

BYLAWS
OF
THE NORDIC SKIING ASSOCIATION OF ANCHORAGE, INC.
A NONPROFIT CORPORATION
(AMENDED AND RESTATED EFFECTIVE NOVEMBER 5, 2011)

ARTICLE I
SEAL, FISCAL YEAR AND OFFICE

Section 1. Seal. The seal of the Nordic Skiing Association of Anchorage, Inc., herein after entitled “Corporation” or “Association” shall have inscribed on it the name of this corporation and the words: “Corporate Seal.”

Section 2. Fiscal Year. The fiscal year of this corporation is designated as Twelve (12) calendar months commencing October 1 and ending September 30 of the following year.

Section 3. Office. The principal office of the corporation shall be in the city of Anchorage at, 203 W. 15th, Suite 204, Anchorage, Alaska or such other place as designated by resolution of the board of directors of the corporation. The registered office of the corporation required by the Alaska Business Corporation Act shall be located at the same location.

Section 4. Other Offices. The Board of Directors may also elect to open other offices of the Corporation both within and without the State of Alaska to conduct the business of the Corporation.

ARTICLE II
OBJECTS AND PURPOSES

Section 1. Organization. The Corporation is organized under the laws of the State of Alaska as a nonprofit AS 10.20 et seq. corporation and shall be administered as such.

Section 2. Objects and Purposes. Within the limitation of a nonprofit organization stated above, the Corporation’s specific purposes are:

1. To encourage and assist development of all forms of Nordic skiing as a healthful form of individual and family activity (locally and statewide).
2. To promote competitive Nordic skiing, through:
 - a) The training of officials, instructors and coaches for competitive Nordic skiing.
 - b. The encouragement, preparation and development of competitors for participation at the local, state, national and international levels of competition.
 - c. Bringing national and international competitive Nordic ski events to Anchorage.
3. To promote development of recreational Nordic skiing.

4. To preserve, improve and maintain the local ski trail systems and support facilities.
5. To protect and preserve land areas for Nordic skiing.

ARTICLE III MEMBERSHIP

Section 1. Rights. The Corporation will be controlled by its members. No Member shall hold more than one membership in the Corporation. Membership interests in The Corporation are not transferable.

Section 2. Membership Classification. Membership in the corporation shall be classified as:

1. INDIVIDUAL MEMBER: Any individual, eighteen (18) years of age or older, shall be eligible for active membership with the rights and privileges of full (participation in Association activities.)
2. STUDENT: Any member under the age of eighteen (18) years and/or attending high school or college with the same rights and privileges as individual members. Student members under the age of eighteen (18) years require written parental consent on the membership application.
3. HONORARY: Any individual may be awarded an Honorary membership by action of the Board of Directors and such members shall not be required to pay any dues and shall have no voting rights.
4. LIFE: Any individual may be awarded a Life membership by action of the Board of Directors and such members shall have the same rights and privileges as individual members except that Life members shall not be required to pay dues.
5. FAMILY: Families shall be eligible for membership with the rights and privileges accorded individual members except where otherwise noted.

Section 3. Membership Approval. Any member application, to be approved, must accomplish the following:

1. Submit completed membership application forms in a form required by the corporation;
- and
2. Pay all required fees.

Section 4. Nonliability of Members. No Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligation of the Corporation.

Section 5. Term of Membership. Termination of membership occurs upon the failure of the member to submit a completed membership application and to pay all required fees by September 30th. Termination of membership occurs automatically without notice being given by the corporation. Membership shall be reinstated upon submission of completed membership application and payment of all required fees.

ARTICLE IV MEMBERSHIP MEETINGS AND QUORUM

Section 1. Annual Meeting. The annual meeting of the members will be held each year during either October or November. The Board of Directors will hold this annual meeting at the principal office of the corporation designated in Article I or such other place as chosen. Written notice and/or other electronic notice of the annual meeting shall be addressed to each member at his/her address on file with the corporation, and deposited in the U.S. mail or transmitted not later than 10 or more than 60 days before the date of the annual meeting. Said notice shall set the time and place of the annual meeting.

Section 2. Special Meetings. Upon request of at least one twentieth (1/20) of the members, the president, or of three (3) Board members, the President shall be required to call a special membership meeting. Written notice and/or other electronic notice of a special membership meeting shall be addressed or transmitted to each member at his/her address on file with the corporation, and deposited in the U.S. mail or transmitted not later than seven (7) days before said meeting. Said notice shall set forth the time, place, and subject matter of the special meeting. At a special meeting of the Members, the business transacted shall be limited to that which is stated in the notice of the meeting.

