

**BY-LAWS**  
**OF**  
**THE ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS**  
*As Amended on October 5, 2016*

**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	Nunamiqva	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:

- a. the Chairperson with the approval of the Executive Board, or
- b. by two-thirds of Member Villages having voting rights.

To effect a Special Meeting by call of Member Villages, the following procedures are to be undertaken:

1. The members initiating the call for a Special Meeting must collectively provide written notice of the meeting through their Officers, as required under Section 3, to each village entitled to vote at such meeting, and the person causing such notice to be sent to each village shall file with the corporation the certification required by Section 3; and
2. Each of the Member Villages initiating the call for a Special Meeting that has been noticed to the members must file with the corporation's Secretary, no less than 10 days before the date of the Special Meeting:
  - i. the resolution by which the Member Village called for a Special Meeting;
  - ii. the resolution naming their delegate who is authorized to vote at the Special Meeting; and
  - iii. a copy of the notice that went out to all members in accord with Section 3.

Failure to follow such procedures voids the meeting call.

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, or email 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 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 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 email, such notice shall be deemed delivered when transmitted without failure to the address the member village has authorized to be used for such notice. 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 By-laws.

#### **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 this Board of Directors. The Director elected by a Village Member must be a Tribal Member and an elected 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. Alternates. With respect to any matter covered by these By-laws 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 an elected 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. EXECUTIVE BOARD**

SECTION 1. Powers and Duties of the Executive Board. The affairs of the corporation shall be managed by the Executive Board in accord with state law. The Executive Board's powers to amend the Articles of Incorporation; adopt a plan of merger or plan of consolidation with another corporation; authorize the sale, lease, or mortgage of all or substantially all of the property and assets of the corporation; or authorize the voluntary dissolution of the corporation or revoke proceedings therefore, shall in all cases be subject to the power of the Member Villages to approve such action as provided by state law and further described in the Articles of Incorporation and these By-laws in accord with such law.

The authority of the Executive Board in reference to amending, altering or repealing the By-laws, or electing any member of the Executive Board who is elected by all or some subset of AVCP's members shall be subject to limitation as set out in the corporation's Articles of Incorporation and these By-laws.

The Executive Board has no right to elect officers of the Article IV Board of Directors, amend any resolution of that body, or set the number of Administrative Units which elect members of this Executive Board.

SECTION 2. Composition and Qualifications to Serve. The Executive Board shall be elected from among the membership of the Article IV Board of Directors, and shall be comprised of one Executive Board member from each of the Administrative Units<sup>1</sup> established by the Article IV Board of Directors, plus one (1) At-Large Member elected by the Article IV Board of Directors. An Executive Board member representing an Administrative Unit shall be elected from among those then-serving on the Article IV Board of Directors as representatives of the Member Villages within such Administrative Unit.

Consistent with Article IV, Section 1, at their time of election, individuals elected to the Executive Board, including the Chairperson or At-Large Member, must be tribal members of a Member Village, and an elected Tribal Governmental official of the Member Village they are the Director for on the Article IV Board of Directors. Executive Board members only need to qualify as Tribal Members and as elected Tribal Governmental Officials at the time of their election. They are not automatically disqualified as Executive Board Members if they lose their status as a Tribal Member or elected Tribal Governmental Official after their election. However, after loss of such status a person may be removed as an Executive Board member under Section 4 of this Article, or as Chairperson under Article VI, Section 3.

In addition, as an ongoing requirement of service on the Executive Board, individuals must be able to pass a background check to ensure Executive Board members are fit to supervise the financial health of AVCP, and in compliance with the requirements of our grantors.

SECTION 3. Election and Terms. Executive Board members shall be elected at AVCP's annual meeting, as follows:

The Article IV Board of Directors shall elect the At-Large Executive Board Member every three (3) years. In order to be elected, the At-Large Member must receive the vote of a majority of the Article IV Directors personally present at such a meeting. Only members of the Article IV Board of Directors shall be allowed to nominate qualified persons to serve as the At-Large Member.

Administrative Unit Executive Board members shall be elected for three (3) year terms, on a staggered basis in accord with the transition plan being carried out through 2018 by which three year terms are initiated per Exhibit A. Executive Board members representing each of the Administrative Units shall be elected at AVCP's annual meeting by the Directors within the Article IV Board of Directors whose Member Villages are located within the affected Administrative Unit. In order to be elected, a qualified person must receive the vote of a majority of the Directors personally present at such a meeting. Only Directors representing Member 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.

A newly elected Executive Board member's service begins when the newly elected Executive Board member is qualified, after completing an orientation that shall be provided as soon as practicable after the election. The outgoing Executive Board member shall continue to serve until the newly elected Executive Board member has been qualified to serve. A newly elected Executive Board member is seated at the next meeting of the Executive Board following successful completion of orientation.

