

1 **BYLAWS**  
2 **OF**  
3 **ANCHORAGE UNLEASHED, INC.**

4  
5 **ARTICLE I**

6 **OFFICE**

7 The principal office of this corporation shall be located at 4801 Kenai Avenue, Anchorage,  
8 Alaska 99508, or at an address to be established by resolution of the board of directors.

9 **ARTICLE II**

10 **Directors**

11 **Section 1. General Powers.**

12 The business and affairs of the corporation shall be conducted under the direction of, and the  
13 control and disposal of the corporation's properties and funds shall be vested in, its board of  
14 directors, except as otherwise provided in AS 10.20, the Alaska Nonprofit Corporation Act, the  
15 corporation's articles of incorporation or these bylaws.

16  
17 **Section 2. Number and Board.**

18 The number of directors of the corporation shall be seven, which number may be decreased, if  
19 permitted by law, or increased from time to time by amendment of these bylaws. The initial  
20 board of directors shall be as stated in the articles of incorporation, who shall serve as directors at  
21 the organizational meeting of the corporation.

22 **Section 3. Nomination of Directors.**

23 Recommendations for director nominees may be submitted to the Board of Directors by past  
24 directors, incumbent directors, incumbent officers and staff of the corporation, as well as the  
25 surviving spouse, parents, brothers, sisters, children, grandchildren and more remote issue of a  
26 deceased organizer of the corporation. The Board of Directors shall, after giving the  
27 consideration to such recommendations and such other persons as it may wish to consider,  
28 present its slate of director-nominees to the board.

29  
30 **Section 4. Election, Term and Qualifications of the Directors.**

31 At each subsequent annual meeting of the directors, directors shall be elected to fill any vacant  
32 position on the board of directors. Any nominee may be elected by the directors to serve as a  
33 director of the corporation for a period of up to two (2) years, to serve until his or her successor  
34 is elected and qualified or until his or her earlier death, resignation or removal. Directors may be  
35 elected for successive terms.

36  
37 **Section 6. Vacancies during the Term of a Director.**

38 All vacancies during the term of a director, whether caused by death, resignation, and removal or  
39 otherwise, shall be filled by a majority vote of the remaining directors. Any such director elected  
40 to fill a vacancy shall hold office until the next annual meeting.

41  
42 **Section 7. Removal of Directors.**

43 Any director may be removed from office with or without cause by a vote of a majority of the  
44 board of directors.

45 Section 8. Resignation.  
46 Any director may resign at any time by giving written notice to the president or to the secretary.  
47 The resignation of any director shall take effect at the time specified in such notice and, unless  
48 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it  
49 effective.

50  
51 Section 9. Annual Meetings.  
52 The annual meeting of the board of directors shall be held on the first Monday in October, at  
53 6:00 p.m., if not a legal holiday, and if a legal holiday, then at the same hour on the next business  
54 day. No notice of the annual meeting of the board of directors need be given.  
55

56 Section 10. Regular Meetings.  
57 Regular meetings of the board of directors may be held at such times as the board may from time  
58 to time determine by resolution. If any day fixed for a regular meeting shall be a legal holiday at  
59 the place where the meeting is to be held, then the meeting which otherwise would be held on  
60 that day shall be held at the same hour on the next succeeding business day not a legal holiday.  
61 No notice of regular meetings of the board of directors need be given.  
62

63 Section 11. Special Meetings.  
64 Special meetings of the board of directors shall be held whenever called by the president or by a  
65 majority of the directors. Notice of each special meeting of the board of directors shall be given  
66 to each director as provided in this article. Every such notice shall state the time and place of the  
67 meeting. Neither the business to be transacted at nor the purpose of any special meeting of the  
68 board of directors need to be specified in the notice or waiver of notice of such meeting.  
69

70 Section 12. Notice of Meetings.  
71 For purposes of special meetings, and any time when the board of directors affirmatively elects  
72 to issue notice for an annual or a regular meeting, notice shall be given to each director at his or  
73 her last known business or home address at least seven days prior thereto by the mailing of  
74 written notice, or at least two days prior thereto by personal delivery of written notice or by  
75 telephonic, e-mail or other electronic means of notice. The method of notice need not be the  
76 same for each director. If by mail, such notice shall be deemed to be given when deposited in the  
77 United States mail, with postage thereon prepaid. If sent by facsimile machine, e-mail or other  
78 electronic meetings, such notice shall be deemed to be given when the facsimile machine, the e-  
79 mail or other electronic means acknowledges that the transmission was completed.  
80