Section 3. Quorum. The presence at any meeting of one-tenth (1/10) of the voting members shall constitute a quorum. The vote of a majority of the quorum present at any meeting shall be binding upon the Association except as otherwise provided herein.

Section 4. Voting. No individual member shall cast more than one vote. Only family members over the age of 18 may vote and no family membership shall cast more than two votes. Votes may be cast in person. At a duly called meeting with a quorum present, the vote of the majority of the members shall determine the passage of any resolution or other business matter unless either state law, the Articles of Incorporation, or these bylaws require a different percentage of vote.

Section 5. Advice to the Board. The membership may, at any meeting of the members, consider, discuss, and vote on matters which are within the authority of the Board to decide, which discussions and votes shall be given due consideration by the Board. Nothing in this section is intended to alter or limit other provisions of these Bylaws, which specifically require action of the membership in addition to or instead of the Board.

Section 6. Adjournment. Any meeting of the Association may be adjourned from time to time to such place and time as may be determined by majority vote of the members present, whether or not a quorum is present, without notice other than the announcement at such meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted by quorum, at the meeting as originally called.

ARTICLE V MEMBERS' DUTIES AND OBLIGATIONS

Section 1. Fees and Assessments. A member shall promptly pay all fees, dues, special assessments, and other charges lawfully imposed upon the membership. Annual dues shall be assessed all members except Honorary members and Life members. The Board shall set the amount.

Section 2. Operating Rules and Regulations. A member shall comply with all provisions of these Bylaws and rules and regulations, as well as operating rules and standard operating procedures promulgated by the Board of Directors. Infractions of such rules, when reported, may be a basis for suspension or expulsion.

Section 3. Other Duties. Members shall be encouraged to attend all meetings, conduct themselves in a proper manner to uphold the dignity of the corporation at meetings, exercise due caution and safety in the use of corporation materials and equipment, and otherwise act in the best interest of and protect the corporation.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number and Qualifications. A Board of Directors consisting of 7 persons shall manage the affairs of the corporation, all of whom shall be members of the Association.

Section 2. Term of Office. At the meeting of the membership adopting these bylaws, the Board of Directors of the corporation shall be selected as follows: Those directors selected to fill positions one through four on the Board of Directors shall serve for a period of two years. The fifth, sixth and seventh members of the Board of Directors shall serve for a period of one year. Thereafter, each replacement member shall serve on the Board of Directors for a term of two years in such a manner that positions one through four and positions five through seven are staggered in year of replacement.

Section 3. Nomination and Manner of Election. The directors shall be elected at the annual meeting of the members. The Nominating Committee shall consist of one Board member and two members at large appointed by the President. The Nominating Committee shall gain consent of any individual nominated, prior to presenting candidates to the membership. The Nominating Committee shall make nominations for elected positions as vacancies occur and as the terms of officers and directors expire. Voting in any election shall be done by secret ballot provided that a list of the nominees and a statement of interest is presented to the membership. Only members in good standing who are otherwise entitled to a vote may be issued ballots at elections. The nominees shall be ranked by the number of votes received at the membership meeting, and the Board of Directors shall consist of the highest ranking nominees in the number of directors to be selected during that year.

Section 4. Installation of Officers and Directors. Installation of officers and directors shall take place following the election, after they have been familiarized with their duties.

Section 5. Vacancies. A vacancy occurring on the Board of Directors or a 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. Which temporary directors shall serve until the next meeting of the membership, at which time a special election shall be held to fill the unexpired term of the vacated office. The Members may elect Directors at any time to fill vacancies on the board, which have not been filled by the Directors.

Section 6. Quorum. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business by the Board. The act of the majority of the

directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by these Bylaws. A director shall not be permitted to vote on any issue involving action by the corporation against that particular director.

Section 7. Meetings. The Board shall meet for the purpose of appointment of officers immediately after the adjournment of the annual meeting of the membership or as soon thereafter as is practical. Meetings shall be called by the President or held on a monthly basis. Meetings of the Board may also be called by any three (3) or more of the members of the Board. The President may call special meetings of the Board of Directors at any time, and he must, upon the written request of any three directors, call a special meeting to be held not more than five (5) days after the receipt of such a request. Additionally:

- a) All Board members shall receive timely notification of all meetings of the Board.
- b) No Board member shall exercise more than one (1) vote.
- c) Meetings of the Board shall be open to all members.
- d) Designated representatives of affiliated but independent organizations are encouraged to attend Board meetings.

