

BYLAWS
OF
OUTDOOR HERITAGE FOUNDATION OF ALASKA

ARTICLE I
OFFICES

The principal office of the Corporation shall be located at a place of the Board of Directors choosing. The Board of Directors may change the location of the principle office.

The Corporation's registered office, and registered agent's office, shall be located at the principle office, and may be changed from time to time by the Board of Directors.

ARTICLE II
PURPOSE

The Corporation is an organization dedicated to the perpetuation of our natural resources and wildlife heritage including fishing and hunting. This Corporation meets those goals by forging partnerships between the public and private sectors and by supporting conservation activities that inform and educate the general public. This will be operated as a nonprofit corporation exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the collection of charitable and other donations and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the purposes of the Corporation are:

- (A) To provide public or charitable benefits and relief to the efforts of the Alaska Department of Fish and Game ("Department") and take a leading role in ensuring both the conservation of Alaska's fish and wildlife heritage and the provision of outdoor opportunities, including hunting, fishing and trapping for future generations.
- (B) To provide assistance to the Alaska Department of Fish and Game in carrying out its authorized purposes; and
- (C) To engage in any lawful act or activity for which public benefit corporations may be organized under the nonprofit corporation laws of the State of Alaska.
- (D) To receive court ordered fines and settlements in environmental or fish or wildlife cases.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a Corporation described under 501(c) of the Internal Revenue Code (or the corresponding provisions of any future

federal tax code); or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any future federal tax code).

ARTICLE III MEMBERSHIP AND VOTING:

1. **Membership:** There shall be two classes of members.
 - A. Annual members shall fall under four categories: Annual, Three Year, Family, and Friends of BOW. Annual members shall not have voting privileges. Dues for Annual Memberships shall be set by the Board of Directors. Friends of BOW members who volunteer for a minimum of three major fundraising events will be accorded membership in lieu of dues.
 - B. Associate Life members shall pay dues of \$1,000.00. Associate members shall have voting rights for the election of directors.
2. **Qualifications:** To be eligible for membership, a person must be of sound moral character, must agree to promote the purposes of this organization, and may not undertake any activity or course of action deemed to be detrimental to the organization.
3. **Application for Membership:** All applicants must meet the eligibility requirements of the Outdoor Heritage Foundation and must be in writing on forms approved by the Board of Directors.
4. **Certificates:** A Certificate of Membership in such form as the Board of Directors may prescribe may be issued to an applicant upon payment of dues, signed by the President or Vice President and the Secretary.
5. **Termination for Cause:** A member who makes false statements on his/her membership application or whose conduct is deemed detrimental to the principles of the Outdoor Heritage Foundation, or who engages in activities in opposition to the Outdoor Heritage Foundation as determined by the Board of Directors may be dropped from membership by vote of a two thirds majority of the Board of Directors present at any regular or special meeting. The motion for removal of the member shall state the cause for removal. The Board of Directors shall have authority and an obligation to set up hearing procedures on any contested termination of membership.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The business, property and affairs of the Corporation will be managed and controlled by the Board (which shall be called its Board of Directors) and,

subject to the restrictions of these Bylaws, the Articles of Incorporation and the statutes of the State of Alaska, the Board may exercise all of the powers of the Corporation. Without limiting the foregoing, the Board will have the following powers to the fullest extent possible consistent with Alaska law:

A. The power of variance to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the Board's sole judgment, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the communities within and of the State of Alaska;

B. The power to replace any participating trustee, custodian, or agent for breach of fiduciary duty or under the terms of a then current contract for services under Alaska law; and

C. The power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board) return of income (within the meaning of Treas. Reg. §1.170A-9(e)(11)(v)(F)) over a reasonable period of time (as determined by the Board).

Section 2. Number of Directors. The Board of Directors of this Foundation shall not be less than three (3) voting members and not more than twenty-five (25) in number plus appointed trustees and ex-officio members without vote, each of whom shall be elected or appointed in accordance with provisions hereinafter set forth.

