BY-LAWS

OF

THE ASSOCIATION OF VILLAGE COUNCIL

PRESIDENTS

Article 1. Offices

The principal office of the corporation in the State of Alaska shall be located in the City of Bethel, Alaska 99559. The corporation may have such other offices, either in or outside of the State of Alaska, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Alaska a registered office, and a registered agent whose office is identical with such registered office, as required by the Alaska Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may change from time to time by the Board of Directors.

Article II. Members

Section 1. Members. The corporation shall have members consisting solely of Alaska Native Blood, historically resides in the geographic area described in the Alaska Native Lands Claim Settlement Act of 1971 represented by and claimed by the people of the Association of Village Council Presidents.

In the absence of proof of blood quantum, a person is deemed to be Alaska Native if one or at least one parent is regarded as Native by the village in which each claimed and was accepted into membership, directly or through an ancestor, by the village. Urban Alaska Native persons will be represented by their traditional villages.

Section 2. Election of Member Villages. Member villages shall be elected by the Board of Directors of the Association of Village Council Presidents. An affirmative vote of two-thirds of the directors present shall be required for election.

Section 3. Voting Rights. Each member village shall be entitled to one vote per director on each matter submitted to a vote of the member villages, provided that each member village shall elect or designate one member to the Board of Directors of the Association of Village Council Presidents.

Section 4. Resignation. Any member village may resign by filing a written resignation with the Secretary upon adoption of a resolution of resignation adopted at a general meeting of the village.

Section 5. Reinstatement. Upon written request signed by a former member village and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members present reinstate such former member village to membership upon such terms as the Board of Directors deem appropriate.

Article III. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the member villages may be held in the Association of Village Council Presidents region at a day designated by the Chairman with the approval of the Executive Board,

for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the member villages may be called by the Chairman with the approval of the Executive Board of Directors, or two-thirds of member villages having voting rights.

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of member villages shall be delivered, either personally, or by telegram, phone or mail, to each village entitled to vote at such meeting, not less than seven (7) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers of member villages calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice, provided that any other matter can be considered with the consent of two-thirds of the votes of the member villages present. Of mailed, the notice of a meeting shall be deemed to be considered when deposited in the U.S. mail addressed to the member village at their address as it appears on the records of the corporation, with postage thereon posted.

Section 4. Action. In addition to power vested in the membership by the villages, the member villages may adopt resolutions which do not infringe on the actions of the Board to manage the corporation and may adopt resolutions directed to other corporations, governments and persons.

Section 5. Informal Action of Member Villages. Any action required by the villages may be taken at a meeting of the member villages, or any action which may be taken at a meeting of the member villages, may be taken without a meeting if stated so in writing, setting forth the action

so taken, shall be signed by the member villages entitled to vote with respect to the subject matter at hand.

Section 6. Quorum. The member villages holding two-thirds of the votes which may be cast at any meeting shall consitute a quorum.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Compensation. Directors, as such, shall receive travel per diem for attendence at each regular or special meeting of the Board.

Article V. Officers

Section 1. Officers. The officers of the corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, which are the principal officers, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem necessary. Such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors of the member villages. Two or more offices may not be held by the same person. Principal officers must be members of a member village of the corporation and be able to be selected as a Director of a member village.

Section 2. Election and Term of Office. The officers of the corporation shall be elected every two years by the Board of Directors at the regular annual meeting of the Board of Directors in even-numbered years. Ex-officio members shall have no vote at such election. If the election of officers shall not be held at such meeting, such election shall be

held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. An officer shall hold office until his successor shall have been duly elected and shall have qualified. An officer, during his term, must physically reside in Alaska. Election of a Director as President shall create a vacancy in that directorship, which shall be filled by the member village concerned.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by two-thirds of the votes of member villages whenever, in its judgement, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He may sign, with the secretary or any other proper officer of the corporation, authorized by the Chairman of the Board, Executive Board of Directors, any deeds, mortages, bonds, contracts, or other instruments which the Executive Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Executive Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board of Directors from time to time.

Section 6. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the member villages and the Executive Board of Directors. The Chairman shall be known as "the Presiding Chief of the Association of Village Council Presidents".