81 Section 13. Place of Meeting.  
82 The board of directors shall hold its meetings at the principal office of the corporation or at such  
83 places within or without the State of Alaska as shall be specified or fixed by the board of  
84 directors or in the respective notice or waivers of notice thereof.  
85

86 Section 14. Presence at Meetings through Telecommunication.  
87 One or more members of the board may participate in a meeting through the use of conference  
88 telephones or other telecommunications equipment so long as all members participating in such  
89 meeting can hear one another. Participation in a meeting pursuant to this section constitutes  
90 presence in person at such meeting.

91 Section 15. Waiver of Notice.

92 The director may waive receipt of notice of any meeting before, at, or after such meeting. The  
93 attendance of a director at a meeting shall constitute a waiver of notice of such meeting except  
94 where the director attends the meeting for the express purpose of convening the meeting or  
95 objecting to the transaction of any business because the meeting is not lawfully called or  
96 convened.

97  
98 Section 16. Quorum and Voting.

99 At each meeting of the board of directors, at least a majority of the directors fixed by these  
100 bylaws shall be present in order to constitute a quorum for the transaction of business. Each  
101 director shall be entitled to one vote, and the vote of the majority of the directors fixed by these  
102 bylaws is the act of the board of directors unless a greater number is required by the articles of  
103 incorporation or by the bylaws. In the absence of a quorum, the directors present may adjourn  
104 any meeting from time to time until a quorum is had. Notice of any such adjourned meeting need  
105 not be given.

106  
107 Section 17. Presumption of Assent.

108 A director of the corporation who is present a meeting of the board of directors at which action  
109 on a corporate matter is taken shall be presumed to have assented to the action taken unless his or  
110 her dissent shall be entered into the minutes of the meeting, or unless he or she shall file his or  
111 her written dissent to such action with the person acting as the secretary of the meeting before  
112 the adjournment thereof or shall forward such dissent by registered mail to the secretary of the  
113 corporation immediately after adjournment of the meeting or if the dissent is not noted when the  
114 minutes are circulated or approved, the dissenting director(s) may direct its inclusion. Such right  
115 to dissent shall not apply to a director who voted in favor of such action.

116  
117 Section 18. Standard of Care.

118 A director shall perform the duties of a director, including duties as a member of any committee  
119 of the board on which the director may serve, in good faith, in a manner such director believes to  
120 be in the best interests of this corporation, and with such care, including reasonable inquiry, that  
121 an ordinarily prudent person in a like position would use under similar circumstances. In  
122 performing the duties of a director, a director shall be entitled to rely on information, opinions,  
123 reports or statements, including financial statements and other financial data, in each case  
124 prepared or presented by:

125 A. One or more officers or employees of the corporation whom the director believes to be  
126 reliable and competent in the matters presented;

127 B. Counsel, independent accountants or other persons as to matters that the director  
128 believes to be within the person's professional or expert competence; or

129 C. A committee of the board upon which the director does not serve, as to matters within  
130 its designated authority, which committee the director believes to merit confidence; so long as in  
131 any such case, the director acts in good faith, after reasonable inquiry when the need therefore is  
132 indicated by the circumstances and without knowledge that would cause such reliance to be  
133 unwarranted.

134 A person who performs the duties of a director in accordance with the above shall have no  
135 liability based upon any failure or alleged failure to discharge that person's obligations as a  
136 director, including, without limiting the generality of the foregoing, any actions or omissions  
137 which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it,

138 are dedicated. The above-described standard of care may be further limited by a provision in the  
139 articles of incorporation limiting a director's liability to the corporation.

140  
141 Section 19. Inspection.  
142 Every director shall have the absolute right at any reasonable time to inspect and copy all books,  
143 records and documents and to inspect the physical properties of this corporation.

144  
145 Section 20. Compensation.  
146 The directors shall serve without compensation. The Board of Directors may reimburse directors  
147 for reasonable out-of-pocket expenses. However, during any period in which the corporation is a  
148 private foundation as described in section 509(a) of the Internal Revenue Code, no payment or  
149 reimbursement of expenses shall be made in any manner that might result in the imposition of  
150 any liability under section 4941 at the Internal Revenue Code.