- a) The Commissioner of the Alaska State Department of Fish and Game (“Commissioner”) shall serve on the Board of Directors as a full voting member.
- b) Ex-officio Directors. Ex-officio members of the Board of Directors shall be appointed by majority vote of the Board of Directors from time to time. Ex-officio Directors shall serve on the Board of Directors as non-voting members.
- c) Organization Directors. The Board of Directors shall elect by majority vote no more than eleven (11) Directors from nominations received in the

following prescribed manner. The following numbers of Directors shall be elected from nominations accepted from:

- i. The Commissioner of Fish and Game for two members,
- ii. A major contributing hunter-conservationist organization for two members,
- iii. A major contributing commercial-fish organization for one [two] members,
- iv. A major contributing professional guide association involved in providing services to hunter and/or anglers for one,

- v. A major contributing sport-fish conservation organization for two members, and
- vi. Conservation, Business or Alaska Native Organizations recognized by the Board who have demonstrated financial commitment to conservation and traditional uses of fish and wildlife for the remaining three members.

If the Board of Directors does not receive nominations from any one or more of the above listed organizations at least 15 business days before the Annual Meeting of the Board of Directors, those Organization Directors seats vacant or without nomination shall be elected by majority vote of the Board in the manner prescribed by Section (d) herein. Organization Directors shall serve on the Board of Directors as a full voting members.

- d) Elected Directors. Directors shall be elected by the Board of Directors as provided herein. The number of Elected Directors shall be established from time to time by the Board but shall not be more than fourteen (14). Annually the President shall appoint an ad hoc nominating committee to supply nominations for directors. This committee may solicit and receive recommendations from such professional, business, industrial, financial, charitable, cultural, educational and health care organizations, or other resources, as it deems appropriate. Following the receipt of recommendations, the committee will evaluate and categorize the persons recommended and from them select a slate of candidates for directors who meet the qualifications established from time to time

Section 3. Term of Office. Each Director shall hold office for a term of three (3) years or until their death, resignation, retirement, removal, or disqualification or his/her successor is elected and qualified. Initially and each time the number of Directors is increased by three, one-third of the initial number or increase shall be elected to a one year term, one-third to a two year term, and one-third to a three year term; thereafter, as each term is ended, the new term is three years. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director. Any Director may serve consecutive terms.

Section 4. Removal. The Board of Directors may by majority vote remove a Director appointed by it at any time, with or without cause, whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 5. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in the month of May, unless a different date and time are fixed by the Board of Directors and stated in the Notice of the Meeting. At least five days prior to the annual meeting, the nominating committee will transmit to each member of the Board its slate of candidates for directors together with a statement that each candidate is willing to serve if elected. At the annual meeting, after the presentation of the slate, board members may make additional nominations of nominees who have been contacted and have indicated a willingness to be nominated and to serve if elected. By motion the Board may vote on the entire slate of candidates as a whole. At the Annual Meeting of the Board of

Directors, the Board may elect the officers of the Corporation, shall elect/re-elect directors to fill term(s) commencing with such Annual Meeting, and shall transact other business, if appropriate; provided, however, if the Board does not fill an office of the Corporation at an Annual Meeting, then the person then serving in such office shall be deemed to have been reelected by the Board to such office to serve until his or her successor shall be elected and qualified or until he or she resigns, is removed, or is otherwise disqualified to serve. By motion the Board may vote on the entire slate of candidates as a whole. Should the number of nominees exceed the number of directors to be elected each nominee will be voted on individually, those nominees receiving the greatest number of votes will be declared elected as directors. In the event two or more nominees receive the same number of votes for a seat or seats on the Board, run-off elections between such nominees will be held until all seats on the Board are filled. The newly elected directors will assume their duties immediately.

Section 6. Regular Meeting. The Board of Directors shall conduct meetings as necessary to conduct the business of the Corporation, but such meetings shall occur at least biannually.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or a number of Directors that constitutes 25% of the Directors then properly elected at any time by Notice to the Secretary. The person or persons authorized to call special meetings may fix the place and, subject to Section 9 of this Article, the time for holding the special meeting of the Board so called.

Section 8. Place of meetings. The Board of Directors may designate any place within the State of Alaska as the place for any annual, regular or special meeting of the Board of Directors.

Section 9. Notice of Meetings. Notice of Regular Meetings shall be given at least fifteen (15) days prior to the meeting. Notice of Special Meetings shall be given at least five (5) days prior to the meeting and such Notice shall include a specific agenda describing the issue for which the Special Meeting is called. Notice may be given by written notice delivered personally, or by verbal notice given personally, or by telephone, or by other electronic means including but not limited to electronic mail with confirmed receipt, or sent by mail to each Director at the address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting.

