director who has been so removed may appeal the decision of the Board to a general meeting.
- (5) Regular Meetings: Regular meetings of the Board of Directors may be held at the call of the President without notice at the registered office of the Corporation or at such other place or places, either within or without the State of Alaska, as the Board of Directors may from time to time designate provided the Board meets a minimum of two times each year. A regular meeting shall be held without notice, immediately after the adjournment of the annual meeting of members.

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- (6) Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, or in the President's absence or upon written request by any two Directors, to be held at the registered office of the Corporation or at such other place or places as the Directors may designate from time to time.
  - (7) Notice: Notice of all meetings of the Board of Directors shall be given to each Director by one day's service of the same facsimile, by electronic mail, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.
  - (8) A majority of the Board of Directors, not including vacancies, shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
  - (9) Waiver of Notice: Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.
  - (10) Registering Dissent: A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
  - (11) Executive Committee: The officers of the Corporation shall comprise an Executive Committee and shall meet at the direction of the President to handle administrative tasks of the Board. The immediate Past-President shall also serve as a member of the Executive Committee provided said person is still a Director. Such Committee shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending these Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
  - (12) Standing or Temporary Committees: Standing or temporary committees may be appointed by the Board of Directors [CHANGE TO PRESIDENT?] from time to time, and the Board may from time to time invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by the Board. Where the membership of such committees is not restricted to members of the Board, such committees shall be empowered to act only in an advisory capacity to the Board.
  - (13) Remuneration: No stated salary shall be paid Directors, as such, for their service as Directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be

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allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from servicing the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

- (14) Loans: No loans shall be made by the Corporation to any Director.
- (15) Action by Directors Without a Meeting: Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in writing or by telephone, setting forth the action so to be taken, shall be obtained before such action from all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.
- (16) Telephonic Participation: A Director can participate in any meeting by way of conference telephone and shall be considered present at such meeting.

## **ARTICLE V**

### **Officers**

- (1) Designations: The officers of the Corporation shall be a President, three (3) regional Vice Presidents (one from Northern, Southcentral, and Southeastern Regions), a Chef de Mission, a Secretary, and a Treasurer, and such Assistant Vice Presidents, Secretaries, and Treasurers as the Board may designate. The President shall be elected for a two-year term at the May Board meeting following the Arctic Winter Games. The other officers shall be elected by the Board of Directors for one year by the Directors at their first meeting after the annual meeting of members, and shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Secretary, and except that the Chef de Mission may not hold any other office.
- (2) The President: The President shall preside at all meetings of members and Directors, shall have general supervision of the affairs of the Corporation, and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors, including the preparation of the Annual Report, and the casting of any tie-breaking vote.
- (3) Regional Vice Presidents: During the absence or disability of the President, the Regional Vice Presidents, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Regional Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.
- (4) Chef de Mission: The Chef de Mission is responsible for coordinating the overall selection, preparation and supervision of Team Alaska. The Chef shall appoint and supervise a staff to assist the Chef in performing the Chef's duties.
- (5) Secretary and Assistant Secretaries: The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and special meetings of the Directors, shall keep minutes of all meetings and make copies of the minutes available to Directors within fifteen (15) days of the meeting, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him

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by the Board of Directors. The Assistant Secretary, or Assistant Secretaries in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

- (6) **The Treasurer:** The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform such other duties incident to the office or that are properly required by the Board of Directors.
- (7) **Executive Director:** The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Executive Director shall have the full authority for direction of the employees of the Corporation.
- (8) **Delegation:** In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.
- (9) **Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.
- (10) **Other Officers:** Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- (11) **Loans:** No loans shall be made by the Corporation to any officer.
- (12) **Term-Removal:** The officers of the Corporation shall hold office until their successors are appointed and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.
- (13) **Bonds:** The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other condition as may from time to time be required by the Board of Directors.

## **ARTICLE VI**

### **Financial**

- (1) All funds of the Corporation shall be kept and controlled by the Treasurer, who shall submit a report concerning the same at all regular meetings of the Board, and at special meetings when so requested in the meeting notice.

