

AMENDED AND RESTATED BYLAWS
of
ALASKA BAR FOUNDATION, INC.

Article I
Offices

Section 1. Principal Office.

The principal office of the corporation in the State of Alaska shall be located in Anchorage. The corporation may have such other offices, either within or outside the State of Alaska, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time. [AS 10.20.011 (10)]

Section 2. Registered Office.

The corporation shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska Nonprofit 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 be changed from time to time by the Board of Trustees. [AS 10.20.026]

Article II
Members

Section 1. Membership, Classes of Members.

The Board of Trustees may, from time to time, establish membership, the terms, classifications, and voting rights thereof. [AS 10.20.051]

Section 2. Board as Members.

Until the Board establishes voting membership, the Board of Trustees shall be the Members of this corporation and shall exercise sole voting authority. [AS 10.20.071(d)]

Section 3. Voting Members.

Unless otherwise provided by the Board of Trustees each member of the Board of Trustees shall be a voting Member, and each voting Member shall be entitled to one vote. Cumulative voting is not allowed. [AS 10.20.071]

Article III
Meetings of Members

Section 1. Annual Meeting.

An annual meeting of the Members shall be held in the month of May or June each year at or near the time of the annual meeting of the Alaska Bar Association, for the transaction of such business as may come before the meeting. [AS 10.20.061(b)]

Section 2. Special Meetings.

Special meetings of the Members may be called by the President, the Board of Trustees, or if there are voting Members other than the Board of Trustees, by not less than one-twentieth of the Members having voting rights. [AS 10.20.061(c)]

Section 3. Place of Meeting.

The Board of Trustees may designate any place, either within or without the State of Alaska, as the place of meeting for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Alaska; but if all of the Members shall meet at any time and place, either within or outside the State of Alaska, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. [AS 10.20.061(a)]

Section 4. Notice of Meetings.

Written notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, within the time specified in the call of the meeting or, if no time is specified, then not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose of purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid. [AS 10.20.066]

Section 5. Informal Action by Members.

Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. [AS 10.20.695] Action may also be by mail vote of the Members. [AS 10.20.071]

Section 6. Quorum.

If there are Members other than the Board of Trustees, the Members holding one-tenth of the votes which may be cast by the Members shall constitute a quorum; otherwise a majority of the Members shall constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice. Once a quorum has been established, no departure of a Member or Members shall defeat the quorum, and Members remaining may conduct business in the continued presence of the quorum once established. [AS 10.20.075; .076]

Section 7. No Proxies.

No attendance or voting by proxy is allowed. [AS 10.20.071(b)]

Section 8. Manner of Acting.

A majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum is present or the vote of a majority of a quorum of Members, if voting is by mail, shall be necessary for the adoption of the matter unless a greater proportion is required by law or by these Bylaws. [AS 10.20.075; .076]

Section 9. Voting by Mail.

A vote of the Members may be conducted by mail in such manner as the Board of Trustees shall determine. [AS 10.20.071]

**Article IV
Board of Trustees**

Section 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors, which shall be called its Board of Trustees. [AS 10.20.081]

Section 2. Number, Tenure, and Qualifications.

The number of Trustees, which may never be less than three, shall be seven:

A. Five shall be active members of the Alaska Bar Association; one residing in the First Judicial District, one residing in the Second or Fourth Judicial District, two residing in the Third Judicial District, and one residing anywhere in the State of Alaska. These trustees shall serve staggered three-year terms, and shall serve no more than two continuous terms.

B. One shall be a non-lawyer member of the business community of Alaska, who shall serve a three-year term, and shall serve no more than two continuous terms.

C. One shall be a non-lawyer member of the Alaskan public citizenry at large, who shall serve a three-year term, and shall serve no more than two continuous terms.

D. The Executive Director of the Alaska Bar Association is an ex-officio member.

No amendment of these Bylaws reducing the number of Trustees shall reduce the terms of any incumbent Trustee. The Board of Trustees may, by resolution, establish qualifications for persons to serve as Trustees. [AS 10.20.086; .091]

Section 3. Nomination and Appointment.

The Board of Trustees may establish the criteria of membership of the Board, as well as the terms, classifications, and voting rights thereof, so long as the provisions of Section 2 of this Article are followed. The Board of Trustees may appoint the members of the Board.

Section 4. Regular Meetings.

A regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Trustees may provide by resolution the time and place, either within or outside the State of Alaska, for the holding of additional regular meetings of the Board without other notice than such resolution. [AS 10.20.116]

Section 5. Special Meetings.

Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Alaska, as the place for holding any special meeting of the Board called by them. [AS 10.20.116]

Section 6. Notice.

Notice of any special meeting of the Board of Trustees shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or telegram or other electronic means to each Trustee at his/her address as 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. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. [AS 10.20.116]

Section 7. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Trustee or Trustees. [AS 10.20.106]

Section 8. Manner of Acting.

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. The Trustees may validly conduct a meeting by communicating simultaneously with each other by means of conference telephones or similar communications equipment. [AS 10.20.106]

Section 9. Vacancies.

Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. No vacancy shall continue for longer than six months. [AS 10.20.101]

Section 10. Compensation.

Trustees as such shall not receive any stated salaries for their services, but, by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Trustees.

Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees and transmitted by personal delivery, mail, fax machine or email. [AS 10.20.695]

**Article V
Officers**

Section 1. Officers.

