

BYLAWS
OF THE
ATHABASCAN FIDDLERS ASSOCIATION, INC.

MISSION STATEMENT

The Athabaskan Fiddlers Association's mission is, "Sharing, perpetuating, and preserving Athabaskan culture, traditions, and values, through presentation, documentation, and education."

ARTICLE I

Office

Section 1. Principal Office. The principal office of the corporation shall be in Fairbanks, Alaska, or within 25 miles of the reference coordinates of Fairbanks, Alaska.

ARTICLE II

Members

Section 1. The members of the corporation shall be the Board of Directors.

ARTICLE III

Board of Directors

Section 1. General Powers and Standard of Care. The affairs of the corporation shall be managed by its Board of Directors.

Each Director shall perform their duties, including those of being a member on a corporate board of directors, in good faith, and in compliance with the requirements of Alaska law and the Articles of Incorporation, in the best interest of the Corporation. In making all decisions a Director shall utilize such care and inquiry as a reasonable prudent person in a like situation would employ.

Sections 2. Number, tenure and qualifications. The number of directors shall be five (5), provided however that the Board shall be at least three (3) and no more than seven (7) members. Each Director shall hold office for a three-year term and until his or her successor shall have been elected and qualified by the Board of Directors.

No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director.

The Directors shall be selected by the Board at its annual meeting to fill seats whose terms are expiring, and any other vacancies.

In order to first be seated as a Director, each prospective member must attest to having been alcohol and drug free during the preceding five (5) years. Failing to remain clean and sober during a Director's tenure is possible cause for that Director's removal from the board.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors or by resignation of a board member may be filled by the Board of Directors at any time. A director may resign and be replaced for the unexpired term of his predecessor in office. Vacancies may be filled at any time notwithstanding the fact that fewer than a quorum of directors may be active and serving at the time.

Section 4. Staggered Elections. Beginning July, 2011, the current Directors terms shall be staggered. All subsequently elected directors shall be elected to a three-year term and shall serve until their successor has been elected and qualified.

There are no term limits for board members.

Section 5. Quorum. A majority 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 majority of the directors are present at any meeting, the directors present may adjourn the meeting from time to time without further notice.

Section 6. Meetings. An annual meeting of the Board of Directors shall be held between the 1st day of January and the last day of June of each year, on such date as is determined by the Board of Directors. The Board of Directors shall hold meetings on dates established from time to time by resolution. Such resolution shall constitute notice and no other notice shall be required.

Section 7. Special meetings. Special meetings of the Board of Directors may be called by the president or by the majority of the Board of Directors and shall be held in a designated location.

Section 8. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally, sent by mail, email or by phone call to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed, with postage thereon prepaid. The Board of Directors may provide by resolution that notice may be given by phone call or such other means as shall reasonable provide actual notice.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not

lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws; provided, however, that notice of any meeting called for the purpose of removing a director or officer of the corporation shall specify purpose.

Section 8. Board decisions. The act 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.

Section 9. Attendance at meetings. The directors shall be deemed to be attending a meeting of the board if they can communicate simultaneously with each other by means of conference telephones or other similar communications equipment. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the directors consent in writing to the action and the consents are filed with the minutes.

Section 10. Compensation. Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11. Removal. A director may be removed prior to the expiration of his or her term by an affirmative vote of not less than 65% of all of the directors entitled to vote. Any director who fails to attend three (3) consecutive board meetings, without cause or excuse, shall be deemed to have resigned and his or her seat shall automatically be declared vacant.

ARTICLE IV

Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article.

Section 2. Election and term of office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified. The number of directors shall be fixed by resolution as may from time to time be adopted by the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors when ever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if

any, of the officers so removed. Removal shall be by the affirmative vote of 65% of all of the directors entitled to vote.

Section 4. 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 5. Powers and duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives of this corporation.

ARTICLE V

Committees

Section 1. A Musicians Advisory Committee. A Musicians Advisory Committee shall be constituted to provide advice to the Board of Directors on specific matters related to the operation of the corporation, as determined by the Board of Directors. One Board Member will be selected to chair the committee, with up to five (5) registered musicians selected by the Board Chair. The Musicians Advisory Committee serves at the pleasure of the Board of Directors.

