

LOWER KUSKOKWIM ECONOMIC DEVELOPMENT COUNCIL
PO BOX 2021, BETHEL, ALASKA 99559 * 907 543-5967

BOARD OF DIRECTORS

		TEL.	FAX
FRED PHLLIP, CHAIRMAN Kwik Inc. board member	BOX 6, KWIGILLINGOK, AK 99622	588-8250	588-8251
ARTHUR LAKE, VICE CHR Native Village of Kwigillingok	BOX 11, KWIGILLINGOK, AK 99622	588-8004	
PETER JULIUS, SECRETARY Small Business owner, Goodnews Bay, AK	BOX 151, GOODNEWS BAY 99589	967-8899	
ALEXIE JIMMIE, TREASURER Small Business owner, Toksook Bay, AK President, United Villages Inc.	BOX 37127, TOKSOOK BAY 99637	427-7019	427-7024
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MAX ANGELLAN Executive Director, Kwethluk Tribal Resident Council, Inc.	BOX 77, KWETHLUK, AK 99621	757-6063	757-6330
VACANT			
LYMAN HOFFMAN State Senator, AK Legislature; Small Business owner, Bethel, AK	BOX 886, BETHEL 99559	465-4453	465-4523
RICHARD FOSTER State Representative, AK Legislature; Small Business owner	BOX 1030, NOME 99762	443-5036	465-3242
FERDINAND PLEASANT Native Village of Kwinhagak, AK	BOX 116, QUINHAGAK 99655	556-8165	556-8166
LES DAENZER Lower Kuskokwim School District Administrator, Bethel, AK	BOX 305, BETHEL 99559	543-4858	543-4924
MARY NELSON State Representative, Alaska Legislature	BOX 1129, BETHEL 99559	543-5898	465-4589

2/2/04

AMENDED BY-LAWS OF THE
LOWER KUSKOKWIM ECONOMIC DEVELOPMENT COUNCIL, INC.

ARTICLE I

NAMES & OFFICES

THE NAME OF THE CORPORATION SHALL BE *LOWER KUSKOKWIM ECONOMIC DEVELOPMENT COUNCIL, INC.* (LKEDC).

THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF ALASKA SHALL BE LOCATED IN THE CITY OF BETHEL, ALASKA.

THE CORPORATION SHALL HAVE AND CONTINUOUSLY MAINTAIN IN THE STATE OF ALASKA A REGISTERED OFFICE, AS REQUIRED BY THE ALASKA NON-PROFIT CORPORATION ACT.

ARTICLE II

PURPOSE

THE CORPORATION IS FORMED AS A PARTNERSHIP OF THE PUBLIC AND PRIVATE SECTORS OF THE LOWER KUSKOKWIM REGION OF ALASKA, TO PROMOTE NATURAL RESOURCE & ECONOMIC DEVELOPMENT OF THE REGION:

- (a) COORDINATE PRIVATE / PUBLIC RESOURCES TO SUPPORT ECONOMIC & NATURAL RESOURCE GROWTH AND DEVELOPMENT;
- (b) PROVIDE AN INFORMATION NETWORK TO DEAL WITH LOCAL AND REGIONAL NATURAL RESOURCE & ECONOMIC ISSUES/OPPORTUNITIES;
- (c) ACT AS LIAISON FOR LOCAL AND/OR TRIBAL GOVERNMENTS AND BUSINESSES, WITH THE STATE AND FEDERAL GOVERNMENT;
- (d) PROVIDE ASSISTANCE TO PUBLIC / PRIVATE GROUPS, BUSINESSES, TRIBES, TO PLAN & ACCOMPLISH ECONOMIC DEVELOPMENT & NATURAL RESOURCE PROJECTS;
AND
- (e) TO DEVELOP ECONOMIC SELF-SUFFICIENCY WITHIN THE REGION.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS AT BETHEL, ALASKA, AND THE NAME OF THE REGISTERED AGENT IS : CHAIRMAN, LKEDC BOARD OF DIRECTORS.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION SHALL BE THE BOARD OF DIRECTORS

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CURRENTLY SERVING FOR LKEDC. THEY ARE TO SERVE UNTIL THE FIRST ORGANIZATIONAL MEETING OF THE LOWER KUSKOKWIM ECONOMIC DEVELOPMENT RC & D COUNCIL, INC.