SECTION 4. Removal of Executive Board Members/Forfeiture. 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 AVCP's Chairperson or Secretary of written notice of removal, signed by each affected Villages' then-serving Article IV Board of Directors representative. In the case of removal, a majority of the Administrative Unit's Member Villages may, also, by a writing certified by a majority of each affected Villages' then-serving Article IV Board of Directors representatives appoint one of those representatives to serve the remainder of the removed member's term subject to their qualification under Section 3.

An Executive Board member shall be deemed to have forfeited his/her seat if such person:

(a) is absent from two consecutive regular meetings of the Executive Board. Where a Board member's failure to attend a meeting is excused by the Executive Board, as it deems appropriate, such failure shall not be considered an absence for purposes of this provision.

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<sup>1</sup> Twelve (12) Administrative Units exist as of 10/5/2016 Amendments.

(b) A person shall also be deemed to have forfeited his/her seat if they attend any AVCP function or any meeting of the Executive Board, or represents AVCP in any official or quasi-official capacity, while under the influence of alcohol or drugs. Forfeiture of their Board seat for absence or alcohol or drug use shall be effective immediately and shall not require any further action by the Executive Board to vest. Notice to the Board member of such forfeiture shall be provided by AVCP's Chairperson or Secretary in writing. If the affected person protests the forfeiture, he/she shall be allowed a hearing before the Executive Board or a Committee appointed by the Executive Board to determine if the person violated this section. If a violation is found, the forfeiture shall stand.

(c) such person fails to pass the background check required by Section 2.

**SECTION 5. Filling Vacancies.** When any member of the Executive Board in an Administrative Unit seat has resigned, or if a vacancy is created under these By-laws, or in the event of death, the Executive Board shall fill such vacancy with a member from the Article IV Board of Directors from the Administrative Unit in which the vacancy has occurred.

A vacancy in the At-Large Member's seat on the Executive Board shall be filled as set out in Article VI.

In all cases, the service of the individual selected to fill the vacancy shall only begin as of the next meeting of the Executive Board following successful completion of the individual's orientation required under this Article's Section 3.

**SECTION 6. Committees.** The Executive Board shall have the authority to appoint persons to serve on four "standing committees" – Internal, Governance, External, and Resolutions. It shall have that same authority with any additional committees it deems necessary. Individuals appointed to a committee may be removed by the Executive Board.

**SECTION 7. Quorum/Conduct of Meetings.** A majority of the number of Executive Board members fixed in these By-laws (including vacancies), constitutes a quorum for the transaction of business. The Executive Board, and each committee of the Executive Board, may choose to conduct meetings pursuant to Robert's Rules of Order, unless such rules are inconsistent with these By-laws or state law. The Executive Board shall set its meeting schedule including the location, timing and notice required for such meetings.

**SECTION 8. Conflict of Interest.** No member of the Executive Board shall vote on any matter in which he or she, in the determination of the Executive Board, has a material financial interest or material personal interest and such member shall not participate in the discussion of the matter, except in giving invited testimony, in which their interest is affected. All Executive Board members are required to disclose as soon as possible the existence of a real or potential conflict of interest in line with the corporation's Conflict of Interest Policy.

## **ARTICLE VI. OFFICERS**

**SECTION 1. Officers.** The officers of AVCP shall be a Chief Executive Officer, a Secretary and a Treasurer (together, the "principal officers"), who shall be selected by and serve at the pleasure of the Executive Board to hold the responsibilities of their Offices as set out in this Article. No more than one principal officer position may be held by a person at a time. The Executive Board may elect or appoint such other corporate officers ("associate principal officers") as it shall deem necessary to perform duties it prescribes.

In addition, two other categories of officers shall serve the corporation:

1. The Chairperson and Vice-Chairperson (as set out in this Article's sections).
2. The Traditional Chiefs (as set out in the next Article of these By-laws).

**SECTION 2. Selection, Qualification, Term of Office.** The Vice-Chairperson, Secretary and Treasurer shall be selected annually by the Executive Board from amongst its then-serving members at its first meeting after the Article IV Board of Directors regular annual meeting. All principal officers, during their term in office, must physically reside in the AVCP Region.

**SECTION 3. Removal.** A principal or associate principal officer, as well as the Vice-Chairperson, may be removed by a majority vote of the Executive Board at a meeting where a quorum has been



obtained. Should the At-Large Member of the Executive Board be removed by the Article IV Board of Directors pursuant to preceding Article V, Section 4, their position as Chairperson shall immediately cease.

**SECTION 4. Forfeiture.** An officer who is a member of the Executive Board shall be deemed to have forfeited his/her Officer position upon forfeit of their Executive Board seat due to unexcused absence from two consecutive regular meetings of the Executive Board, attending any AVCP function or meeting or appearing as a representative of AVCP in any official or quasi-official capacity while under the influence of alcohol or drugs, or other failure to meet qualification as an Executive Board member as set out in these By-laws.

