

**THIRD AMENDED BYLAWS OF
THE VOICE OF THE ARCTIC IÑUPIAT**

ARTICLE I. OFFICES

Section 1. Registered Office and Agent.

The registered office of The Voice of the Arctic Iñupiat (the “Corporation”) shall be located at 3900 C Street, Suite 1000, Anchorage, Alaska, 99503, and may be changed by resolution of the Board of Directors filed with the State of Alaska. The registered agent shall be Teresa Imm, or such other person as the Board of Directors may appoint.

Section 2. Principal Office.

Unless otherwise determined by the Board of Directors, the principal office of the Corporation in the State of Alaska shall be 3900 C Street, Suite 1000, Anchorage, Alaska, 99503. The Corporation may have such other offices, either within or outside the state of Alaska, as determined by the Board of Directors.

ARTICLE II. MEMBERSHIP

Section 1. Membership Eligibility.

- (a) *Voting Members.* The following organizations serving the Iñupiat people and communities shall be eligible to be voting members (“Voting Members”) of the Corporation:
- (i) The tribal village councils for the villages of:
 - a. Anaktuvuk Pass;
 - b. Atqasuk;
 - c. Barrow;
 - d. Kaktovik;
 - e. Nuiqsut;
 - f. Point Hope;
 - g. Point Lay; and
 - h. Wainwright.
 - (ii) The municipal governments of:
 - a. Anaktuvuk Pass;
 - b. Atqasuk;
 - c. Barrow;
 - d. Kaktovik;
 - e. Nuiqsut;
 - f. Point Hope; and
 - g. Wainwright.
 - (iii) The North Slope Alaska Native Village Corporations:
 - a. Atqasuk Corporation;

- b. Cully Corporation;
 - c. Kaktovik Iñupiat Corporation;
 - d. Kuukpik Corporation;
 - e. Nunamiut Corporation;
 - f. Olgoonik Corporation;
 - g. Tikigaq Corporation; and
 - h. Ukpeaġvik Iñupiat Corporation.
- (iv) The North Slope regional organizations:
- a. Arctic Slope Native Association;
 - b. Arctic Slope Regional Corporation;
 - c. Iḷisaġvik College;
 - d. Iñupiat Community of the Arctic Slope; and
 - e. North Slope Borough.

(b) *Admission and Continuing Membership.* In order to become a Voting Member of the Corporation, the governing body of an eligible Voting Member (“Governing Body”) must adopt a resolution expressing the intention of the eligible Voting Member to become a Member of the Corporation. In order to continue as a Voting Member of the Corporation, the Governing Body of an eligible Voting Member must annually adopt a resolution expressing its commitment to the Corporation and its intention to remain a Voting Member. Such resolution shall be provided to the Corporation no later than January 31 of each year. Upon failure to provide such resolution and following ten (10) days’ notice to the organization of the failure, the Board of Directors may vote to determine whether to retain the Voting Member.

(c) The Voting Members shall be referred to as the “Members.”

(d) No other Members. There shall be no non-voting or other members.

Section 2. Voting.

Each Voting Member votes through its representative, each of whom shall be a member of the Board of Directors.

Section 3. Dues.

There shall be no dues required of the Voting Members. Contributions may be accepted from Members or non-members.

Section 4. Withdrawal.

Upon resolution of the governing body of a Member wishing to withdraw, and upon reasonable notice given to the Board of Directors, a Member may withdraw from the Corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors (“Board” or “Board of Directors”).

Section 2. Number, Tenure, and Qualifications.

The Board of Directors shall be equal to the number of Members, but no less than three (3), comprised of the Mayor or President of each of the Members or, as an alternative to the Mayor or President for any given Member, a person appointed by the Mayor, President, or Governing Body to serve in the Mayor or President's place as a member of the Board of The Voice of the Arctic Iñupiat (“Designee”), provided that the appointment of such Designee by the Mayor, President, or Governing Body be in writing and that the written appointment set out a delegation by the Mayor, President, or Governing Body to the designated person of full authority to act on behalf of the Mayor, President, or Governing Body regarding the affairs and operations of The Voice of the Arctic Iñupiat.

Each director shall hold office for so long as his or her organization is a Member of the Corporation and the Director holds the position of Mayor, President, or designated appointee, as applicable, and until his or her successor shall have been appointed and qualified. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director. The terms of each Director shall commence upon the date the Director is appointed by a Voting Member. All Board members must be at least 18 years of age.