The officers of the corporation shall be a President, one or more Vice Presidents (the number of whom, which may be zero, shall be determined by the Board of Trustees), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. [AS 10.20.121]

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until removed or his/her successor shall have been duly elected and qualified. [AS 10.20.121]

Section 3. Removal.

Any officer elected or appointed by the Board of Trustees may be removed for no cause stated by the Board of Trustees or by the executive committee whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights. [AS 10.20.126]

Section 4. Vacancies.

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

Section 5. President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation; shall preside at all meetings of the Members and of the Board of Trustees; may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there is more than one vice President, the Vice Presidents in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 7. Secretary.

The Secretary, or his or her designee, shall keep or cause to be kept the minutes of the meetings of the Members and of the Board of Trustees and committees having any of the authority of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the corporation; keep a register of the name and address of each Member as furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 8. Treasurer.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer, or his or her designee, 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; deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Some or all of the duties of the treasurer may be performed, instead, by delegation to and arrangement with the Alaska Bar Association.

Article VI Committees

Section 1. Committees of Board.

Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation. No such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Trustee or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon the Board or any Trustee by law. [AS 10.20.111]

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint the members thereof. Any member thereof may be removed, without cause stated, by the person or persons authorized to appoint such member whenever, in the judgment of the appointing authority, the best interests of the corporation shall be served by such removal.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his/her successor is appointed, unless the committee

shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson.

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. 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 6. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

Article VII Contracts, Checks, Deposits, and Funds

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into 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 from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts.

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

**Article VIII
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, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time. [AS 10.20.131]

**Article IX
Fiscal Year**

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

**Article X
Indemnification**

Section 1. Non-Derivative Actions.

Subject to the provisions of Sections 3, 5 and 6 below, the corporation shall defend, indemnify and hold financially harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of or arising from the fact that the person is or was a director/trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, agent, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against costs and expenses (including attorney's fees) of said suit, action or proceeding, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding if

- (i) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or
- (ii) the person's act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the corporation or the benefit thereof received by the corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence, that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 2. Derivative Actions.

Subject to the provisions of Sections 3, 5 and 6 below, the corporation shall defend, indemnify and hold financially harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a director/trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise against costs and expenses (including attorney fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if

(i) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or

(ii) the person's act or omission giving rise to such action or suit is ratified, adopted or confirmed by the corporation or the benefit thereof received by the corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which such person as a trustee shall have been adjudged to be liable for (a) a breach of a director/trustee's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) a transaction from which a director/trustee derives an improper personal benefit, unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court considers proper.

Section 3. Denial of Right to Indemnification.

Subject to the provisions of Sections 5 and 6 below, defense and indemnification under Sections 1 and 2 of this Article automatically shall be made by the corporation unless it is expressly determined that defense and indemnification of the person is not proper under the circumstances because the person had not met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. The person shall be afforded a fair opportunity to be heard as to such determination. Defense and indemnification payment may be made, in the case of any challenge to the propriety thereof, subject to repayment upon ultimate determination that indemnification is not proper.

Section 4. Determination.

The determination described in Section 3 shall be made

- (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to the action or proceeding, or
- (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 5. Successful Defense.

Notwithstanding any other provisions of Sections 1, 2, 3 or 4 of this Article, but subject to the provisions of Section 6 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney fees) actually and reasonably incurred in connection therewith.

Section 6. Condition Precedent to Indemnification.

Any person who desires to receive defense and indemnification under this Article shall notify the corporation reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Sections 1 or 2 and that the person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the corporation at the executive offices of the corporation or, in the event the notice is from the President, to the Secretary of the corporation. Notice need not be given when the corporation is otherwise notified by being named a party to the action.

Section 7. Insurance.

At the discretion of the Board of Trustees, the corporation may purchase and maintain insurance on behalf of any person who is or was a director/trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to defend and indemnify the person against such liability under the provisions of this Article.

Section 8. Former Officers, Trustees, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be a director/trustee, officer, employee or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 9. Purpose and Exclusivity.

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Trustees, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section 10. Limitation of Liability.

If set forth in the Articles of Incorporation, no director/trustee of this corporation shall have any personal liability to the corporation for monetary damages for the breach of fiduciary duty as a director/trustee except as provided in AS 10.20.151(d) and (e).

Section 11. Trustee Reliance.

In acting for the corporation and unless the Trustee has knowledge concerning the matter in question that makes reliance unwarranted, Trustees may rely upon information, opinions, reports or statements, including financial statements and data prepared by (1) officers, employees and agents of the corporation whom the Trustee believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters that the Trustee reasonably believes to be within the person's professional or expert competence, and (3) committees of the Board as to matters within the authority of the committee which the Trustee believes to merit confidence. [AS 10.20.056]

Article XI
Seal; Shares of Stock; Loans

Section 1. Seal.

The corporation shall have no seal. [AS 10.20.056]

Section 2. Shares of Stock.

The corporation may not have or issue shares of stock or pay dividends. [AS 10.20.136]

Section 3. Loans.

The corporation may not make loans to its officers or trustees. [AS 10.20.690]

Article XII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. [AS 10.20.690]

Article XIII
Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. [AS 10.20.056]

Certification

EVA GARDNER, President of Alaska Bar Foundation, Inc. does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Trustees on the 4th day of May, 2022.

President