### 151 **ARTICLE III**

#### 152 **OFFICERS**

153 Section 1. Officers and Qualifications.  
154 The officers of the corporation shall be a president, a vice president, a secretary and a treasurer.  
155 Any person may hold two or more offices, except the offices of president and secretary. None of  
156 the officers need be a member of the board of directors.

157  
158 Section 2. Election and Term of Office.  
159 The officers of the corporation shall be elected by the board of directors at the organizational  
160 meeting of the board of directors, and at the annual meetings of the board of directors. If the  
161 election of officers shall not be held at any such meeting, such election shall be held as soon  
162 thereafter as conveniently may be. Each officer shall hold office until his or her successor shall  
163 have been duly elected and shall have qualified or until his or her death or until he or she shall  
164 resign or shall have been removed in the manner hereinafter provided.

165  
166 Section 3. Removal.  
167 Any officer or agent elected or appointed by the board of directors may be removed by the board  
168 of directors whenever in its judgment the best interests of the corporation would be served  
169 thereby, but such removal shall be without prejudice to the contract rights, if any, of the person  
170 so removed.

171  
172 Section 4. Vacancies.  
173 A vacancy in any office because of death, resignation, removal, disqualification or otherwise,  
174 may be filled by the board of directors for the unexpired portion of the term.

175  
176 Section 5. President.  
177 The president shall be the chief executive officer of the corporation. He or she shall preside at all  
178 meetings of the directors, shall have active and general management of the business of the  
179 corporation, and shall see that all orders and resolutions of the board are carried into effect. He or  
180 she shall have the general powers and duties of supervision and management usually vested in  
181 the office of president of the corporation. It is the duty of the president to approve the  
182 expenditure of the moneys appropriated by the board of directors in accordance with the budget  
183 approved by the board of directors. The president also shall appoint and discharge all subordinate  
184 agents and employees and fix their salaries, subject to review by the board of directors, and shall  
185

186 designate the duties they are to perform. He or she may sign, with the secretary or any other  
187 proper officer of the corporation thereunto authorized by the board of directors, any deeds,  
188 mortgages, bonds, contracts or other instruments which the board of directors has authorized to  
189 be executed, except in cases where the signing and execution thereof shall be expressly delegated  
190 by the board of directors or by these bylaws to some other officer or agent of the corporation, or  
191 shall be required by law to be otherwise signed or executed.

192  
193 Section 6. Vice President.

194 The vice president shall assist the president in carrying out the programs of the corporation. In  
195 the event of the prolonged absence or disability of the president, the board shall appoint the vice  
196 president as acting president and, as such, the acting president shall have all the authority and  
197 duties vested in the president.

198  
199 Section 7. Secretary.

200 The secretary shall attend the meetings of the board of directors and shall record the proceedings  
201 of the corporation and the board of directors at their respective meetings. He or she shall provide  
202 for notification of the directors of the corporation of meetings of the board of directors in  
203 accordance with these bylaws, shall be the custodian of the corporate records and seal, shall  
204 furnish certifications of board actions, bylaws, and organizational documents, and shall perform  
205 such other duties as may be required by these bylaws or may be assigned by the board of  
206 directors or the president. In the absence of the secretary, the chair shall appoint a person to act  
207 as secretary of a particular meeting.

208  
209 Section 8. Treasurer.

210 The treasurer shall be the financial officer of the corporation and shall receive and deposit in a  
211 bank or banks to be approved by the board of directors all the moneys of the corporation and  
212 keep an accurate account thereof. He or she shall make disbursements subject to such regulations  
213 as may be determined from time to time by the board of directors, and shall make reports of  
214 finances of the corporation annually and whenever requested by the board of directors or the  
215 president. He or she shall perform such other duties as may be required by these bylaws or as  
216 may be assigned by the board of directors or the president. At the end of his or her term of office,  
217 the treasurer shall deliver to his or her successor all the books, moneys, and other property of the  
218 corporation then in his or her possession.

219  
220 Section 9. Compensation.