Section 10. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at said meeting, a majority of the voting Directors present may adjourn the meeting without further notice. A Director may appear, either in person, or by telephone or other electronic media approved by a resolution of the Board of Directors where each Director may hear each other directly.

Section 11. Conduct of Business. The act of a majority of the voting Directors present, either in person or via telecommunications, at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 12. Action of Directors by Unanimous Written Consent. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

Section 13. Waiver. Any Notice required by law to the Board of Directors may be waived in writing by the Director and is waived by attendance at the meeting so noticed.

Section 14. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 15. Compensation. Directors as such shall not receive any stated salaries or other compensation for their services as directors, but, by resolution of the Board of Directors, nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore. Directors may be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

Section 16. Adjournment. Any meeting of the Board may be adjourned. Notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which the adjournment is taken is not necessary. At an adjourned meeting, any business may be transacted that could have been transacted at the meeting presently called, irrespective of whether or not a quorum is present at the adjourned meeting.

Section 17. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed conclusively to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 18. Manner of Acting. The affirmative votes of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. No director may act by proxy on any matter. The Board may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted from time to time

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Foundation Officers shall be chosen from among the members of the Executive Committee. Any Director may hold more than one Office of the corporation at a time except the offices of Secretary and President.

Section 2. Election. All officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting, and shall serve at the pleasure of the Board of Directors and must be selected from the 11 Directors as named in Article III, Section 2 c).

Section 3. Term of Office. Any officer may serve consecutive terms. Each officer shall hold office until he or she shall resign or shall be removed or otherwise be disqualified to serve, or his or her successor shall be elected and qualified.

Section 4. Removal. Any officer elected by the Board of Directors may be removed by majority vote of the Board of Directors, with or without cause, whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officers of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President or their designee shall be a member of any committee established by the Board of Directors.

Section 7. Executive Director. The Board of Directors may appoint an Executive Director upon such terms and conditions and at such compensation as the Board deems proper. The Executive Director, upon appointment, will serve at the pleasure of the Board and will be responsible for the conduct of the business of the Corporation within its prescribed policies. He or she will report to the President and will be responsible for hiring, assigning, supervising, and terminating employees of the Corporation pursuant to the policies established by the Board.

Section 8. Vice President. The Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of the election) shall perform such duties as may be assigned by the Board of Directors and/or the President.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident of the office of Treasurer, including preparation of the annual budget and such other duties as may be assigned by the President or by the Board of Directors. The Treasurer may delegate the duties herein imposed. However, nothing herein shall relieve the Treasurer of any responsibility imposed by this section or by law. In the absence or in the event of inability or refusal to act by the President, the Treasurer shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 10. Secretary. The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors. The Secretary shall give all required notices; shall be the custodian of the corporate records and of the seal, if any, of the Corporation; shall affix the seal attested by signature to such instruments as may be required and in general, shall perform all duties incident to the office of Secretary. In case of absence, the Secretary shall designate a substitute to record the minutes. The Secretary may delegate the duties herein imposed. However, nothing here shall relieve the Secretary of any responsibility imposed by this section or by law.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the voting Directors, may designate or appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Board of Directors or by law.

Section 2. Executive Committee: The Executive Committee shall consist of at least three (3) and no more than seven (7) members and shall include the Commissioner of the

Alaska Department of Fish and Game and the officers as named in Article IV, Section 1 and two members elected from the Organization Directors as named in Article III, Section 2 c). The Executive Committee shall be responsible for directing the activities of the Executive Director and if such Executive Directors position remains unfilled for conducting the day to day business of the Foundation and shall meet as often as deemed necessary at a place and time of their choosing. All actions undertaken on behalf of the Foundation by the Executive Committee shall be reported to the Board of Directors .

Section 3. Standing Committees. There shall be standing committees for the purpose of achieving specific goals within the mission of the Corporation. Standing committees shall include the following: Education, Fisheries Conservation, Wildlife Conservation, Shooting Range Development and Finance. Standing Committees shall be chaired by a member of the Board of Directors and shall include members who have demonstrated knowledge and experience in the Committee's field of interest. Standing Committees shall have the authority to expend funds within the constraints of a budget provided to them from the Board of Directors.

Section 4. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by the vote of a majority of the voting Directors present at a meeting at which a quorum is present.

