

**BY-LAWS
OF
THE ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS**

ARTICLE I. 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, 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.

The current address of the principal office is P.O. Box 219, Bethel, Alaska, 99559. The Board of Directors shall designate a legal entity to function as its registered agent.

ARTICLE II. MEMBERS

SECTION 1. Village Members. The Tribal Governing body of Alaska Native Villages located in the geographic area represented by or claimed by the people of the Association of Village Council Presidents (AVCP) during the period of enactment and implementation of the Alaska Native Claims Settlement Act of 1971 (ANCSA) are eligible for membership as Village Members. The Tribal Governing bodies of the 56 Alaska Native Villages listed below, which are historically located within the AVCP geographic region, and which are listed and recognized as Native Villages in ANCSA are and shall remain Village Members except that any Village Member may choose to resign under Section 4 of this Article. New Village Members may be admitted under Section 2 of this Article.

Akiachak	Akiak	Alakanuk	Andreafsky
Aniak	Atmautluak	Bethel (ONC)	Chuathbaluk
Chefornak	Chevak	Crooked Creek	Eek
Emmonak	Georgetown	Goodnews Bay	Hooper Bay
Kalskag (Upper)	Kalskag (Lower)	Kasigluk	Kipnuk
Kongiganak	Kotlik	Kwethluk	Kwigillingok
Lime Village	Marshall	Mekoryuk	Mountain Village
Napakiak	Napaskiak	Newtok	Nightmute
Nunakauyak	Nunam Iqua	Nunapitchuk	Oscarville
Pilot Station	Pitka's Point	Platinum	Quinhagak
Red Devil	Russian Mission	Scammon Bay	Sleetmute
St. Mary's	Stony River	Tuluksak	Tuntutuliak
Tununak	Billmoore's Slough	Chuloonawick	Hamilton
Napaimiut	Ohogamiut	Paimiut	Umkumiut

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 quorum of the Full Board of Directors present shall be required for election.

SECTION 3. Voting Rights. Each member village shall be entitled to one (1) vote on each matter submitted to a vote of the member villages, provided that each member village shall elect or designate one (1) member to the Board of Directors of the Association of Village Council Presidents who shall cast that member village's vote and perform other official duties. Votes shall be cast in person and not by proxy.

SECTION 4. Resignation. Any member village may resign by filing a written resignation with the Secretary upon adoption of a resolution of resignation by the Village Tribal Government at a general meeting of the village. Resignation results in automatic and immediate forfeiture of the Board of Director seat held by such village.

SECTION 5. Reinstatement. Upon written request signed by a former member village and filed with the Secretary, and adoption of a resolution of Reinstatement by the Village Tribal Government, the Board of Directors may, by affirmative vote of two-thirds of the members present at an annual or special meeting where a quorum is in attendance, reinstate such former member village to membership upon such terms as the Board of Directors deem appropriate.

ARTICLE III. MEETING OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the member villages shall be held in the Association of Village Council Presidents region at a day and location designated by the Chairperson with the approval of the Executive Board, for the purpose of transacting any such business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the member villages may be called by the Chairperson with the approval of the Executive Board of Directors, or by 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, facsimile or mail, to each village entitled to vote at such meetings, not less than seven (7) days or 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 law or by these bylaws, 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 member villages present. If mailed, the notice of a meeting shall be considered to be delivered when deposited in the U. S. Mail addressed to the member village at its address as it appears on records of the corporation, with postage thereon posted. When given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. When given by facsimile, such notice is deemed delivered when the sending facsimile has completed sending the notice to the Member Village's facsimile number as such number appears on the records of the corporation. The person causing notice to be sent shall certify by a sworn notarized writing, filed in the corporation records, the date and names of member villages, and manner by which notice was served.

SECTION 4. Emergency meetings. Emergency meetings of Village Members may be called by the Chairperson with the approval of the Executive Board, or by two-thirds of Member Villages having voting rights, only where the purpose (or purposes) of the meeting concerns a matter of the utmost urgency under circumstances where the interests of the corporation may be seriously and substantially jeopardized through use of the special meeting notice provisions. Emergency meetings may be held by teleconference. The location of emergency meetings shall be within the AVCP region, unless another location is more easily accessible to Village Members.