Section 3. Advisors.

The Board of Directors may determine to invite up to three (3) persons to serve as non-voting advisors to the Board of Directors who shall be invited by virtue of their position within federal, state, or local government (“Advisors”). Such Advisors may include, but are not limited to persons holding such positions as the Governor of the State of Alaska, or member of the Alaska federal legislative delegation.

Each Advisor may serve only for so long as the Board of Directors desires, and such person holds his or her position within federal, state, or local government, as applicable. All Advisors must be at least 18 years of age. The Board of Directors may withdraw any invitation to serve as an Advisor at any time.

Section 4. Annual Meetings.

An annual meeting of the Board of Directors shall also constitute an annual meeting of the Members and shall be held at a date, time, and place to be determined by the Board. The purpose of the annual meeting shall be to select the members of the Executive Committee and to conduct other such business as may be required.

Section 5. Regular Meetings.

The Board of Directors may provide by resolution the time and place, either within or outside the state of Alaska, for holding of additional regular meetings of the Board. Notice of those meetings shall be given in a manner reasonably calculated to reach Directors on a timely basis.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chair or any three (3) Directors. To call a special meeting, the Chair or Directors shall specify a date, time, purpose, and a place, either within or outside the state of Alaska, as the place for holding the special meeting.

Section 7. Notice of Special Meetings.

Notice of any special meeting of the Board of Directors shall include the date, time, purpose, and place of such meeting, and shall be given to each Director at his or her address as shown by the records of the Corporation at least ten (10) days in advance by written notice delivered personally or by electronic means or at least fourteen (14) days in advance if sent by certified mail, return receipt requested. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.

Section 8. Telephonic Participation.

While in-person participation is strongly encouraged at all meetings, any Director shall be permitted to participate at any annual, regular, special, or committee meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting for all purposes.

Section 9. Waiver of Notice.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specified in the notice.

Section 10. Quorum.

The presence of seventy-five percent (75%) of the members of the Board at an annual, regular, or special meeting shall constitute quorum. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.

Section 11. Manner of Acting.

Unless otherwise provided by law or these Bylaws, the act of a majority of the Directors present and entitled to vote at a duly noticed meeting at which quorum is present shall be the act of the Board of Directors.

Section 12. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled automatically by the successor to the president or mayor whose absence created the vacancy.

Section 13. Compensation.

Directors shall not receive salaries for their services, but, by resolution of the Board, may receive a fixed sum and reimbursement of expenses for attendance at each regular or special meeting of the Board, provided that any such sum and expenses shall be reasonable and necessary for the performance of the Corporation's exempt purposes, and shall not be excessive in amount. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefor. Provided however, and notwithstanding any other provision hereof, the Corporation shall make no payment that would constitute an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law) (the "Code").

Section 14. Action by Directors Without a Meeting.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote.

Section 15. Standard of Conduct for Directors.

- (a) A Director shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation.
- (b) In performing his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - (i) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence;

- (iii) A committee of the Board of which the Director is not a member, as to matters within its purview, if the Director reasonably believes the committee merits confidence.
- (c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 16. Conflicts of Interest. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's directors or officers are directors or officers of the other corporation, partnership, association or other organization, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at the meeting of the board or committee thereof which authorizes the contract or transaction, if the material facts as to the transaction and as to the director's or officer's interest are fully disclosed or known to the Board of Directors or the committee, and the board or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors be less than a quorum.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 17. Rules of Procedure. The Board of Directors may adopt rules of procedure for meetings of the Board of Directors and committees of the Corporation consistent with these Bylaws and the Alaska Nonprofit Corporation Act (the "Act"). To the extent there is a conflict between these Bylaws and the Act, the Act shall control.

Section 18. Actions Reserved for the Board of Directors. The following actions require action by the Board of Directors:

- (a) Changes in the Corporation's business purpose;
- (b) Amending the Articles of Incorporation or these Bylaws;
- (c) Changes in tax status;
- (d) Any plan for merger, consolidation, or dissolution;
- (e) Submitting a plan for the sale, lease, exchange, or mortgage of all, or substantially all of the assets of the Corporation to a vote of the Voting Members; and
- (f) Admission of new Members.

