

FAIRBANKS NATIVE ASSOCIATION, INC. (FNA)

AMENDED AND RESTATED BYLAWS

(August 14, 2009)

MISSION STATEMENT

Fairbanks Native Association's mission is to provide quality services in a professional manner for its membership and the greater Fairbanks community. These services are provided through special and innovative programs, which preserve the membership's unique lifestyle and culture, while improving the quality of life for the community.

ARTICLE I

MEMBERS

Section 1        CLASSES OF MEMBERS: Those persons eligible for full membership in FNA shall be:

- a)    Voting members shall be at least one-quarter (1/4) or more Indian, Eskimo, Aleut or American Indian and eighteen (18) years of age or older.
- b)    Associate or honorary members may be selected by the Board of Directors, and shall not be entitled to vote.

Section 2        RESIDENTIAL QUALIFICATIONS: All those persons eligible for full membership shall become members upon completion of thirty (30) days of continuous residence in the Fairbanks North Star Borough with the intent to there maintain a bona fide primary residence and domicile. Proof of establishing a bona fide primary residence and domicile may include, but is not limited to, maintaining one's bona fide primary residence and domicile there, possessing a current driver's license reflecting an address there, and being registered to vote there. Any person whose bona fide primary residence and domicile change from the Fairbanks North Star Borough and where such person is not thereafter physically present by maintaining a bona fide primary residence and domicile a majority of each year in the Fairbanks North Star Borough shall no longer be a member

unless the Board of Directors specifies to the contrary by awarding associate or honorary membership to said person. Associate or honorary members have no voting rights and cannot serve on the Board of Directors.

## ARTICLE II

### MEMBERSHIP MEETINGS

- Section 1      ANNUAL MEETING: The annual meeting of the members shall take place in March of each year. The election of members of the Board of Directors to replace those directors whose terms have expired (together with the election of two alternates) shall take place at the annual meeting. Nominations for directors shall be made on a form provided by FNA not less than thirty days prior to the date of the annual meeting. Nominations may also be made from the floor at the annual meeting.
- Section 2      SPECIAL MEMBERSHIP MEETINGS: Special meetings of the members may be called by the president or a majority of a quorum of the Board of Directors.
- Section 3      PLACE OF MEETINGS: All meetings shall be held within the Fairbanks North Star Borough at a place designated by the Board of Directors.
- Section 4      NOTICE OF MEETINGS: Notice stating the place, day and hour of any meeting of members shall be given by mail or by the news media to each member entitled to vote at such meetings not less than ten (10) days before the date of such meetings. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.
- Section 5      QUORUM: FNA recognizes that AS 10.20.076 requires that a quorum be not less than one-tenth of the number of members entitled to vote. However, the number of members of FNA is constantly changing and impossible to determine because it is based on residence in the Fairbanks North Star Borough. Therefore, FNA has determined that twenty-five (25) members is representative of ten percent of the membership and shall

constitute a quorum at a general or special membership meeting. This provision may be waived provided that proper notification of meetings is given.

### ARTICLE III

#### COMMITTEES

- Section 1      RECOGNITION: The Board of Directors may by resolution designate standing and/or ad hoc committees of the Board of Directors. This resolution shall set forth the duties of each such committee.
- Section 2      MEMBERSHIP: Each standing committee shall consist of at least three (3) members of the Board of Directors. The chairman of each standing and ad hoc committee may be chosen by the members if not appointed by the president of the Board.
- Section 3      MINUTES OF MEETINGS: Each committee shall appoint a secretary to take minutes of the meetings and submit reports to the Board of Directors' regular meeting. These shall be mailed with the Board reports from Administration.
- Section 4      EX OFFICIO MEMBERS: At least one (1) member of the FNA staff may be an ex officio member of each committee as necessary.
- Section 5      DUTIES: The duties of each committee shall be on file with the FNA executive Director for review at any time by any FNA member or interested person.

### ARTICLE IV

#### BOARD OF DIRECTORS

- Section 1      GENERAL POWERS: The affairs of FNA shall be managed by its Board of Directors who shall all be members of FNA and who shall herein be referred to as Directors.

Section 2

NUMBER, TENURE AND QUALIFICATIONS: The number of Directors shall be nine (9), and one (1) of the nine (9) shall be an Elder. Terms of Directors shall be three (3) years. At each annual meeting, Directors shall be elected to succeed those Directors whose terms have expired. All Directors shall hold office until their successors have been elected and deemed qualified. All of the Directors must meet and continue to meet the qualifications of Article I, Section 1(a) and Section 2. If a member of the Board of Directors no longer meets those qualifications then that member shall immediately resign from the Board of Directors. If that member fails or refuses to voluntarily resign then the Board of Directors may call a special meeting of the members to consider removal of the Director pursuant to Article IV, Section 9.

