

**SECOND AMENDED AND RESTATED BYLAWS OF
THE ALASKA NATIVE VILLAGE
CORPORATION ASSOCIATION, INC.**

**ARTICLE I
Name**

The name of this organization is the Alaska Native Village Corporation Association, Inc. This is a non-profit organization incorporated in the State of Alaska (hereinafter referred to as the "Corporation").

**ARTICLE II
Purposes**

The purposes for which the Corporation is formed are set out in the articles of incorporation of the Corporation.

**ARTICLE III
Membership**

Section 1. Members. The members of the Corporation shall consist solely of those village corporations created under the Alaska Native Claims Settlement Act ("ANCSA").

Section 2. Classes of Membership. The membership of the Corporation shall be divided into two classes: full members and affiliate members. The Board of Directors shall have the authority to establish and define the rights, duties, and benefits for each class of membership, provided that the members in one of the above-named classes shall not be required to pay membership dues, shall have no voting rights, and shall be ineligible to serve on the Board of Directors. The members shall have no right to direct or control the actions of the Corporation except through the Board of Directors pursuant to Article IV of these Bylaws.

Section 3. Termination of Membership. A member's membership interest in the Corporation shall terminate upon the occurrence of any of the following events:

- a. Upon receipt by an officer or director of a member's written resignation of membership in the Corporation;
- b. Upon dissolution of a member corporation;
- c. Upon failure of a member to pay membership dues in a timely fashion. If member's dues are sixty days past due, the member will be notified of its delinquency. If the dues are not paid within sixty days of the notice of delinquency, the member's membership may be terminated. The Board of Directors, at its sole discretion, may waive the membership dues for any member or may waive the timeliness provision of payment and allow the member to continue to be a full member with a membership account due and owing. The Board of Directors may also waive or forgive membership dues for any member upon that member's application to the Board of Directors for such relief.

d. Upon a determination for cause, as determined by the Board of Directors in its sole discretion, and with a three-fourths (3/4) majority vote, for conduct by a member that violates the purposes for which the Corporation was formed.

Any corporation whose membership in the Corporation was terminated may be reinstated at the discretion of the Board of Directors or by a full membership vote at an annual meeting.

ARTICLE IV Board of Directors

Section 1. Powers. The Board of Directors (hereinafter also referred to as the "Board" or the "directors") shall serve as the governing body of the Corporation and shall have full power and authority to manage and conduct the business of this organization in accordance with its regulations and subject to instructions from its membership. The directors shall be elected at an annual meeting of the members, except where there is a vacancy as contemplated by these Bylaws; then the directors shall be elected in accordance with these Bylaws.

Section 2. Number. The Board of Directors shall consist of a number from time to time established by the Board of Directors. Where there is a vacancy on the Board, then the director or directors shall be elected in accordance with these Bylaws.

Section 3. Qualifications. Each director must be at least 21 years of age, and a representative of an ANCSA village corporation, and the Chairman, President or Chief Executive Officer of a member. There may be no more than one director from each member. If a director ceases to occupy one of the designated positions in a member and thereby becomes ineligible to act as director, he or she shall cease to be a director of the Corporation and his or her directorship shall become vacant. Vacancies on the Board may be filled by a vote of the majority of the remaining directors. If more than one year remains in the vacancy of a director, the seat filled by the Board shall serve until the next annual or special meeting where the members will elect a new director to fill the remainder of the vacated term.

Section 4. Term. Each director shall hold office until a successor is elected or appointed. Directors shall serve a term of three (3) years.

Section 5. Resignation. A director may resign from the Board of Directors upon thirty days written notice to the Corporation. In the event of such resignation, the vacancy shall be filled in accordance with these Bylaws.

Section 6. Removal. A director may be removed, with or without cause, by a three-fourths majority vote of the remaining directors.

Section 7. Conflict of Interest. A director shall not vote on a matter in which they have a personal interest, not related to his/her being a shareholder in a member organization. A member shall not be precluded from providing contractual services to the Corporation by virtue of its representative serving on the Board of Directors. A director may not serve on the Board and be concurrently employed by the Corporation. A director shall not hold the position of director of the

Corporation while serving as a director or officer of an Alaska Native Village Regional Corporation.

ARTICLE V Meetings

A. Shareholders Meetings.

Section 1. Shareholder Annual Meetings. At least one meeting of the members shall be held each year. The date and place for the meeting will be determined by the Board of Directors. Members shall receive notice at least 30 days prior to the meeting, to include notice of any proposed formal actions at the meeting. The purpose of the annual meeting will be to transact any and all business of the Corporation, including but not limited to, the election of the Board of Directors. Minutes shall be taken and kept on record for all annual and special meetings of the members.

Section 2. Shareholder Special Meetings. Special meetings of the members may be called for any purpose by the majority of the Board. Notice of the date and place of the special meeting and the purpose of the meeting shall be given to the members at least 15 days before the special meeting.

Section 3. Quorum for Annual or Special Meetings. A quorum is a majority of the members in good standing present at the meeting.

Section 4. Proxies. No attendance or voting by proxy is allowed.

Section 5. Majority Rules. A vote of the majority of the members shall determine the passage of any corporate resolution or other business matter.

Section 6. Robert's Rules of Order. All membership meetings shall be conducted under Robert's Rules of Order, unless the Bylaws or articles of incorporation require different procedures for specific measures. The chairman of the association may appoint a parliamentarian to rule on procedures.

B. Meetings of the Board of Directors.

Section 1. Regular Meetings. A regular meeting of the Board shall be held at such time and place, as the Board may reasonably designate, upon ten (10) days written notice to each of the directors.