221 The officers may receive reasonable compensation for services, as determined by the Board of  
222 Directors from time to time. No officer shall be prevented from receiving a salary by reason of  
223 the fact that he or she is also a director of the corporation. The Board of Directors may reimburse  
224 officers for reasonable out-of-pocket expenses. However, during any period in which the  
225 corporation is a private foundation as described in section 509(a) of the Internal Revenue Code,  
226 no payment of compensation (or payment or reimbursement of expenses) shall be made in any  
227 manner that might result in the imposition of any liability under section 4941 at the Internal  
228 Revenue Code.

229  
230 Section 10. Bond.

231 The board of directors, by resolution, may require any or all of the officers of the corporation to  
232 give bonds in favor of the corporation, with sufficient surety or sureties, and in such amounts as

233 the board of directors may fix, conditioned upon the faithful performance of the duties of their  
234 respective offices.

235

236

#### **ARTICLE IV**

##### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

###### **Section 1. Contracts.**

239 The board of directors may authorize any officer or officers, agent or agents, to enter into any  
240 contract or execute and deliver any instrument in the name of and on behalf of the corporation,  
241 and such authority may be general or confined to specific instances.

242

###### **Section 2. Loans.**

244 No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall  
245 be issued in its name unless authorized by a resolution of the board of directors. Such authority  
246 may be general or confined to specific instances.

247

###### **Section 3. Checks, Drafts, etc.**

249 All checks, drafts or other orders for the payment of money, notes or other evidences of  
250 indebtedness issued in the name of the corporation, shall be signed by such officer or officers,  
251 agent or agents of the corporation and in such manner as shall from time to time be determined  
252 by resolution of the board of directors.

253

###### **Section 4. Deposits.**

255 All funds of the corporation not otherwise employed shall be deposited from time to time to the  
256 credit of the corporation in such banks, trust companies or other depositories as the board of  
257 directors may select.

258

259

#### **ARTICLE V**

##### **CONFLICT OF INTEREST**

###### **Section 1. Conflict Defined.**

262 A conflict of interest may exist when the interests or activities of any director, executive  
263 committee member, officer or employee may be seen as competing with the interests or activities  
264 of the corporation, or the director, executive committee member, officer or employee derives a  
265 financial or other material gain as a result of a direct or indirect relationship.

266

###### **Section 2. Disclosure Required.**

268 Any possible conflict of interest shall be disclosed, as applicable, to the board of directors or the  
269 executive committee by the person concerned, if that person is a director or officer of the  
270 corporation, or to the president or to such person or persons as the president may designate, if the  
271 person is not a director or officer of the corporation.

272

###### **Section 3. Abstinance from Vote.**

274 When any conflict of interest relates to a matter requiring action by the board of directors or the  
275 executive committee, the interested person shall call it to the attention, as applicable, of the board  
276 of directors or executive committee and such person shall not vote on the manner; provided  
277 however, any director disclosing a conflict of interest may be counted in determining the  
278 presence of a quorum at a meeting of the board of directors or the executive committee.

279 Section 4. Absence from Discussion.  
280 Unless requested to remain present during the meeting, the person having the conflict shall retire  
281 from the room in which the board or executive committee is meeting and shall not participate in  
282 the final deliberation or decision regarding the matter under consideration. However, that person  
283 shall provide the board or executive committee with any and all relevant information.  
284

285 Section 5. Minutes.

286 The minutes of the meeting of the board or executive committee shall reflect that the conflict of  
287 interest was disclosed and that the interested person was not present during the final discussion  
288 or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the  
289 matter shall be resolved by vote of the board of directors, excluding the person concerning whose  
290 situation the doubt has arisen.  
291

292 Section 6. Annual Review.

293 A copy of this conflict of interest bylaw shall be furnished to each director, officer and senior  
294 employee who is presently serving the corporation, or who may hereafter become associated  
295 with the corporation. This policy shall be reviewed annually for the information and guidance of  
296 directors, officers and employees. Any director, officer and senior employee shall be advised of  
297 this policy upon undertaking the duties of such office.  
298

## 299 **ARTICLE VI**

300 SEAL

301 The seal of the corporation shall have inscribed thereon the name of the corporation, the year in  
302 which incorporated, and the words "Alaska Corporate Seal."  
303

## 304 **ARTICLE VII**

305 GENERAL PROVISIONS

306 Section 1. Books and Records.

307 The corporation shall keep correct and complete books and records of account, and shall keep  
308 minutes of the proceedings of its board of directors.  
309

310 Section 2. Amendments.

311 These bylaws may be adopted; amended or repealed and new bylaws may be adopted by the  
312 board of directors at any regular or special meeting of the board of directors.  
313

314 Section 3. Prohibited Transactions.

315 A. Loans.

316 This corporation shall not make any loan or money or property to guarantee the obligation of any  
317 director or officer; provided, however, that this corporation may advance money to a director or  
318 officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in  
319 performance of the duties of such officer or director so long as such individual would be entitled  
320 to be reimbursed for such expenses absent that advance.