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- (2) All funds of the Corporation shall be kept in a bank designated by the Board, and shall be deposited therein within five (5) days after receipt by the Treasurer, excluding Saturdays, Sundays, and bank holidays. Separate accounts shall be maintained for funds received and disbursed by the Treasurer that are not Corporation monies. These funds shall be subject to examination by an Auditing Committee, as are all regular Corporation monies.
  - (3) Prior to each Annual General Meeting, the President shall appoint a three-member committee, comprised of at least one member of the Board and at least two others who may or may not be Board members, with the approval of the Board of Directors. The committee shall examine and certify the annual financial statement prepared for presentation to the next Annual General Meeting.
  - (4) Each and every Officer, committee person, and member of the Corporation who shall receive funds, monies, or credit instruments in trust or for the benefit of the Corporation or its Treasurer shall transmit the same to the Treasurer within ten (10) days thereafter, unless the Board of Directors by resolution shall shorten such period of time, accompanied in each case by a report, written and signed, giving the several amounts and sources of funds, monies, and credit instruments so transmitted.
  - (5) All checks drawn on Corporation accounts shall be signed by two officers, one of whom must be the President or Chef de Mission.
  - (6) All books and records of the Corporation shall be open for inspection by members of the Corporation, when so requested by a member.
  - (7) After adoption of the budget for any fiscal year by the Board of Directors, no additional funds shall be granted for any activity, function, or interest of the Corporation, by transfer from other funds or otherwise, except by a vote of a majority of the Board of Directors at any meeting at which a quorum is present.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

## **ARTICLE VIII**

### **Notices**

Except as may otherwise be required by law or provided herein, any notice to any member or Director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his last known address in the records of the Corporation, with postage thereon prepaid.

## **ARTICLE IX**

### **Seal**

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The corporate seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

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## ARTICLE X

### Indemnification of Officers, Directors, Employees and Agents

- (1) As used in this Article:
- (a) "Director" means any person who is or was a Director of the Corporation and any person who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan.
  - (b) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of such transaction.
  - (c) "Expenses" includes attorneys' fees.
  - (d) "Official Capacity" means:
    - (i) when used with respect to a Director, the office of Director in the corporation, and
    - (ii) when used with respect to a person other than a Director as contemplated in subsection (10) of this Article, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan.
  - (e) "Party" includes a person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.
  - (f) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative.
- (2) **Limitation of Liability of Directors.** Notwithstanding any other provision of the Bylaws or the Articles of Incorporation, no director of the Corporation shall be liable to the Corporation for monetary damages for the breach of fiduciary duty as a director, except that a director may be liable for:
- (a) a breach of a director's duty of loyalty to the nonprofit corporation or other directors;
  - (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
  - (c) willful or grossly negligent conduct involved in the payment of monies or delivery of services which defeats the nonprofit corporation's tax-exempt status; or
  - (d) a transaction from which the director derives an improper personal benefit.

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- (3) **Indemnification of Directors and Officers.** To the fullest extent permitted by law, each director and officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses, including attorney's fees, costs, fines, judgment, settlements, actually and reasonably incurred by or imposed upon him or her after adoption of these Bylaws in connection with any action, suit, or proceedings to which he or she is made a party to the fullest extent permitted by law, including but not limited to when he or she is adjudged in such action, suit, or proceeding to have been negligent in the performance of his or her duties as such director or officer. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit, or proceeding when settlement seems to be in the interest of the Corporation. This section shall not apply to willful misconduct of a director, or conduct enumerated in Section (2)(a)-(d) of this Article. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract.
- (4) No Limit on Liability or Indemnification for Improper Personal Benefit. A Director's liability shall not be limited under Section (2) of this Article and a Director shall not be indemnified under subsection (3) of this Article in respect of any proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him.
- (5) Authorization of Indemnification. No indemnification under subsection (3) of this Article shall be made by the Corporation unless authorized in the specific case after a determination that indemnification of the Director is permissible in the circumstances because he or she has met the standard of conduct set forth in the applicable subsection. Such determination shall be made:
- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to such proceeding; or
  - (b) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to such proceedings; or
  - (c) In a written opinion by legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services within the past three (3) years for the Corporation or any party to be indemnified, selected by the Board of Directors or a committee thereof by vote as set forth in (a) or (b) of this subsection, or if the requisite quorum of the full Board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selection Directors who are parties may participate).
- (6) Interim Indemnification. Reasonable expenses incurred by a Director who is party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding:
- (a) After a determination, made in the manner specified by subsection (5) of this Article, that the information then known to those making the determination (without undertaking further investigation for purposes thereof) does not establish that indemnification would not be permissible under subsection (3) of this Article; and