Section 8. Notice of Meetings. No notice need be given of any regular meeting of the Board. Notice of special meetings must be served upon each director at his/her address on file with the corporation at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting. Attendance of a director at a meeting constitutes waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of the business because the meeting is not lawfully called or convened. The business to be transacted or the purpose of a regular meeting of the Board of Directors need not be specified in the notice of the meeting.

Section 9. Compensation. The directors shall serve without compensation.

Section 10. Removal of Directors. Any director may be removed either with or without cause and at any time by a vote of the majority of the members at a regular membership meeting or a special Membership meeting called for that purpose.

Section 11. Resignation. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 12. Duties. The Board of Directors shall manage the affairs of the corporation, including determining membership fees and membership eligibility. Each Director shall perform his or her duties, including those of being a member on any Corporate Board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the director's opinion is in the best interests of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry, as a reasonable prudent person in a like situation would employ.

a) The Board shall administer the affairs of the Association. The Board also may set forth descriptions for the Secretary and Treasurer of the Association consistent with these Bylaws.

b) The Board shall serve as a clearinghouse for activities and proposals to be brought before the membership.

c) The Board shall insure that a suitable program is presented at each regularly scheduled meeting of the membership.

d) The Board shall approve /prepare a budget for the coming fiscal year. Such budget shall be presented to the general membership at the fall annual meeting for adoption. The proposed budget shall show anticipated income and anticipated expenses.

ARTICLE VII OFFICERS

Section 1. Officers and Qualifications. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The officers of the corporation shall be elected from the members of the Board of Directors. Any person can hold two or more offices unless precluded by state law.

Section 2. Election. The Board of Directors shall elect each of the officers at the first meeting of the Board of Directors following the annual meeting. Each term of office shall be for a term of one year.

Section 3. Removal of Officers. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors, whenever it's the judgment of the Directors that removal will serve the best interest of the corporation. Officer vacancies shall be filled as per Article VI § 4 of these bylaws.

Section 4. No Compensation. The officers shall serve without compensation.

Section 5. President. The president shall preside at all meetings of the membership and he shall appoint all committees subject to board approval, acting as an ex officio member thereon except for the Nominating Committee. He/she shall cause to be called regular and special meetings of the members and the directors in accordance with the requirements of the statutes and these Bylaws. He/she shall have no overriding authority over the other officers of the corporation other than to insist upon detailed reporting of the status and activities of that officer at each regular meeting of the membership of the Board. He/she shall act as official representative and spokesperson of the Association. He/she shall, with the assistance of the vice-president, act as coordinator between various programs, the Board, and the membership. He/she shall also sign on behalf of the Associations for commitment of the Association's funds and provide oversight of the work of the Associations' paid staff.

Section 6. Vice President. The Vice President shall act as President in the absence of that officer. He/she shall conduct all elections. In the event of the absence of both the President and the Vice President at any meeting of the membership or the Board, another director shall be chosen to preside at the meeting. He/she shall serve as assistant to the President. He/she shall be an ex-officio member of all programs except the nominating Committee.

Section 7. Secretary. The Secretary shall conduct all correspondence at the direction of the corporation or its officers and take and record the minutes at each meeting of the membership or Board. He/she shall make available to each member copies of these Bylaws and amendments thereto, operating rules and other matters as directed by the board. He/she shall keep accurate and complete minutes of all meetings of the membership and the Board of Directors. He/she shall notify Board members of all Board meetings and provide public notice of such meeting to members in the

Association newsletter or at membership meetings. He/she shall perform other duties as may be required by these bylaws, the Articles of Incorporations, or by law.

Section 8. Treasurer. The Treasurer shall ensure a full and accurate record of all monies received and dispersed, and all reports are filed as required by law. He/she shall ensure proper maintenance of corporation bank accounts, and make monthly and annual financial reports to the Board and the membership.

ARTICLE VIII AUDIT COMMITTEE

Section 1. Purpose. There shall be established an Audit Committee which shall provide oversight of the Association's financial practices, internal controls, financial management and standards of fiscal conduct. It shall be responsible for

- a) reviewing financial statements,
- b) reporting to the Board of Directors that financial statements accurately reflect the Association's financial condition,
- c) determining the adequacy of internal controls surrounding financial information systems, and
- d) ensuring adherence to the Association's conflict-of-interest policy.

The committee shall meet with the outside auditor at least twice each fiscal year – once pre-audit and once post-audit – and at such other times as necessary to fulfill its fiduciary obligations or as directed by the Board of Directors or its Executive Committee.

The committee shall keep the Board of Directors and the Executive Committee informed of the fiscal yearly audit status.