Section 2. Special Meetings. Special meetings of the directors may be called by the Executive Director appointed by the Board or by any two directors, upon twenty-four (24) hours written notice to each of the directors. The written notice shall contain the time, place and purpose of any special meeting of the directors. Notice of the time, place and purpose of any meeting of the directors may be waived in writing either before or after the meeting has been held. Special meetings shall be held at such place as the Board may reasonably designate.

Section 3. Quorum. A majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. Telephonic attendance and voting by a director shall be allowed, and a director who attends telephonically shall be counted for quorum purposes.

Section 4. Voting. Each director shall be entitled to one vote upon all questions presented for action at any meeting of the Board.

Section 5. Vote Required for Board Action. The action of a majority of the directors present at any meeting shall be the act of the Board of Directors, unless a greater majority is required by law, by the articles of incorporation, or by these Bylaws.

Section 6. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action.

Section 7. Power to Elect Officers. The officers of the Corporation shall consist of the Chairman, President, one or more Vice Chairman(s), a Secretary and a Treasurer. The Board shall have the power to appoint such other officers as the Board may deem necessary for transaction of the Business of the Corporation. Any two or more offices may be held by the same person except the offices of President and Secretary. All officers serve at the pleasure of the Board of Directors. A vacancy in any office may be filled by the Board for the unexpired portion of the previous officer's term.

ARTICLE VI

Officers

Section 1. Elections. The officers of the Corporation shall be elected for one year terms by the Board of Directors at a regular meeting of the Board annually at the first meeting of the Board held after each annual meeting, or as soon thereafter as conveniently may be.

Section 2. Duties. Duties of the officers shall be as follows:

A. Chairman. The chairman shall preside over all meetings of the Board and of the members. He or she shall see that all orders and resolutions of the Board are carried out. He or she shall perform all duties incident to the office of the Chairman, and such other duties as may be prescribed from time to time by the Board of Directors.

B. President. The President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

C. Vice Chairman. At least one vice chairman shall be chosen from the membership of the Board. The vice chairman (or, if there is more than one vice chairman, the vice chairman who was first appointed) shall perform the duties and exercise the powers of the chairman, during the absence or disability of the chairman. The vice chairman shall perform such other duties as are assigned by the Board.

D. Secretary. The secretary (or his or her duly authorized representative) shall attend all meetings of the members and of the Board, and shall preserve (or cause to be preserved) in the books of the Corporation the minutes of the proceedings of all such meetings. The secretary shall perform such other duties as may be delegated by the Board of Directors.

E. Treasurer. The treasurer shall have (or take reasonable steps to assure) custody of all corporate funds and securities and shall keep (or cause to be kept) in books belonging to the Corporation full and accurate accounts of receipts and disbursements. The treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as ordered by the Board of Directors and shall render accounts of all transactions and of the financial condition of the Corporation.

Section 3. Vacancies. A vacancy in an office may be filled by a majority vote of the Board of Directors at any meeting. A director may resign at any time effective upon giving written notice to the Board of Directors.

Section 4. Removal of Officers. Any officer may be removed by the Board of Directors by a majority vote whenever in the judgment of the Board the business interest of the Corporation will be served.

ARTICLE VII

Financial Administration

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from the first of January through the last day of December.

Section 2. Dues. Each village corporation which is a member of the Corporation shall contribute initial dues in the amount determined by the Board. Thereafter, dues will be payable annually in such amount as a majority of the directors determine.

Section 3. Default. Any member in default in payment of such financial contribution shall not have the right to vote on any matter during the period of such default unless such default is under review or has been forgiven by the Board in accordance with these Bylaws.

ARTICLE VIII

Executive Director or Administrator

The Board of Directors may appoint an Executive Director, or if the chairman approves, an Administrator, who shall hold office at the pleasure of the Board. The Board of Directors may delegate to the Executive Director or Administrator such executive powers and authority as the Board may deem necessary to facilitate the handling and management of the Corporation's property and interests.

ARTICLE IX
Executive and Other Committees

Section 1. Executive Committee. The Board may, by resolution, adopted by a majority of the directors who are entitled to vote, designate officers to constitute an Executive Committee which may exercise such authority of the Board of Directors in the management of the Corporation as the Board of Directors may specifically delegate to it. Such committee shall hold office at the pleasure of the Board.

Section 2. Special Committees. Subject to applicable law, the articles of incorporation and these Bylaws, the Board of Directors may appoint such other committees including, without limitation, a steering or advisory committee, as may be necessary from time to time, consisting of such number of its members and of other persons and having such powers as it may designate. Such committees shall hold office at the pleasure of the Board of Directors.

ARTICLE X
Execution of Instruments

Section 1. Checks. All checks, draft and orders for payment of money shall be signed in the name of the Corporation by such officers, agent or agents of the Corporation as shall from time to time be determined by the Board of Directors.

Section 2. Contracts. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the chairman or any vice chairman, and the secretary, may execute the same in the name and on behalf of the Corporation.

ARTICLE XI
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committee having any of the authority of the Board of Directors.

ARTICLE XII
Funding Sources

The Board of Directors shall have the power and authority to seek funding from any source, including but not limited to private lending institutions and state and federal agencies, in the discretion of the Board.

ARTICLE XIII
Waiver of Notice

Whenever any notice is required to be given under the law or provisions of the articles of incorporation or of these Bylaws, a waiver in writing signed by the persons entitled to notice,

whether before or after the time stated in the notice, shall be deemed the equivalent of giving notice.

ARTICLE XIV
Amendments

These Bylaws may be amended or repealed by the affirmative vote of a majority of the directors entitled to vote at any regular or special meeting of the Board.

The foregoing Bylaws were duly adopted at the meeting of the Board of Directors of the Alaska Native Village Corporation Association, Inc., on the 6th day of April, 2017.

_____, Secretary

ATTEST:

President