**SECTION 5. Vacancies.** A vacancy in any office other than that of Chairperson, First Traditional Chief, and Second Traditional Chief shall be filled by the Executive Board for the unexpired portion of the Officer's term. In the case of the Chairperson, such position shall remain open until the Article IV Board of Directors elects a replacement At-Large Member to the Executive Board.

**SECTION 6. Chief Executive Officer.** The Chief Executive Officer shall be the principal executive officer of the corporation and shall, in general, supervise and control the management of the business and affairs of the corporation as the agent of the Executive Board and see that the Executive Board's orders and resolutions are carried into effect. He/she may sign, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and executions thereof will be expressly delegated by the Executive Board to, or be otherwise required by state or federal law to be performed by, another officer or agent of the corporation. He/she shall perform all duties incident to the office of "President" as required by state law, as well as any other duties prescribed by the Executive Board from time to time.

**SECTION 7. Chairperson.** The At-Large Member of the Executive Board, elected by the Article IV Board of Directors, shall serve both as a voting member of the Executive Board and as the corporation's Chairperson. The Chairperson shall preside at all meetings of the member villages and chair meetings of the Executive Board as that body requires. The Chairperson shall be known as the "Presiding Chief of the Association of Village Council Presidents."

**SECTION 8. Vice-Chairperson.** The Vice-Chairperson shall carry out, in the absence of the Chairperson or in the event of his/her inability or refusal to act, the duties of the Chairperson. The Vice-Chairperson shall chair meetings of the Executive Board as that body requires and perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Executive Board.

**SECTION 9. Treasurer.** The Treasurer shall ensure that accurate financial records of the corporation are maintained and that money, drafts, and checks in the name of and to the credit of the corporation are deposited in the banks and depositories designated by the Executive Board; and, upon request, provide the Chief Executive Officer and the Executive Board an account of transactions by the Treasurer and of the financial condition of the corporation. He/she shall perform all duties incident to the office of Treasurer as same are required in accord with state law as well as any other duties prescribed by the Executive Board from time to time.

**SECTION 10. Secretary.** The Secretary shall keep or cause to be kept the minutes of all meetings of the Executive Board, and see that all notices are duly recorded and/or sent in accordance with the provisions of these By-laws or as required by law. The Secretary shall serve as the custodian of the corporate records. He/she shall perform all duties incident to the office of Secretary as same are required in accord with state law, as well as any prescribed by the Executive Board from time to time.

## **ARTICLE VII. TRADITIONAL CHIEF(S)**

**SECTION 1. Traditional and Second Traditional Chiefs.** A Traditional Chief and a Second Traditional Chief shall be elected by the Article IV Board of Directors.

**SECTION 2. Duties.** The Traditional Chief shall call to order all AVCP meetings and be seated at the head of all AVCP functions. He/she shall attend, when available and able, any potlatches, social functions and meetings of AVCP. The Second Traditional Chief shall perform these duties when the Traditional Chief is unable to do so, and both Traditional Chiefs shall perform other duties as requested by AVCP.

SECTION 3. Replacement. 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, have earned the right to be nominated for Second Traditional Chief and elected to the highest honor bestowed upon a Native by AVCP.

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

### **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 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 Chief Executive Officer 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, Article IV Board of Directors and the Executive Board, 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.

### **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 BYLAWS**

SECTION 1. In General. These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Article IV 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 By-laws at such meeting.

SECTION 2. Friendly Amendments. The language of By-laws amendments proposed under Section 1 of this Article may only be amended at the meeting at which they are to be acted upon if:

1. The Executive Board (by majority vote of its members), or the Member Village who brought the By-law amendment forward (by consent of its Delegate to the meeting) (the "Proponent"), accepts the friendly amendment; and
2. With a quorum is present, the friendly amendment is adopted by a majority vote of the Article IV Board of Directors personally present at the Annual Meeting; and
3. The friendly amendment does not materially alter the proposed By-law amendment.

## **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.



**Exhibit A**

effecting 10/5/2016 Amended By-laws'  
transition to 3 year staggered terms for all Executive Board seats

- at the 2016 annual meeting, three specified Administrative Unit Members' seats initially elected in 2014, **along with** the At-Large Member; **and, in addition**, the NEW seat created by splitting Unit 2 into two Units (new Unit 12) ... are elected to serve 3 year terms (pool A)
- at the 2017 annual meeting, the remaining two Administrative Unit Members' seats initially elected in 2014, plus two seats initially elected in 2015, are elected to serve 3 year terms (pool B)
- at the 2018 annual meeting, the remaining group elected in 2015 are elected to serve 3 year terms (pool C)

POOL	Annual Meeting Yr	Board Seats				
A	Elected 2016	At-Large	2	4	6	12
B	Elected 2017	8	10	1	3	
C	Elected 2018	5	7	9	11	