Notice of emergency meetings setting forth the date, time, location and purpose of such meeting shall be delivered or furnished in the most feasible and practical manner available under the circumstances, provided that the person or persons calling the emergency meeting shall at least cause each Village Member to be telephoned at the Village's number as it appears in the corporation's records, and if feasible, shall also send notice by facsimile to each Village Member who has a facsimile number listed in the corporation records. Whenever possible and where time allows, written and media notice shall also be provided.

SECTION 5. Action. In addition to power vested in the membership by the villages, the member villages may adopt resolutions that 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 6. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the member villages entitled to vote with respect to the subject matter at hand. The consent has the same effect as a unanimous vote.

SECTION 7. Quorum. In order to transact official AVCP business at any regular, special or emergency meeting, a quorum of Village Members must be present. A quorum is constituted when two-thirds of the Village Members entitled to vote are represented in person by their duly authorized Directors or alternates. If less than a quorum is present at a meeting, the Directors present may adjourn the meeting for up to three (3) days without further notice, and once a quorum is present may transact any business at the meeting as originally noticed. If a quorum is present, the affirmative vote of a majority of the directors present at the meeting and entitled to vote on the subject matter is the act of members, unless the vote of a greater number of Directors is required by law, the articles of incorporation, or these bylaws.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of one director from each Member Village. The Tribal Governing body of each Member Village shall elect one Director to serve on AVCP's Board of Directors. The Director elected by a Village Member must be a Tribal Member and Tribal Governmental Official of that Village. The manner of election, of filling vacancies, of removal, and the length of terms for each Director shall be left to the discretion of the Village Tribal Government electing that Director.

SECTION 2. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 3. Compensation. Directors, as such, shall receive travel per diem for attendance at regular, special or emergency meetings of the Board, on the condition of the availability of funds.

SECTION 4. With respect to any matter covered by these bylaws requiring action by the directors, the Tribal Governing body of a member village may appoint or elect an alternate who, in the absence of a director, shall have full authority to represent such member village and act for and/or on behalf of the absent director. The alternate elected or appointed by a Village Member shall be a Tribal Member and Tribal Governmental Official of that Village. The manner of election or appointment of the alternate shall be left to the discretion of the Village Tribal Government selecting the alternate.

ARTICLE V. OFFICERS

SECTION 1. Officers. The officers of the Board of Directors shall be a Chairperson, a Vice-Chairperson, a Secretary, and 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 shall be elected from among members of the Executive Board of Directors with the exception of the Chairperson.

SECTION 2. Election and Term of Office. The Chairperson of the Board of Directors, who shall also serve as the Chairperson of the Executive Board, shall be elected every two years by the affirmative vote of a majority of the Board of Directors personally present at the regular annual meeting of the Board of Directors in even-numbered years. Only members of the Board of Directors shall be allowed to nominate qualified persons to serve as the Chairperson. The Vice-Chairperson, Secretary and Treasurer shall be elected annually by the Executive Board of Directors at its first meeting after the Board of Directors regular annual meeting. New offices may be created and filled at any meeting of the Board of Directors. An officer shall hold office until his or her successor shall have been duly elected and shall have qualified. An officer, during his or her term, must physically reside in the AVCP Region.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors including the President may be removed by two-thirds vote of Directors personally present at a meeting where a quorum has been established, whenever, in its judgment, 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. Forfeiture. Any officer or Executive Board member shall be deemed to have forfeited his/her seat if such person is absent from two consecutive regular meetings of the Executive

Board or Board of Directors. Where a person's failure to personally attend a meeting is excused by the Board of Directors or the Executive Board, as appropriate, such failure shall not be considered an absence within this provision. A person shall also be deemed to have forfeited his/her seat if such person attends any regular, special or emergency meeting of the Board of Directors or the Executive Board, or represents the Association of Village Council Presidents in an official capacity while under the influence of alcohol or drugs. Forfeiture of a seat for absence or alcohol or drug use shall be effective immediately and shall not require any further action by the Board of Directors or the Executive Board.