Section 2. Other committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Board of Directors and the president of the corporation shall appoint the members thereof. Any member of a committee may be removed by a majority of the Board of Directors present at a meeting at which a quorum is present whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE VI

Contracts, Checks, Deposits, and Gift

Section 1. Contracts. The Board of Directors may authorize contracts.

Section 2. Checks, drafts, or orders. 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 agents 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 or trust companies, as the board may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and of the executive meeting. All books and records of the corporation may be inspected by any director or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall commence July 1st of each calendar year.

ARTICLE IX

Loans to Directors and Officers

The corporation may not make loans to the directors and officers. A director who assents to or participates in the making of such a loan shall be liable to the corporation for the amount of the loan until its repayment.

ARTICLE X

Seal

The seal of the corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words, "Athabaskan Fiddlers Association, Inc. and about the lower periphery the word, "Alaska." In the center of the seal shall appear the words, "Corporate Seal" and "1981."

ARTICLE XI

Non-Discriminatory Policy

There shall be no discrimination in the hiring and promotion of employees, nor in the acceptance, supervision or guidance of clients by reason of race, creed, color, sex, national origin, or religion.

ARTICLE XII

Commitment to Diversity of Broadcast Ownership.

Neither the corporation nor any director shall hold any attributable interest in any radio broadcast station, or any authorized construction permit for a radio broadcast station, if the principal community contour of such station overlaps the principal community contour of Station KRFF(FM), Fairbanks, AK, FCC Facility ID No. 173890.

ARTICLE XIII

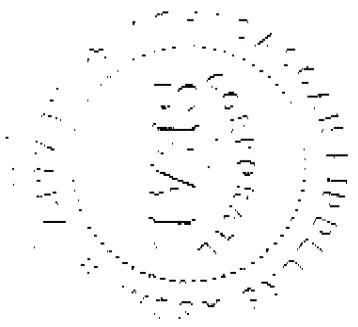
Amendments

The Board of Directors shall have the power to alter, amend, repeal, or adopt new Bylaws in accordance with the law. The Board of Directors shall have the power to amend or restate the Articles of Incorporation in accordance with the law. The Code of Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

Adopted (Date): 25 August 2012

Koe Jaeger-Jund

Secretary



Neither the Association nor any director shall hold any attributable interest in any radio broadcast station, or any authorized construction permit for a radio broadcast station, if the principal community contour of such station overlaps the principal community contour of Station KRFF(FM), Fairbanks, AK, FCC Facility ID No. 173890.

To accommodate the new Article XII, existing Article XII – Amendments - is renumbered as Article XIII.

IN WITNESS HEREOF, the board of directors of the Association have adopted these resolutions amending the Bylaws of the Athabascan Fiddlers Association, Inc.

By: Rose Gaeger-Jund
Name:
Title:

Dated: 08.25, 2012



Certificate of Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of the Athabaskan Fiddlers Association, an Alaska corporation; and
2. that the foregoing Bylaws, comprising 6 pages constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors there held on August 25, 2012

In witness whereof, I have hereunto subscribed my name.

Rose Gaeger-Jung
Secretary



DIVISION OF CORPORATIONS, BUSINESS and Professional Licensing

Name(s)

Type	Name
Legal Name	ATHABASCAN FIDDLERS ASSOCIATION, INC.

Entity Details

Entity Type: Nonprofit Corporation

Entity #: 72984D

Status: Good Standing

AK Formed Date: 4/6/2001

Duration/Expiration: Perpetual

Home State: ALASKA

Next Biennial Report Due: 7/2/2013

Entity Mailing Address: 913 COLLEGE RD, FAIRBANKS, AK 99701-1554

Entity Physical Address: 1870 ALASKA WAY, FAIRBANKS, AK 99709

Registered Agent

Agent Name: DELORES A FEARS

Registered Mailing Address: 1870 Alaska Way, Fairbanks, AK 99709

Registered Physical Address: 1870 Alaska Way, Fairbanks, AK 99709