Section 2. Composition. The Audit Committee shall consist of no fewer than three members, the majority of whom shall be current Board members. Notwithstanding any other provisions of these Bylaws, appointments to the Audit Committee shall be made by the president, with the consent of the Board of Directors at the first Board meeting following the Annual Membership Meeting. Notwithstanding any other provisions of these bylaws, the Audit Committee shall annually choose its chairperson.

Section 3. Rules and Regulations. Any rules and regulations promulgated by the committee shall be submitted to and approved by the Board of Directors.

ARTICLE IX MEMBERSHIP DUES AND FINANCES

Section 1. Annual Dues. The Board of Directors shall set the annual dues.

Section 2. Insurance. Adequate and proper insurance, as determined by the Board of Directors with the assistance of insurance advisors and counsel, shall be carried at all times to protect the corporation from any and all liability arising out of the services proved by the corporation.

Section 3. Financial Reports. The Treasurer shall provide the membership with a breakdown of both capital costs and operating costs at each regularly scheduled meeting of the board.

Section 4. Property. All property and accounts of the corporation shall be in the corporate name.

ARTICLE X GAMING ACTIVITIES

In the event the corporation has conducted charitable gaming activities, at the time of the dissolution of the corporation, disposition of any net proceeds from any charitable gaming conducted under AS 05.15 shall be donated to a charitable organization exempt under 501(c)(3) of the Internal Revenue Code that is authorized to conduct an gaming activity under AS 05.15.

ARTICLE XI DISSOLUTION

Dissolution of the corporation shall take place in accordance with the provisions of the Alaska Statutes under which the corporation is organized and the Articles of Incorporation.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, repealed, or added to only by an affirmative vote of a majority of the members in attendance at a meeting. A proposal to amend the Bylaws shall be made at a meeting of the membership and voted upon by the membership at a meeting of the membership. Notice of proposed bylaws changes shall be made available electronically at least twenty (20) days prior to the date of the meeting.

ARTICLE XIII PROGRAMS

Section 1. The following committees are hereby established as committees of the Association. The Board may create such special and permanent committees as deemed necessary by the Board for specific purposes or projects whose representative shall be encouraged to attend and participate in Board meetings.

- a) A Racing Committee which shall, under the direction of the Board, administer a ski racing program.
- b) A Touring Committee which shall, under the direction of the Board, administer ski touring program
- c) A Huts Committee which shall, under the direction of the Board, administer the rental and maintenance of cabins owned or operated by the Association
- d) A Jumping Committee which shall, under the direction of the Board, administer a ski jumping program.
- e) A Publicity Committee which shall, under the direction of the Board, administer programs of publicizing Association activities and accomplishments and the activities and accomplishments of outstanding members.

- f) A Trails Committee which shall, under the direction of the Board, administer, develop, groom and maintain trails in Anchorage for both recreational and competitive Nordic skiing.
- g) A Lands Committee which shall, under the direction of the Board, act on behalf of the Association in assuring the conservation and wise use of land and resource areas in Alaska suitable for cross country skiing.
- h) A Telemark Committee which shall, under the direction of the Board, administer a Telemark skiing program.
- i) A Ski Train Committee which shall, under the direction of the Board, administer a ski train program.
- j) A Recreation Committee which shall, under the direction of the Board, administer a learn-to-ski program for adults and recreational skiing program.
- k) Anchorage Junior Nordic Committee which shall, under the direction of the Board, administer a learn-to-ski program for youth.
- l) A Biathlon Committee which shall, under the direction of the Board, administer a biathlon program.
- m) Event Committees shall administer, under the direction of the Board, special events (eg Alaska Ski for Women, Ski 4 Kids)

Section 2. The chairpersons of the committees serve until removed by the Board. Each such Chairperson may be removed by two-thirds (2/3) vote of the board members present and voting.

Section 3. Each committee shall prepare a budget for the coming fiscal year and present such budget to the Board by the September Board Meeting. The Chairperson of each committee will keep the Board and the President informed of committee activities.

Section 4. Any member, in good standing, is eligible to serve on a committee.

ARTICLE XIV MEMBERSHIP IN OTHER ORGANIZAITONS

Section 1. The Association shall maintain a voting membership in the United States Ski Association.

Section 2. The Association may obtain membership in other organizations when approved by the Board, provided that such membership must be compatible with the purposes and objective of the Association.

ARTICLE XV AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the provisions of these Bylaws.

ARTICLE XVI WAIVER OF NOTICE

Whenever any notice is required by statute or by these Bylaws, said notice may be waived in the manner provided by AS 10.20.116(b) and/or AS 10.20.690.

DATED this _____ day of _____, 2011 at Anchorage, Alaska.

Secretary