Section 19. Executive Committee. The Executive Committee shall be comprised of up to eight (8) members of the Board of Directors as follows:

- (a) The Presidents, Mayors, or Designees (per Article III, Section 2 above) of all of the North Slope Regional Organizations that are Members shall hold one seat each; and
- (b) The President or Designee (per Article III, Section 2 above) of one of the North Slope Village Tribal Councils that are Members, as selected by majority vote of all of the presidents of the North Slope Tribal Councils that are Members, shall hold one (1) seat, provided that a majority of the presidents of the North Slope Tribal Councils that are Members also select an alternate to participate in the event that the selected President or designee cannot attend;
- (c) The Mayor or Designee (per Article III, Section 2 above) of one of the North Slope Municipal Governments that are Members, as selected by majority vote of all of the mayors of the North Slope Municipal Governments that are Members, shall hold one (1) seat, provided that a majority of the mayors of the North Slope Municipal Governments that are Members also select an alternate to participate in the event that the selected Mayor or designee cannot attend; and
- (d) The President or Designee (per Article III, Section 2 above) of one of the North Slope Village Corporations that are Members, as selected by majority vote of all of the presidents of the North Slope Village Corporations that are Members, shall hold one (1) seat, provided that a majority of the presidents of the North Slope Village Corporations that are Members also select an alternate to participate in the event that the selected President or designee cannot attend.

Except as provided by law and in Article V, Section 18, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent allowed by law, including, but not limited to: appointing the Officers of the Corporation; making agreements or arrangements with affiliates; authorizing expenditures exceeding the approved budget; and making recommendations to the Board on admission of Members. The designation and appointment of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors by law.

The presence of seventy-five percent (75%) of the members of the Executive Committee at an annual, regular, or special meeting shall constitute quorum. Once a quorum is established, the Executive Committee may continue to conduct business despite the withdrawal of a Director or Directors. The act of a majority of the Directors present and entitled to vote at a duly noticed meeting at which quorum is present shall be the act of the Executive Committee.

Section 20. Other Committees. In addition to the Executive Committee, the Board or Executive Committee may appoint any committees that it deems necessary. The Board or Executive Committee, within its discretion, shall determine the scope and authority of each committee as well as the eligibility, term, and number of such committee members.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Corporation shall be appointed by the Executive Committee. Such officers shall include a Chair, Vice-Chair, President, Vice-President, Secretary,

and Treasurer (“Officers”). The Executive Committee may elect or appoint other officers, assistant officers, and agents as necessary, and designate their duties. The Officers have the authority to perform the duties prescribed by these Bylaws and by the Board of Directors or Executive Committee. Any two or more offices may be held by the same person, except the offices of President and Secretary. With the exception of the President, the Officers shall be members of the Board of Directors. The position of President shall be compensated as described in Section 6 below.

Section 2. Election and Term of Office. Except for the office of President, the Officers of the Corporation shall be elected annually by the Executive Committee at a regular meeting of the Executive Committee held as close in time as conveniently possible to the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified. The Office of President shall be a paid position selected from candidates meeting the criteria listed in Section 6 below.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee at any regular or special meeting for the unexpired portion of the term.

Section 4. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors, except as otherwise provided in these Bylaws. The Chair shall sign all resolutions and documents duly adopted by the Board of Directors or Executive Committee and shall perform such other duties as may be prescribed by the Board of Directors. However, the duties of the Chair shall be prescribed in a manner to ensure that they do not conflict with or duplicate the duties of the other Officers of the Corporation.

Section 5. Vice-Chair. In the absence of the Chair or in the event of his or her inability to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall perform such other duties as assigned by the Board of Directors.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation and may sign, with the Secretary or any other proper Officer of the Corporation, contracts or other instruments which the Board of Directors or Executive Committee has authorized to be executed, except in cases where signing and execution is expressly delegated by the Board of Directors or Executive Committee or by these Bylaws or by statute to some other Officer or agent of the Corporation. The President shall be responsible for the following:

- (a) Implementation of strategic goals and objectives of the Corporation;
- (b) Provide direction and leadership toward achievement of the mission, strategy and annual goals and objectives of the Corporation;
- (c) Oversee day-to-day operations of the Corporation;
- (d) Develop an annual budget for the approval of the Executive Committee;

- (e) Manage staff and other resources of the Corporation;
- (f) Oversee fundraising efforts of the Corporation;
- (g) Regularly report to the Executive Committee and the Board of Directors on performance of the Corporation, issues and important factors influencing the Corporation; and
- (h) shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

The President shall be of Iñupiat heritage; evidence strong leadership skills; maintain knowledge of local issues; be broadly recognizable across the North Slope and state of Alaska; be articulate; and be willing to travel extensively. The President may, but need not be, a member of the Board of Directors or the Executive Committee.