ARTICLE V

MEMBERS

SECTION. 1. MEMBERS. THERE SHALL BE ONLY ONE CLASS OF MEMBERS OF THE CORPORATION AND THERE SHALL BE NO LIMITATION ON THE MAXIMUM NUMBER OF MEMBERS THE CORPORATION MAY HAVE AT ANY ONE TIME. MEMBERSHIP IS AVAILABLE TO ANY INDIVIDUAL, ORGANIZATION OR GOVERNMENT WHO SUPPORTS THE PURPOSE OF THE LKEDC, INC.

SECTION 2. VOTING RIGHTS. EACH MEMBER OF THE CORPORATION SHALL BE ENTITLED TO ONE (1) AUTHORIZED REPRESENTATIVE, WHO SHALL EXERCISE ALL THE POWERS OF THE MEMBER IN THE DELEGATE'S ABSENCE.

SECTION 3. ANNUAL MEETING. THERE SHALL BE AN ANNUAL MEETING OF THE MEMBERS OF THE CORPORATION FOR THE PURPOSE OF ELECTION OF THE BOARD OF DIRECTORS, RATIFICATION OF MEMBERS, AND ANY SUCH OTHER BUSINESS AS MAY COME BEFORE THE BOARD. THE MEETING SHALL BE HELD DURING THE MONTH OF NOVEMBER, AT A TIME AND PLACE SET BY THE BOARD OF DIRECTORS.

SECTION 4. SPECIAL MEETING. SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION MAY BE CALLED AT ANY TIME BY ORDER OF THE CHAIRMAN, OR BY AT LEAST FOUR MEMBERS OF THE BOARD OF DIRECTORS, SETTING THE DATE OF WHICH SUCH SPECIAL MEETING SHALL BE HELD AND THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED.

SECTION 5. NOTICE OF MEETING. WRITTEN OR PRINTED NOTICE STATING THE DATE, PLACE AND HOUR OF ANY MEETING OF MEMBERS OF THE CORPORATION SHALL BE DELIVERED BY HAND OR BY THE US POSTAL SERVICE TO EACH MEMBER ENTITLED TO VOTE AT SUCH MEETING, NOT LESS THAN SEVEN (7) DAYS OR MORE THAN THIRTY (30) DAYS BEFORE THE DATE OF SUCH MEETING, BY OR AT THE DIRECTION OF THE CHAIRMAN, BOARD OF DIRECTORS. IN CASE OF A SPECIAL MEETING, OR WHEN REQUIRED BY STATUTE OR BY THESE BY-LAWS, THE PURPOSE FOR WHICH THE MEETING IS CALLED SHALL BE STATED IN THE NOTICE. IF MAILED, THE NOTICE OF A MEETING SHALL BE DEEMED TO BE CONSIDERED WHEN DEPOSITED IN THE US MAIL, ADDRESSED TO THE MEMBER AS IT APPEARS ON THE RECORDS OF THE CORPORATION, WITH POSTAGE AFFIXED.

SECTION 6. QUORUM. A SIMPLE MAJORITY OF THE SEATED BOARD MEMBERS SHALL CONSTITUTE A QUORUM.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS.

SECTION 2. ELECTION/APPOINTMENT. THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF APPOINTED AND ELECTED MEMBERS AS FOLLOWS:

3 MEMBERS APPOINTED TO REPRESENT LOCAL NATIVE ORGANIZATIONS

1 MEMBER APPOINTED BY THE LOWER KUSKOKWIM SCHOOL DISTRICT

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- 1 MEMBER APPOINTED BY KASHUNIMUIT OR YUPIIT SCHOOL DISTRICTS
- 2 MEMBERS APPOINTED BY VILLAGE CORPORATIONS
- 1 MEMBER APPOINTED TO REPRESENT MUNICIPAL GOVERNMENT
- 2 MEMBERS APPOINTED TO REPRESENT TRIBAL GOVERNMENTS

UP TO FIVE (5) MEMBERS MAY BE ELECTED AT THE ANNUAL MEETING, TO ENSURE REPRESENTATION FROM TRANSPORTATION, UTILITIES, SMALL BUSINESS AND FROM NATURAL RESOURCE DEVELOPMENT.