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- (b) Upon receipt by the Corporation of:
- (i) A written affirmation by the Director of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation as authorized in this Article; and
  - (ii) A written undertaking by or on behalf of the Director to repay such amount if it shall ultimately be determined that he has not met such standard of conduct.
- (c) The undertaking required by (b)(ii) of this subsection shall be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make the repayment. Payments under this subsection may be authorized in the manner specified in subsection (5) of this Article.
- (7) Consistency. No provision for the Corporation to indemnify a Director who is made a party to a proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Directors, an agreement, or otherwise (except as contemplated by subsection (11) of this Article), shall be valid unless consistent with this Article, or to the extent that indemnity hereunder is limited by the Articles of Incorporation, consistent therewith.
- (8) Indemnification of Director as Witness. Nothing contained in this Article shall limit the Corporation's ability to reimburse expenses incurred by a Director in connection with his appearance as a witness in a proceeding at a time when he has not been made a named defendant or respondent in the proceeding.
- (9) Employee Benefit Plan. For purposes of this Article, the Corporation shall be deemed to have requested a Director to serve an employee benefit plan where the performance by him of his duties to the Corporation also imposes duties on, or otherwise involves services by, him to the plan or participants or beneficiaries of the plan; excise taxes assessed on a Director with respect to an employee benefit plan pursuant to applicable law shall be deemed "fines"; and action taken or omitted by him with respect to an employee benefit plan in the performance of his duties for a purpose reasonably believed by him to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose that is not opposed to the best interest of the Corporation.
- (10) Indemnification of Others. Unless otherwise limited by the Articles of Incorporation:
- (a) The Corporation shall provide indemnification, including advances of expenses, to an officer, employee, or agent of the Corporation to the same extent that it may indemnify Directors pursuant to this Article, except that subsection (13) of this Article shall not apply to any person other than a Director; and
  - (b) The Corporation, in addition, shall have the power to indemnify an officer who is not a Director, as well as employees and agents of the Corporation who are not Directors, to such further extent, consistent with law, as may be provided by the Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or contract.
- (11) Insurance. The Corporation shall have power to 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 an officer, employee or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability

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asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

- (12) Indemnification Reporting. Any indemnification of a Director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the Board of Directors with the notice of the next Directors' meeting or prior thereto in a written report containing a brief description of the proceedings involving the Director being indemnified and the nature and extent of such indemnification.

## **ARTICLE XI**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its members, giving the names and addresses of all members.

## **ARTICLE XII**

### **Amendments**

Only the Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this Corporation. Any member of the Corporation may, however, propose an amendment to the Bylaws, in writing to the Secretary, at least 45 days prior to the Annual General Meeting.

## **ARTICLE XIII**

### **Dissolution**

- (1) The corporation may be dissolved by a  $\frac{3}{4}$  vote of the Board of Directors.
- (2) Members must be notified within 60 days of an action to dissolve.
- (3) Upon dissolution of the Corporation, all remaining assets shall be first distributed creditors in satisfaction of Corporate liabilities.
- (4) Proceeds remaining in the Corporation Gaming Account shall first be used to satisfy any legally required gaming related expenses.
- (5) Upon satisfaction of all liabilities, remaining proceeds, if any, shall be distributed to an eligible Alaskan charity.

Adopted by resolution of the Corporation's Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 2005.

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Secretary, Phyllis Tate