Section 5. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until a successor is appointed, unless the existence of such committee shall be terminated sooner, or unless such member be removed from such committee by the Board of Directors, with or without cause, or unless such member shall cease to qualify as a member thereof.

Section 6. Committee Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof. The Chair of any committee must be a member of the Board of Directors.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of voting members of the committee shall constitute a quorum, and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, LOANS AND FUNDS

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

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President, President or a Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories 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 devise for the general purpose or for any special purpose of the Corporation.

Section 5. Loans. Except for advances directly related to approved expenses on behalf of the Corporation, the Corporation shall make no loans to Directors, Officers, or Employees of the Corporation.

ARTICLE VIII FINANCIAL RECORDS

The Corporation shall keep accurate financial records and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Board entitled to vote. Any Director or the Director's agent or attorney or the general public may inspect all financial records of the Corporation for any reasonable purpose at any reasonable time.

ARTICLE IX AMENDMENTS TO BYLAWS

The Board of Directors may amend, alter or repeal any portion of these bylaws by a two-thirds vote at a meeting at which a quorum is present, provided that (1) the notice of the meeting specifies the substance of the amendment, and (2) the amendment would not adversely affect the Corporation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X
INDEMNIFICATION OF DIRECTORS,
EX-OFFICIO DIRECTORS, AND OFFICERS

Section 1. Definitions. As utilized in this Article, the following terms shall have the meanings indicated:

- (a) The term “Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Corporation by operation of law and in any other transaction in which the Corporation assumes the liabilities of the predecessor, but does not specifically exclude liabilities that are the subject matter of this Article.
- (b) The term “Director” means any person who is or was a Director and Ex-Officio Director (as defined in Article IV of these bylaws) and any person who, while a Director, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Corporation, entity or other enterprise.
- (c) The term “expenses” include court costs and attorneys’ fees.
- (d) The term “official capacity” means: (i) when used with respect to a Director, the office of Director in the Corporation, and (ii) when used with respect to a person other than a Director, the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but (iii) in both (i) and (ii) above does not include service for any other foreign or domestic Corporation, entity, or other enterprise.
- (e) The term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, any appeal therein and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 2. Indemnification of Directors. The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director only if it is determined, in accordance with Section 6 of this Article, that the person (a) conducted himself or herself in good faith, or (b) reasonably believed (i) in the case of conduct in the official capacity as a Director of the Corporation, that the conduct was in the Corporation’s best interests, (ii) in all other cases, that the conduct was at least not opposed to the Corporation’s best interests, or (iii) in the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 3. Indemnification Prohibited. A Director shall not be indemnified by the Corporation as provided in Section 2 of this Article to the extent such indemnification is prohibited by law, for obligations resulting from a proceeding (a) in which the Director is found liable on the basis that a personal benefit was improperly received by the Director,

whether or not the benefit resulted from an action taken in the person's official capacity or (b) in which the person is found liable to the Corporation, except to the extent permitted in Section 5 of this Article.

Section 4. Effect of Settlement, Conviction, etc. The termination of a proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Section 2 of this Article. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

Section 5. Judgments, Penalties, Fines, etc. A person may be indemnified by the Corporation as provided in Section 2 of this Article against judgments, penalties (including excise and similar taxes), fines, settlement, and reasonable expenses actually incurred by the person in connection with the proceeding subject to the limitations contained in this Article. But if the person is found liable to the Corporation or is found liable on the basis that a personal benefit was improperly received by the person, the indemnification (a) shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and (b) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of the person's duty to the Corporation.

Section 6. Determination of Indemnification. A determination of indemnification under Section 2 of this Article shall be made: (a) by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding; (b) if such a quorum cannot be obtained, by a majority vote of a committee of the Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; or (c) by special legal counsel selected by the Board or Directors or a committee thereof by a vote as set forth in subsection (a) and (b) of this Section 6, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Section 7. Authorization. Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in the manner specified by subsection (c) of Section 6 of this Article for the selection of special legal counsel. The indemnification described in Section 2 of this Article shall be deemed to constitute authorization of indemnification in the manner required herein, even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

Section 8. Mandatory Indemnification. The Corporation shall indemnify a Director against reasonable expenses incurred by the Director in connection with a

proceeding in which the Director is named defendant or respondent because the person is or was a Director if the Director has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