SECTION 3. NUMBER. THE TOTAL NUMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION SHALL BE NO MORE THAN FIFTEEN (15). BY AMENDMENT OF THESE BY-LAWS, THE MEMBERS MAY INCREASE OR DECREASE SUCH NUMBER, PROVIDED SUCH NUMBER SHALL BE NO LESS THAN PROVIDED BY LAW.

SECTION 4. COMPENSATION. DIRECTORS, AS SUCH, SHALL RECEIVE TRAVEL AND PER DIEM FOR ATTENDANCE AT EACH REGULAR OR SPECIAL MEETING OF THE BOARD, ON CONDITION OF AVAILABILITY OF FUNDS FOR THIS PURPOSE.

SECTION 5. TERM. THE TERM OF OFFICE FOR EACH DIRECTOR ELECTED AT THE ANNUAL MEETING SHALL BE THREE YEARS. THE TERM OF OFFICE FOR EACH APPOINTED DIRECTOR SHALL BE THE PERIOD UNTIL THE ANNUAL MEETING OF THE MEMBERSHIP. AN OFFICER SHALL HOLD OFFICE UNTIL HIS SUCCESSOR SHALL HAVE BEEN DULY ELECTED AND SHALL HAVE QUALIFIED. AN OFFICER, DURING HIS TERM, MUST PHYSICALLY RESIDE IN ALASKA.

SECTION 6. 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 7. RESIGNATION. ANY DIRECTOR MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE OF THEIR INTENT TO THE BOARD OF DIRECTORS.

SECTION 8. ABSENCES. UNEXCUSED ABSENCE OF A DIRECTOR FROM TWO (2) REGULARLY SCHEDULED MEETINGS OF THE BOARD OF DIRECTORS DURING A TWELVE MONTH PERIOD SHALL BE CONSIDERED EQUIVALENT TO RESIGNATION AND THE SEAT OF THE DIRECTOR SHALL BE CONSIDERED VACANT.

SECTION 9. ANNUAL MEETING. THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD WITHOUT OTHER NOTICE THAN THIS BY-LAW. THE MEETING SHALL IMMEDIATELY FOLLOW, AND BE HELD AT THE SAME TIME AS THE ANNUAL MEMBERSHIP MEETING. THE PURPOSE OF THE ANNUAL MEETING IS TO ELECT THE OFFICERS OF THE CORPORATION AND TO TRANSACT OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

SECTION 10. REGULAR MEETINGS. REGULAR MEETINGS OF THE BOARD OF DIRECTORS SHALL BE AT THE CALL OF THE CHAIRMAN, BOARD OF DIRECTORS.

SECTION 11. SPECIAL MEETINGS. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY OR AT THE REQUEST OF THE CHAIRMAN OR BY ANY FOUR (4) BOARD OF DIRECTORS.

SECTION 12. NOTICE. NOTICE OF ANY SPECIAL MEETING SHALL BE GIVEN AT LEAST FORTY-EIGHT (48) HOURS BY TELEPHONE OR SEVEN (7) DAYS WRITTEN NOTICE BY MAIL TO EACH

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DIRECTOR AT HIS ADDRESS LISTED WITH THE CORPORATION.

SECTION 13. CHAIRMAN. AT ALL MEETINGS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OR VICE-CHAIRMAN SHALL PRESIDE.

SECTION 14. QUORUM. AT ALL MEETINGS OF THE BOARD OF DIRECTORS, A MAJORITY OF THE NUMBER OF DIRECTORS FIXED BY THESE BY-LAWS SHALL BE NECESSARY AND SUFFICIENT TO CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. IF LESS THAN SUCH MAJORITY IS PRESENT AT A MEETING, THE DIRECTORS PRESENT MAY ADJOURN THE MEETING.