The Board Chairperson shall inform such person, in writing, that his/her seat has been forfeited under this section. If such person protests the forfeiture, he/she shall be allowed a hearing before the Executive Board or a Committee appointed by the Executive Board. The only purpose of the hearing shall be to determine if the person violated the absence or drug or alcohol provisions of this section. If a violation is found, the forfeiture shall stand.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal, forfeiture, disqualification or otherwise, shall be filled by the Executive Board for the unexpired portion of the term or until such time as the Board of Directors acts to fill such vacancy.

SECTION 6. President. The President shall be elected by majority vote of the Directors personally present at the annual meeting of the Board of Directors during even-numbered years and shall serve for a term of two (2) years.

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/she may sign, with the Secretary or any other proper officer of the corporation, authorized by the Chairperson of the Board or Executive Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board of Directors has authorized to be executed, except in cases where the signing and executions thereof will be expressly delegated by the Executive Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Board of Directors from time to time.

The President is authorized to appoint such other executive officers as he/she may deem necessary to carry on the business of the corporation. The President shall be an ex-officio member of the Board of Directors and the Executive Board without voting power. Election of a director as President shall create a vacancy in that Directorship, which shall be filled by the affected Member Village. In the case of a vacancy of the Presidency, the Executive Board, by a majority vote of its members, shall appoint a person to fill the vacancy for the remainder of the term or until the Board of Directors meets and votes to fill the vacancy for the remainder of the unexpired term.

SECTION 7. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the member villages and the Executive Board of Directors. The Chairperson shall be known as the "Presiding Chief of the Association of Village Council Presidents."

SECTION 8. Vice-Chairperson. In the absence of the Chairperson of the Board in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Executive Board of Directors.

SECTION 9. Treasurer. If required by the Executive Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as the Executive Board of Directors shall determine. Also, as required by the Executive Board, he/she 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 bylaws; and in general perform all the duties incident to the office of the Treasurer and any other duties as from time to time may be assigned to him by the Chairperson or by the Executive Board of Directors.

SECTION 10. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the members and of the Executive Board of Directors in books provided for the purpose, and see that all notices are duly recorded and/or sent in accordance with the provisions of these bylaws or as required by law. The Secretary is the custodian of the corporate records and the seal of the corporation which may be affixed to all official corporate documents. The Secretary in general shall perform all duties incident to the office of the Secretary and any such other duties as from time to time may be assigned to him by the Chairperson or by the Executive Board of Directors.

ARTICLE VI. TRADITIONAL CHIEF(S)

SECTION 1. Traditional and Second Traditional Chiefs. There shall be one (1) Traditional Chief and one (1) Second Traditional Chief who shall be elected by the Board of Directors of the AVCP.

SECTION 2. Duties. The Traditional Chief 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 and meetings as the Traditional Chief of the AVCP. The Second Traditional Chief shall perform these duties when the Traditional Chief is unable to do so, and other duties as requested by the AVCP.

SECTION 3. In the event of the death or resignation of the Traditional Chief, the Second Traditional Chief shall become the Traditional Chief and member villages may nominate names of persons which, in their opinion, has earned the right to be nominated for Second Traditional Chief and elected to the highest honor bestowed upon a Native by the AVCP.

SECTION 4. Expense. AVCP shall compensate the Traditional Chief and Second Traditional Chief for travel and per diem when they are acting for the AVCP.

ARTICLE VII. EXECUTIVE BOARD OF DIRECTORS

SECTION 1. Composition and qualifications to Serve. The Executive Board of Directors shall be elected for two (2) year terms from among the membership of the Board of Directors, and shall be comprised of one Executive Board Member from each of the eleven (11) Administrative Units as established by the Board of Directors, plus one (1) member elected at-large under Article V, Section 2 as the Chairperson of the Board of Directors who shall also serve as the Chairperson of the Executive Board. An Executive Board member representing an Administrative Unit shall be elected from among the Directors representing a Member Village within such Administrative Unit.

Consistent with Article IV, Section 1, at their time of election, Directors elected to the Executive Board, including the Chairperson, must be tribal members of a Village Member, and Tribal Governmental officials of the member Village for which they are Directors. Executive Board Members, including the Chairperson, only need to qualify as Tribal Members and Tribal Governmental Officials at the time of their election. They are not automatically disqualified as Executive Board Members or Chairperson if they lose their status as a Tribal Member or Tribal Official after their election. However, after loss of such status a person may be removed as an Executive Board member under Article VII, Section 4, or as Chairperson under Article V, Section 3. The Chairperson of the Board of Directors shall serve as the Chairperson of the Executive Board.