Section 2.1 An Elder is defined as a person meeting the membership qualifications in Article I, Section 1(a) and Section 2 and who is at least sixty-five (65) years of age.

2.1.1 When a cofounder meeting the membership requirements of Article I is willing to serve as a full voting member of the Board, the cofounder shall fill the Elder seat on the Board of Directors with full voting rights. If more than one eligible cofounder seeks to serve as a full voting member of the Board, then the membership shall fill the Elder seat by election of one of the cofounders to the Elder seat.

2.1.2 In the absence of a cofounder willing to serve as the Elder member of the Board, the Elder seat may be filled by any person meeting the qualifications of an Elder.

Section 2.2 Any cofounder of FNA may serve as an associate or honorary member of the Board of Directors without voting rights.

Section 2.3 The Board of Directors shall appoint a youth as an ex officio member.

- Section 2.4 No employee of FNA can be a member of the Board of Directors.
- Section 3 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at least bi-monthly. All meetings shall be open to the general membership. The Board may call executive sessions for matters which are confidential in nature. The reason for the executive session shall be stated in open session.
- Section 4 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the president or any five (5) of the directors then serving.
- Section 5 TELECONFERENCE MEETINGS: The directors may conduct a valid meeting of the Board by communicating with each other simultaneously through means of a teleconference or similar communications.
- Section 6 ACTION BY POLLING: The Board of Directors may take action outside of a regularly scheduled meeting by polling the Directors so long as the action taken is ratified by a majority of the Directors at the next meeting of the Board of Directors.
- Section 7 NOTICE: Notice of any meeting of the Board of Directors shall be given by mail, telephone, fax, or e-mail to each director.
- Section 8 QUORUM: Five (5) directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act 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.
- Section 9 REMOVAL FROM THE BOARD: Failure of a Director to attend two (2) consecutive regular meetings of the Board without excuse is sufficient cause for the President or the Board of Directors to call a special meeting of the members to consider removal of the Director. The members of FNA, by affirmative vote of two-thirds (2/3) of the

members present at an annual or special meeting of the members, may remove any Director for cause after an appropriate hearing, whenever the best interests of FNA would be served thereby. A Director removed for cause is not eligible to run or serve again as a Director or an alternate for six (6) years after his or her removal from the Board.

- Section 9.1      MEETING ATTENDANCE AND FEE: At each Board meeting, the secretary shall note the presence or absence of each director. No meeting fee will be paid to a director not attending more than one-half of the particular meeting.
- Section 10      ALTERNATE BOARD OF DIRECTORS MEMBERS: The alternate Board of Directors members are to be elected at the annual elections meeting. The alternate Board members shall serve a one (1) year term, may attend any or all Board of Directors meeting and receive correspondence and reports with the Board of Directors, but may not vote unless they fill a vacancy. The alternates shall be classified as first alternate and second alternate, with the first alternate being the one who got more votes and who would be the one to fill the first vacancy.
- Section 11      VACANCIES: Vacancies occurring on the Board of Directors must be filled by the alternates as set forth herein. The first alternate shall fill the first vacancy and the second alternate shall fill the next vacancy if any. The Board shall fill any further vacancies by the affirmative vote of a majority of the remaining directors. A person filling a vacancy shall serve for the unexpired term of his or her predecessor.
- Section 12      STAGGERED ELECTIONS: The terms of the directors shall be staggered so that three (3) directors are elected each year.

## Article V

### GENERAL

- Section 1      DUTIES: The Board of Directors shall set and initiate purpose and policy for FNA. The duties of the Board of Directors include ensuring that all contracts under the auspices of FNA are administered in accordance with the stipulations set forth herein. The Board of Directors shall hire an Executive Director, who shall be responsible to the Board for the overall administrative and business management of FNA. In addition, the duties of the Board of Directors include program planning and ensuring that the Native populace of Fairbanks is heard on issues that directly or indirectly affect them.
- Section 2      DELEGATION OF DUTIES: The Board may, from time to time delegate authority to the executive director and to committees as it deems necessary for the carrying out of the purpose and business of FNA.
- Section 3      PRESUMPTION OF ASSENT: A director of FNA who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or 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 the adjournment thereof or shall forward such dissent by certified mail to the secretary of FNA 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 4      DIRECTOR'S CONFLICT OF INTEREST: A director, including any officer, shall be considered to have a conflict of interest in the following situations:

(1) where the director or a member of the director's immediate family (immediate family members include, whether by birth, adoption, marriage, domestic partnership, or dating,

intimate, or romantic relationship, the spouse, partner, father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister ("related group"), directly or through an agent or nominee, has an economic interest in a transaction which is the subject of proposed action by FNA;

(2) where the director's economic interest, or that of a related group, in an action being considered by FNA, is potentially adverse or competitive to the interest of FNA;

(3) where the director or a member of the related group is a member or significant stockholder of another corporation or holds a significant interest in another entity, which other corporation or entity is the subject of action by FNA or FNA's Board of Directors (or other governing body) or an officer or manager of another corporation or other entity, which other corporation or entity is the subject of action by FNA.

No director or officer or the agent of a director or officer shall participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would include when the director or officer or the agent of a director or officer, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any director or officer or the agent of a director or officer, has a financial or other interest in the firm selected for an award. No director or officer or the agent of a director or officer shall solicit or accept gratuities, favors, or anything of monetary value from contractors or parties to subagreements.

Where a conflict of interest exists as set forth above. The director shall notify the Board of Directors of all material facts concerning the

nature of the conflict prior to the Board's consideration of the matter with respect to which the actual or potential conflict exists and the existence of a conflict shall be recorded in the minutes of the meetings of the Board of Directors which records the Board's consideration of the matter.

A director with a conflict of interest may participate in the discussion of the matter but shall abstain from voting on the matter with respect to which the conflict arises. The presence of such a director at a meeting considering the conflicting matter may be counted for the purpose of determining a quorum of the Board of Directors.

Section 4.1 Each director shall at all times respect and abide by all FNA fraternization, harassment, nepotism, and conflict of interest policies and procedures. A violation of these policies shall constitute cause for the president or Board of Directors to call a special meeting of the members to consider removal of the Director pursuant to Article IV, Section 9.

## ARTICLE VI

### OFFICERS AND DUTIES

Section 1 OFFICERS: The officers of FNA shall be a president, vice president, treasurer, and secretary.

Section 2 ELECTION AND TERM OF OFFICE: The officers of FNA shall be elected by the Board of Directors within two (2) weeks following the annual Board elections. The term of office for all officers shall be one year.

Section 3 REMOVAL: Any officer elected by the Board of Directors may be removed by a two-thirds (2/3) vote of a quorum of the Board of Directors whenever in its judgment the best interests of FNA would be served thereby. An officer is automatically removed from office in the event he

or she is removed as a Director as set forth in Article IV, Section 9.

- Section 4      VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by election by the Board of Directors for the unexpired term.
- Section 5      PRESIDENT: The president shall preside at all meetings of the members and the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors has authorized to be executed. All such instruments shall also require the signature of the secretary or any other officer of FNA authorized to sign by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of FNA. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.
- Section 6      VICE PRESIDENT: In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of the president and be subject to all restrictions upon the president. In addition, the primary function of the vice president shall be that of ensuring that the Board of Directors runs smoothly. The vice president shall serve on the FNA Grievance Committee when required.
- Section 7      TREASURER: The treasurer shall have charge and custody of and be responsible for all funds, contractual or otherwise, as designated by the Board, including membership of the FNA retirement fund board of trustees, and securities of FNA; and receive and give receipts for monies in the name of FNA. All monies shall be kept in such banks as shall be determined by a resolution of the Board of Directors.
- Section 8      SECRETARY: The secretary shall keep the minutes of the meetings of the general membership and of

the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, and in general, perform all duties as from time to time may be assigned to the secretary by the president or by the Board.

Section 9            RECORDS OF OFFICERS: All books and records of FNA may be inspected by any member of FNA for any proper purpose at any reasonable time.

Section 10         ANNUAL AUDIT: There shall be an annual audit by a certified public accountant of all funds of FNA. This audit shall meet the standards set by the various programs and by FNA. The fiscal year of FNA shall end on September 30 of each year.