ARTICLE VII

OFFICERS

SECTION 1. OFFICERS. THE OFFICERS OF THE BOARD OF DIRECTORS SHALL BE A CHAIRMAN, VICE CHAIRMAN, SECRETARY AND A TREASURER, WHICH ARE THE PRINCIPAL OFFICERS. THE BOARD OF DIRECTORS MAY ELECT OR APPOINT SUCH OTHER OFFICERS AS IT SHALL DEEM NECESSARY TO PERFORM THE DUTIES PRESCRIBED FROM TIME TO TIME.

SECTION 2. CHAIRMAN OF THE BOARD. THE CHAIRMAN OF THE BOARD SHALL PRESIDE AT ALL MEETINGS OF THE MEMBERS OF THE CORPORATION AND THE BOARD OF DIRECTORS.

SECTION 3. VICE CHAIRMAN. IN THE ABSENCE OF THE CHAIRMAN OF THE BOARD, IN THE EVENT OF HIS INABILITY OR REFUSAL TO ACT, THE VICE CHAIRMAN SHALL PERFORM THE DUTIES OF THE CHAIRMAN, AND WHEN SO ACTING SHALL HAVE ALL THE POWERS OF AND BE SUBJECT TO ALL THE RESTRICTIONS UPON THE CHAIRMAN. THE VICE CHAIRMAN SHALL PERFORM SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED TO HIM BY THE CHAIRMAN.

SECTION 4. TREASURER. IF REQUIRED BY THE BOARD OF DIRECTORS, THE TREASURER SHALL GIVE BOND FOR THE FAITHFUL DISCHARGE OF HIS DUTIES IN SUCH AMOUNT AND WITH SUCH SURETY OR SURETIES AS THE BOARD OF DIRECTORS SHALL DETERMINE. HE SHALL HAVE CHARGE AND CUSTODY OF AND BE RESPONSIBLE FOR ALL FUNDS AND SECURITIES OF THE CORPORATION.

SECTION 5. SECRETARY. THE SECRETARY SHALL KEEP THE MINUTES OF ALL MEETINGS OF THE MEMBERS AND THE BOARD OF DIRECTORS, SEE THAT ALL NOTICES ARE DULY RECORDED AND SENT IN ACCORDANCE WITH THE PROVISIONS OF THESE BY-LAWS OR AS REQUIRED BY LAW. THE SECRETARY IN GENERAL SHALL PERFORM ALL DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED TO HIM BY THE CHAIRMAN OR BY THE BOARD OF DIRECTORS.

SECTION 6. REMOVAL. ANY OFFICER ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS MAY BE REMOVED BY TWO-THIRDS VOTE OF DIRECTORS PRESENT AT A MEETING WHERE A QUORUM HAS BEEN ESTABLISHED, WHENEVER, IN ITS JUDGEMENT, THE BEST INTERESTS OF THE CORPORATION WOULD BE SERVED THEREBY. SUCH REMOVAL SHALL BE WITHOUT PREJUDICE TO THE CONTRACT RIGHTS, IF ANY, OF THE OFFICER SO REMOVED.

ARTICLE VIII

EMPLOYEES AND REPRESENTATIVES

EMPLOYEES AND REPRESENTATIVES. THE BOARD OF DIRECTORS MAY APPOINT SUCH EMPLOYEES AND REPRESENTATIVES OF THE CORPORATION WITH SUCH POWERS AND TO PERFORM SUCH ACTS OR DUTIES ON BEHALF OF THE CORPORATION AS THE BOARD OF DIRECTORS MAY SEE FIT, SO FAR AS MAY BE CONSISTENT WITH THESE BY-LAWS, AND TO THE EXTENT AUTHORIZED BY LAW.

ARTICLE IX

COMMITTEES

EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE CHAIRMAN, VICE CHAIRMAN, SECRETARY AND THE TREASURER. THE EXECUTIVE COMMITTEE, TO THE EXTENT PROVIDED IN THE RESOLUTION OR IN THE ARTICLES OF INCORPORATION OR THESE BY-LAWS, SHALL EXERCISE THE AUTHORITY OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE CORPORATION.