SECTION 2. Election and term of members. Executive Board members shall be elected at annual regular meetings. The Board of Directors shall elect the At-Large Executive Board Member every two (2) years on even-numbered years. In order to be elected, the At-Large Member must receive the vote of a majority of the Directors personally present at such a meeting. Only members of the Board of Directors shall be allowed to nominate qualified persons to serve as the At-Large Executive Board Member.

Executive Board members representing the eleven (11) Administrative Units within AVCP shall be elected at the annual regular meeting by the Directors of Member Villages located within the affected Administrative Unit. In order to be elected, a qualified person must receive the vote of a majority of such Directors personally present at such a meeting. Executive Board members representing odd-numbered Administrative Units shall be elected for two (2) year terms during annual meetings held on odd-numbered years. Executive Board members representing even-numbered Administrative Units

shall be elected for two (2) year terms during annual meetings held on even-numbered years. Only Directors representing Villages located within the affected Administrative Unit shall be allowed to nominate qualified persons to serve as the Executive Board Member representing such Administrative Unit.

SECTION 3. Powers and Duties of the Executive Board. 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 to amending, altering or repealing the bylaws; electing, appointing or removing any member of the Executive Board of Directors or any Director or officer of the corporation except as otherwise provided by these bylaws; 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.

SECTION 4. Removal of Executive Board members. In addition to forfeiture of his/her seat under Article V, Section 4 of these bylaws, a member of the Executive Board may be removed by two-thirds vote of the Member Villages within the Administrative Unit which he/she represents, when in the judgment of such Villages the best interest of AVCP would be served thereby. Such removal shall become effective upon receipt and certification by the Chairperson of the Executive Board of written notice of removal, signed by the Directors of the Village Members voting for such removal.

A majority of affected Village Members may, also, by the same or a separate signed writing certified by the Chairperson, appoint a qualified Director from a Village Member within the Administrative Unit to serve the remainder of the removed member's term.

SECTION 5. Filling Vacancies. Any Executive Board of Directors member who has resigned, or if a vacancy is created under these bylaws, or in the event of death, the Executive Board of Directors shall elect a member to fill such vacancy. In the event, notwithstanding any other provisions of these bylaws, 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 an Executive Board of Directors position becomes vacant, the Executive Board of Directors shall fill such vacancy with a member from the Board of Directors from the same Administrative Unit in which the vacancy has occurred.

SECTION 6. Other Committees. The Chairperson 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 Chairperson when in his/her judgment the persons are not serving in the best interests of AVCP.

SECTION 7. Rules. The Board of Directors and Executive Board, and each committee shall conduct all meetings pursuant to Robert's Rules of Order unless such rules are inconsistent with these bylaws or with rules adopted by the Board of Directors or the Executive Board. The Executive Board may adopt rules governing its meetings including the location, timing and notice required for such meetings.

SECTION 8. Conflict of Interest. No member of the Board of Directors or the Executive Board shall vote on any matter in which he or she has a financial interest. If a Board member believes that he or she has a conflict of interest, said member shall disclose such matter to the affected Board and such Board shall determine whether a conflict exists.

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 bylaws, to enter into 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. 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 members villages, Board of Directors and the Executive Board of Directors, and shall keep at the registered or principal office a record giving 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 its agent or attorney for any proper purpose upon reasonable notice and during business hours.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December. (Amended at Mountain Village 1990).

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 bylaws 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 BYLAWS

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

ARTICLE XV. INDEMNIFICATION

SECTION 1. Limitation of Liability. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him in good faith, as a Director or Officer of the corporation, if such person exercised or used the same degree of care and skill, including reasonable inquiry, as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs.

SECTION 2. Right of Indemnification. Each Director or Officer of the corporation shall be indemnified by the corporation against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is

made a party or threatened to be made a party by reason of being or having been a Director or Officer, except in relation to matters as to which that person was adjudged, in such action, suit or proceeding to be liable for negligence or misconduct in performance of corporate duties. The corporation may make any other indemnification by resolution adopted by the Board of Directors. The corporation may purchase and maintain indemnification insurance to the extent provided by applicable law.

Revised 10/10/13