The President may either be an employee of the Corporation or contracted to provide services through the contribution of a Member. Regardless of whether employed by the Corporation or by a Member, the President shall receive reasonable compensation for his or her services as such. Provided, however, and notwithstanding any other provision hereof, in the event the President is an employee of the Corporation, the Corporation shall make no payment that would constitute an "excess benefit transaction" as defined in Section 4958 of the Code.

Section 7. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, a Vice-President shall perform the duties of President for such period of time as the Executive Committee may prescribe. When so acting, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as assigned by the Board of Directors.

Section 8. Secretary. The Secretary is responsible for taking the minutes of the meetings of the Board of Directors and Executive Committee and maintaining copies of all meeting minutes and resolutions. The Secretary is also responsible for maintaining and retaining copies of all minutes and resolutions of committees having any of the authority of the Board of Directors; for seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; for being the custodian of the corporate records of the Corporation; for keeping a register of the name and address of each Member, if any; and in general for performing all duties incident to the office of Secretary and other duties as assigned by the President, the Board of Directors, or the Executive Committee. The duties and responsibilities of the Secretary may be assigned and delegated to a member of the President's staff as designated by the President.

Section 9. Treasurer. The Treasurer is responsible for all funds and securities of the Corporation and shall oversee: the receiving and giving receipts for monies due and payable to the Corporation from any sources whatsoever, and the depositing of all such moneys in the name of the Corporation in the banks, trust companies, or other depositories selected by the Board of Directors or Executive Committee. The Treasurer is responsible in general for the performance of all duties incident to the office of Treasurer and other duties as assigned by the President, the Board of Directors, or the Executive Committee. The duties and responsibilities of the Treasurer may be assigned and delegated to a member of the President's staff as designated by the President.

Section 10. Removal. Any Officer may be removed by the vote of a majority of the members of the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but removal shall be without prejudice to the contractual rights, if any, of the Officer so removed. Election or appointment of an Officer or agent does not of itself create contract rights.

ARTICLE V. CONFIDENTIALITY

To an extent not inconsistent with local, state, and federal law, Members, Directors, and Officers are required to preserve any confidences or proprietary/legal positions and all documents or information disclosed during the course of any discussion or debate in any Member, Board, or other meeting of the Corporation. Any Member, Director, or Officer who knowingly or recklessly discloses proprietary/legal information discussed or proprietary/legal documents reviewed which has not been approved for public dissemination, shall be subject to disciplinary action.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors or Executive Committee may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Officer or Officers, agent or agents, of the Corporation and in a manner determined by resolution of the Board of Directors or Executive Committee.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or Executive Committee may select.

Section 4. Gifts. The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest, or devise is consistent with any gift acceptance policy adopted by the Board of Directors or Executive Committee. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest, or devise is in the best interest of the Corporation.

ARTICLE VII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts. The Corporation and each committee shall keep minutes of each meeting and copies of all resolutions acted upon during each board or committee meeting. All books and records of the Corporation and each committee may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX. SEAL; SHARES OF STOCK; LOANS

Section 1. Seal. The Board of Directors shall provide for a corporate seal of the corporation, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state and year of incorporation, and the words "Corporate Seal."

Section 2. Shares of Stock. The Corporation may not issue shares of stock nor pay dividends.

Section 3. Loans. The Corporation may not make loans to its Officers or Directors.

ARTICLE X. WAIVER OF NOTICE

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

ARTICLE XI. AMENDMENTS TO THE 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 or special meeting, if at least two (2) days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at a meeting.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of The Voice of the Arctic Inupiat does hereby certify that the above and forgoing Third Amended Bylaws were duly adopted by the Board of Directors on the 14th day of February, 2017.



Thomas Olemaun, Secretary

ATTEST



Rex Rock, Sr., Chair

#49587215_v2