Section 9. Judicial Determination of Entitlement. If, upon application of a Director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Director has met the requirements set forth in Section 2 of this Article or has been found liable in the circumstances described in Section 3 of this Article, the Corporation shall indemnify the Director to such further extent as the court shall determine; but if the person is found liable to the Corporation or is found liable on the basis that a personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 10. Advance of Expenses. Reasonable expenses incurred by a Director who was, is, or is threatened to be made named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding and without the determination specified in Section 6 of this Article or the authorization or determination specified in Section 7 of this Article, after the Corporation receives a written affirmation by the Director of a good faith belief that the standard of conduct necessary for indemnification under this Article has been met and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he has not met that standard or if it is ultimately determined that indemnification of the Director against expenses incurred by him in connection with that proceeding is prohibited by Section 5 of this Article. A provision contained in the articles of incorporation, these bylaws, a resolution of the Directors, or an agreement that makes mandatory the payment or reimbursement permitted under this Section shall be deemed to constitute authorization of the payment or reimbursement.

Section 11. Written Undertaking. The written undertaking required by Section 10 of this Article shall be an unlimited general obligation of the Director, but need not be secured. It may be accepted without reference to financial ability to make repayment.

Section 12. Appearance as a Witness. Notwithstanding any other provision of this Article, the Corporation may pay or reimburse expenses incurred by a Director in connection with an appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

Section 13. Indemnification of Officers. An officer of the Corporation shall be indemnified by the Corporation as and to the same extent provided by Sections 7, 8, and 9 of this Article for a Director and is entitled to seek indemnification under those sections to the same extent as a Director. The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it may indemnify and advance expenses to Directors under this Article.

Section 14. Persons Serving at Request of Corporation. The Corporation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Corporation, entity, or other enterprise, to the same extent that it may indemnify and advance expenses to Directors under this Article. The Corporation may indemnify and advance expenses to a person identified in this Section 14 to such further extent, as may be provided by the Act.

Section 15. Report to Board. Any indemnification of or advance of expenses to a Director in accordance with this Article shall be reported in writing to the Board with or before the notice or waiver of notice of the next meeting of the Board or with or before the next submission to the Directors of a consent to action without a meeting and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

ARTICLE XI CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of this Article is to protect this Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This provision is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Interested Party. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest or receives any remuneration from the Corporation, is an interested person.

A. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

B. Compensation. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation (they are not prohibited from providing information to any committee regarding compensation).

Section 3. Procedures. The Board and its members will abide by the following procedures:

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4. Addressing Conflicts in Decision Making. After determining that a conflict does or may exist the board or committee shall:

A. allow an interested person to make a presentation at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

B. the chairperson of the governing board or committee shall, if appropriate, appoint an independent and disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

C. after exercising due diligence, the board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;

D. if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest; and

E. in conformity with the above determination. the board or committee shall make and record in the minutes its decision as to whether to enter into the transaction or arrangement, including the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed. .

Section 5. Violations. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest it shall take appropriate disciplinary and corrective action.

Section 6. Annual Representation Letter. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person has received, read, understood and agrees to comply with these conflicts of interest provisions.

**ARTICLE XII
SEVERABILITY**

A determination that any provision of these bylaws is, for any reason, inapplicable, invalid, illegal or otherwise ineffective, will not affect or invalidate any other provision of these bylaws.


**ARTICLE XIII
FISCAL YEAR**

The Corporation's fiscal year shall be on a calendar basis.


**ARTICLE XIV
DISSOLUTION OF THE ORGANIZATION:**

Upon liquidation, dissolution, winding up, or abandonment of this organization, all of the property, and assets of this organization shall be transferred or conveyed by way of gift to one or more domestic or foreign organizations, foundations, associations, or societies exempt from federal or state income and property taxation and engaged in activities substantially similar to those executed in accordance with the laws of the State, Country of the United States relating to the liquidation, dissolution, winding up, or abandonment of nonprofit organizations. In regard to the charitable gaming account, upon the dissolution of the Outdoor Heritage Foundation of Alaska the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee." In no event shall any properties or assets of this organization be conveyed or transferred to any member, upon the liquidation, dissolution, winding up, or abandonment of this organization, except for full consideration.

We, the undersigned, the Secretary of this Corporation, does hereby certify that the foregoing bylaws were adopted as the bylaws of Outdoor Heritage Foundation of Alaska at the meeting of the Directors held on the 12th day of July, 2012.



Secretary

ATTEST:


Director