Section 7. Vice Chairman. In the absence of the Chairman of the Board the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the President or by the Executive Board of Directors.

Section 8. Treasurer. If required by the Executive Board of Directors the Treasurer shall give bond for the faithful discharge of his duties in such aim and with such surety or sureties as the Executive Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies in the name of the corporation in ( ) banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of Treasurer and any other duties as from time to time may be assigned to him by the President or by the Executive Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Executive Board of Directors in ( ) more books provided for that purpose, see that all notices are duly ( ) in accordance with the provisions of these by-laws or as required by law. Custodian of the corporate records and the seal of

the corporation and the seal of the corporation is affixed to all documents. The Secretary in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Executive Board of Directors.

Article VI. Traditional Chief

Section 1. Traditional Chief. There shall be one (1) Traditional Chief who shall be elected by the Board of Directors of the AVCP. He shall be a lifetime Chief.

Section 2. Duties. He shall call to order all AVCP meetings and be seated at the head of all AVCP functions. He shall attend, when available and able, any potlatches, social functions, meetings, as the Traditional Chief of the AVCP.

Section 3. In the event of the death of the Traditional Chief, member villages may nominate names of persons who, in their opinion, has earned the right to be nominated and elected to the highest honor bestowed upon a Native by the AVCP.

Section 4. Expense. AVCP shall compensate him for travel and per diem when he is acting for the AVCP.

Article VII. Executive Board of Directors

Section 1. Executive Board of Directors. The Executive Board of Director shall be comprised from the elected Presidents of the 10 Administrative Units established under Calista Corporation plus one (1) at large. Each administrative unit shall elect one President from that Administrative Unit who shall be seated on the Executive Board of Directors of AVCP. The Executive Board of Directors shall elect the member at large. The Executive Board of Directors shall have and exercise the

duties of the Board of Directors in the management of the corporation; provided, that such Executive Board of Directors shall not have the authority of the Board of Directors in reference ~~at~~ to amending, altering or repealing the by-laws; electing, appointing or removing any member of the Executive Board of Directors or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or mortgage of all or substantially all of the property and assets of the corporation, authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; or amending any resolution of the Board of Directors unless provided for by the Board of Directors of member villages. Any Executive Board of Directors member who has resigned, or if a vacancy is created under Article IV, Section 8, or in the event of death, the Executive Board of Directors shall elect a member to fill such vacancy. In the event an officer position becomes vacant, the officer position may be filled with a member-at-large or a member of the Executive Board of Directors. In the event a member of the Executive Board of Directors shall fill such vacancy with a member of the Board of Directors of the AVCP.

Persons filling vacancies shall serve until the next full Board meeting of the AVCP. The Chairman shall be chairman of the Executive Board of Directors.

Section 2. Other Committees. The Chairman shall have the authority to appoint persons to serve on committees as deemed necessary. Any persons appointed to a committee may be removed by the Chairman when in his judgment the persons are not serving in the best interest of the AVCP.

Section 3. Qualifications to Serve. The ten (10) members of the

Executive Board of Directors must be a President of a member village. Nominations for the Executive Board of Directors can only be made by a President of a member village. In order to be elected to the Executive Board of Directors a candidate will have to receive fifty per-cent (50%) plus one (1) of the votes cast.

Section 4. Rules. Each committee may adopt rules for its own government, not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President and his designee of the corporation.

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 banks or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes for any special purpose of the corporation.

Article IX. 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 member villages, Board of Directors and the Executive Board of Directors, and shall keep at the registered or principal office a record giving the names and address of the member villages entitled to vote. All books and records of the corporation may be inspected by any member village, or it's agent or attorney for any proper purpose at any reasonable time.

Article X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September.

Article XI. Voluntary Contributions

The Board of Directors may determine from time to time the amount of annual voluntary contributions requested for the corporation from each member.

Article XII. Seal

The Board of Directors shall provide a corporate seal, which will be in the form of a circle and shall have inscribed thereon the seal of the corporation and the words, "Seal of Association of Village Council Presidents".

Article XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Non Profit Corporation Act or under the provisions of the articles of incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV. Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given by certified mail, of intention to alter, amend or appeal or to adopt new by-laws at such meeting.