SPECIAL COMMITTEE. THE CHAIRMAN MAY, WITH THE APPROVAL OF THE BOARD OF DIRECTORS , CREATE AND APPOINT THE MEMBERS OF SUCH STANDING AND SPECIAL COMMITTEES AS HE OR THE BOARD MAY DETERMINE FROM TIME TO TIME TO BE NECESSARY AND DESIRABLE TO FULFILL THE PURPOSE OF THE CORPORATION. THE BOARD OF DIRECTORS MAY VEST SUCH COMMITTEES WITH SUCH POWERS AS IT SEES FIT, SUBJECT TO SUCH CONDITIONS AS MAY BE PRESCRIBED BY THE BOARD.

ARTICLE X

CONTRACTS

THE BOARD OF DIRECTORS MAY AUTHORIZE ANY OFFICER OR OFFICERS, AGENT OR AGENTS OF THE CORPORATION, IN ADDITION TO THE OFFICERS SO AUTHORIZED BY THESE BY-LAWS, TO ENTER INTO 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.

ARTICLE XI

FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BE JULY 1ST UNTIL JUNE 30TH.

ARTICLE XII

AMENDMENTS

THESE BY-LAWS MAY BE ALTERED, AMENDED OR REPEALED AND NEW BY-LAWS MAY BE ADOPTED BY A MAJORITY OF THE DIRECTORS PRESENT AT ANY REGULAR MEETING OR AT ANY SPECIAL MEETING, PROVIDED A QUORUM IS PRESENT, IF AT LEAST THIRTY DAYS WRITTEN NOTICE IS GIVEN BY MAIL , OR INTENTION TO ALTER, AMEND, REPEAL, OR TO ADOPT NEW BY-LAWS AT SUCH MEETING.

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ARTICLE XIII

NON-DISCRIMINATION

THE RESOURCES, BENEFITS AND OPPORTUNITIES OF THE CORPORATION SHALL BE EXTENDED TO ANYONE WITHOUT REGARD TO AGE, SEX, RACE, CREED, RELIGION OR POLITICAL AFFILIATION.

APPROVED AND ADOPTED THIS ____ DAY OF _____, 1999.

CHAIRMAN

SECRETARY

REVISED, 10/4/99

OCT. 30, 1998

TO: LKEDC BY-LAW COMMITTEE MEMBERS
MAX ANGELLAN
WILLARD CHURCH

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ALEXIE JIMMIE

FROM: CARL BERGER

ENCLOSED IS THE PROPOSED REVISION TO THE LKEDC BY LAWS, ALONG WITH A COPY OF THE CURRENT BY LAWS FOR COMPARISON.

PLEASE REVIEW AND COMPARE THESE TWO COPIES, AND MARK ANY SUGGESTED CHANGES ON THE PROPOSED BY LAWS, SO THAT WE CAN RECOMMEND THEIR ADOPTION AT THE NOVEMBER MEETING OF THE BOARD OF DIRECTORS.

IF YOU HAVE ANY SUGGESTED CHANGES, RETURN THEM TO ME *PRIOR TO NOV 15TH*. THANKS.

ENCLOSURE

December 14, 2001

Tracie Hajdukovich
Frontier Flying Service
5245 Airport Industrial Way
Fairbanks, AK 99709

Dear Tracie:

re: Bethel Regional Economic Conference,
April 4-5, 2002

We are beginning the planning for our annual Economic Development conference in Bethel, which will occur on April 4-5, 2002, just prior to the Camai Dance

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Festival.

Once again, Lt Gov Fran Ulmer has agreed to be our keynote speaker, and we will have other business speakers from around the region and beyond.

We are requesting your financial assistance with the conference this coming Spring. We will need air transport to bring speakers to Bethel from Anchorage and possibly Fairbanks. Any donation you can provide us will be appreciated and will help to ensure the conference's success. We will provide the agenda when it is available. You are also invited to join us.

Thank you for considering our request and for your past financial support to our organization.

Very truly,

Carl Berger
Executive Director