321 B. No Private Inurement.

322 The corporation is not organized for profit and is to be operated exclusively for one or more of  
323 the purposes specified in section 501(c) (3) of the Internal  
324 Revenue Code, as amended, including, for such purposes, the making of distributions to  
325 organizations that qualify as exempt organizations under section 501(c)(3) of the Internal  
326 Revenue Code, as amended, and in the promotion of social welfare in accordance with the

327 purposes stated in the corporation's articles of incorporation. The net earnings of the corporation  
328 shall be devoted exclusively to charitable and educational purposes and shall not inure to the  
329 benefit of any private individual. No director or person from whom the corporation may receive  
330 any property or funds shall receive, or shall be entitled to receive, any pecuniary profit from the  
331 operation thereof, and in no event shall any part of the funds or assets of the corporation be paid  
332 as salary or compensation to, or distributed to, or inure to the benefit of any member of the board  
333 of directors; provided, however, that (1) reasonable compensation may be paid to any director  
334 while acting as an agent, including as consultant, contractor, or employee of the corporation for  
335 services rendered in effecting one or more of the purposes of the corporation; and (2) a director  
336 may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in  
337 connection with the administration of the affairs of the corporation.

338

#### 339 Section 4. Designated Contributions.

340 The officers of the corporation may accept on its behalf, in accordance with policies and  
341 procedures set by the board of directors, any designated contribution, grant, bequest, or devise  
342 consistent with its general tax-exempt purposes, as set forth in the corporation's articles of  
343 incorporation. As so limited, donor designated contributions will be accepted for special funds,  
344 purposes or uses. Further, the corporation shall retain sufficient control over all donated funds  
345 (including designated contributions) to assure that such funds will be used in a manner consistent  
346 with the restrictions contained in the grant and the corporation's exempt purposes.

347

#### 348 Section 5. Indemnification.

349 So long as the board determines that one or more directors, officers, employees or agents of the  
350 corporation acted in good faith and for a purpose that each such person reasonably believed to be  
351 in the best interest of the corporation, this corporation shall provide indemnification to such  
352 directors, officers, employees and agents of the corporation, to the extent allowed by the articles,  
353 the restrictions of Reg. § 53.4941(d)-2(f), as amended, and applicable law. The board of directors  
354 may also, within the restrictions of Reg. § 53.4941(d)-2(f), as amended, adopt a resolution  
355 authorizing the purchase of insurance on behalf of any director, officer, employee or agent to  
356 indemnify such persons against expenses, judgments, fines, settlements and such other amounts  
357 incurred by such persons in their capacity or arising out of their status as a director, officer,  
358 employee or agent.

359

#### 360 Section 6. References to Internal Revenue Code.

361 All of references in these bylaws to provisions of the Internal Revenue Code are to provisions of  
362 the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions  
363 of any subsequent federal tax laws.

364

#### 365 Section 7. Severability.

366 The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and  
367 in such event, these bylaws shall be construed in all respects as if such invalid provisions were  
368 omitted.

369 IN WITNESS WHEREOF, the foregoing bylaws are hereby adopted as amended by the board of  
370 directors as the bylaws of Anchorage Unleashed, Inc. at Anchorage, Alaska, this 26<sup>th</sup> day of  
371 March, 2005.

372  
373 \_\_\_\_\_

374 Kathy Burgess  
375 Director

379 \_\_\_\_\_

380 Anita Dalton  
381 Director

385 \_\_\_\_\_

386 Kayla Epstein  
387 Director

391 \_\_\_\_\_

392 Deadra Hall  
393 Director

376 \_\_\_\_\_

377 Tamara Mills  
378 Director

382 \_\_\_\_\_

383 Peggy Robinson  
384 Director

388 \_\_\_\_\_

389 Valerie Tompkins  
390 Director