## ARTICLE VII

### FUNDS AND OBLIGATIONS

Section 1           FUNDRAISING: FNA is not organized for the pecuniary profit of its directors, officers or members, nor may it issue stock or declare or distribute dividends and no part of its income shall inure to the benefit of any director, officer, or member. FNA has the power to enter into fundraising activities and to solicit funding from public and private agencies insofar as authorized by the Board of Directors. All monies or assets received or remaining after full payment of FNA obligations shall be devoted solely to fulfill the nonprofit purposes of FNA.

Section 2           BANK ACCOUNT: In addition to the program accounts, the Board of Directors shall maintain a bank account for purposes incidental to the general membership. The treasurer of the Board of Directors, together with the president, or other designated individual(s) may sign checks for the Board accounts. Checks must be signed by two authorized officers unless otherwise provided by the Board of Directors. The Board of Directors may delegate authority to sign checks to other agents and employees of FNA, including the executive director. Approval for expenditure of funds from the Board accounts must be obtained at a regular or special meeting of the Board of Directors.

Section 3            DISSOLUTION OF FNA: Upon dissolution of FNA none of its assets will be distributed to any members of FNA, but will be totally distributed to charitable and service organizations that legally qualify as nonprofit with purposes coinciding with those of FNA.

#### ARTICLE VIII

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1            SUITS: 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 by reason of the fact that he or she is or was a director, officer, employee or agent of FNA or is or was serving at the request of FNA to the full extent permitted under the Alaska Nonprofit Corporation Act and any amendments thereto shall be indemnified by FNA. Any determination required by said Act to be made as to the propriety of any indemnification shall, whenever appropriate and permitted by such Act, be made by a vote of a quorum consisting of disinterested directors or by any other person who such directors may by law appoint.

Section 2            INSURANCE: FNA shall have the power, to the extent permitted by the Alaska Nonprofit Corporation Act, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of FNA against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not FNA would have the power to indemnify him or her against such liability under the provisions of this article.

#### ARTICLE IX

##### CORPORATE SEAL

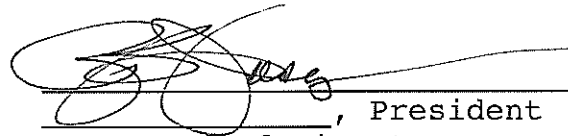
The Executive Director of FNA shall have the responsibility of maintaining the corporate seal for affixation on any corporate papers as required. The seal shall be round in nature


and bear the words "Fairbanks Native Association, Inc.", date of incorporation and the words, "Corporate Seal."

ARTICLE X

EFFECT OF BYLAWS; AMENDMENTS TO BYLAWS

These Bylaws supersede all previous FNA Bylaws, Rules of Election, or Board of Directors procedures to the extent of any inconsistency with these 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 forty-eight (48) hours written notice is received by all directors before the meeting giving the intention of altering, amending, repealing, or of adopting new Bylaws at such meeting.

  
\_\_\_\_\_, President  
FNA Board of Directors

ATTEST:   
\_\_\_\_\_, Secretary  
FNA Board of Directors

### Chronological List of FNA Bylaw Amendments

Date	Article	Subject
10/19/93	Article X	Board of Directors Regular Meeting
10/26/93	Article IV	Board of Directors Special Meeting
3/26/97	Article IV	Board of Directors Special Meeting
8/18/98	Article IV	Regular Meeting Increase Board of Directors from 7 Directors to 9 Directors
2/14/05	Article I, Sec. 1	Classes of Membership
2/14/05	Article I, Sec. 2	Residential Qualifications
2/14/05	Article IV, Sec. 2	Number, Tenure and Qualifications of Directors
2/28/06	Article II, Sec. 1	Corrected number of alternates; nominations to be from floor
2/28/06	Article III, Sec. 2	Committee members
2/28/06	Article IV, Sec. 5	Teleconference must be simultaneous
2/28/06	Article IV, Sec. 6	Notice by fax or e-mail
2/28/06	Article IV, Sec. 8.1	Meeting attendance and fee
2/28/06	Article IV, Sec. 11	Deleted moot provisions
2/28/06	Article V, Sec. 4	Expanded definitions of immediate family and conflict of interest
2/28/06	Article V, Sec. 4.1	Directors to adhere to FNA policies and procedures
2/28/06	Article VI, Sec. 1	Deleted reference to non-

officer directors

2/28/06	Article VI, Sec. 6	Vice president may serve on FNA Grievance Committee
2/28/06	Article VI, Sec. 10	Fiscal year ends September 30
2/28/06	Article VII, Sec. 2	Deleted March fiscal year
2/28/06	Article X	Effect of Bylaws
8/14/09	Amended and Restated Bylaws	