

COPPER VALLEY DEVELOPMENT ASSOCIATION, INC.
BYLAWS as approved March 2, 2009

ARTICLE I NAMES AND OFFICES

Section 1. Name

The name of the Corporation shall be Copper Valley Development Association, Inc.

Section 2. Seal

The corporate seal of the Corporation shall be the form of a circle and shall have inscribed thereon the name of the Corporation words "Corporate Seal, State of Alaska".

Section 3. Office

The principal office of the Corporation shall be located in Alaska within the Copper Valley. The Corporation may have satellite offices at other locations as the Board of Directors deem necessary or as the purpose of the Corporation may require.

The registered office of the Corporation as required by the Alaska Nonprofit Corporation Act to be maintained in the State of Alaska may or may 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 Directors.

Section 4. Non-Profit Status

The Corporation is a non-profit organization and not organized for the financial benefit of the staff, board or members. Any balance of money or assets remaining after full payment of corporate obligations shall be devoted solely to charitable purposes. No individual Corporation member, board member or staff shall be responsible for debts incurred by the Corporation.

ARTICLE II PURPOSE

The Copper Valley Development Association, Inc., is formed as a regional entity to collaborate and develop partnerships of the public and private sectors of the Copper Valley region of Alaska to address the economic problems and potential growth of the region. It:

1. Serves as a Resource Conservation and Development Council under the United States Department of Agriculture and operates under a five (5) year Area Plan as described in the Natural Resources Conservation and Development Manual; and
2. Serves as an Alaska Regional Development Organization (ARDOR) under the State of Alaska Department of Community and Economic Development and operates under a regional strategic plan and an annual scope of work.
3. Coordinates private and public resources to support sustainable economic growth and development;
4. Provides an information network to deal with local and regional issues and opportunities;
5. Acts as liaison for local organizations and businesses working with State, Federal and tribal governments;
6. Provides assistance to local public and private groups or businesses in planning and accomplishing economic diversification and development projects;
7. Develops economic self sufficiency within the region, while preserving and enhancing the rural lifestyle.
8. Provides other additional economic development activities as deemed appropriate by the Board of Directors.

ARTICLE III MEMBERSHIP

Section 1. Classes

There shall be only two classes of membership: Organizational and Individual.

Organizations include: businesses, government agencies, local governments, tribal governments, or associations.

Organizations shall be entitled to appoint one (1) authorized representative. Appointments shall be made in writing on the organizations letter head and the board approved resolution should be accompany the appointment.

Individuals shall be entitled to one (1) vote. Individuals shall include any resident of the Copper Valley who chooses to voluntarily participate in the Corporation.

Section 2. Qualifications

Copper Valley Development Association has open membership to any organization or individual that supports the mission and purpose of the Copper Valley Development Association Inc. Members must complete a membership application annually.

Section 3. Sponsorship

In addition to general membership, organizations may apply to become Resource Conservation and Development Sponsors.

Section 4. Termination

- 4.1 A member may withdraw its membership by giving a thirty (30) day written notice to the Corporation.
- 4.2 A member may be expelled from membership by majority vote of the Board of Directors for one or more the following, but is not limited to: conducting in a manner that reflects negatively upon the Corporation, acting in undue faith of the Corporation, or failure to follow or violating established rules and regulations as provided for by these Bylaws.
- 4.3 The death of an individual human member shall automatically terminate his/her membership. The cessation of the legal existence of any other type of member shall automatically terminate such membership.
- 4.4 Failure to complete membership application annually.

Section 5. Dues and Assessments

The Board of Directors may provide for dues and special assessments against members.

ARTICLE IV ANNUAL MEETING

Section 1. Annual Meeting of the Members

The annual meeting of the Members of the Copper Valley Development Association, Inc. shall be held in the first quarter of the calendar year for the purpose of electing directors and for the transaction of such other business as properly may come before the meeting at a time and place set by the Board of Directors. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board shall

cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be scheduled.

Section 2. Special Meeting of the Members

A special meeting of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by order of the President, the Board of Directors or by a petition signed by not less than ten percent (10%) of all members of the corporation entitled to vote at the meeting. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting. The petition must be received at the principal office of the Corporation not less than two (2) weeks prior to the date specified in the petition.

Section 3. Place of Meeting.

All meetings of the Members shall be held at the principal office of the corporation or such other convenient location within the geographic region covered by Copper Valley Development Association, Inc. (the "Copper Valley") as the Board may designate.

Section 4. Notice of Meetings

4.1 Written or printed notice stating the place, day, and hour of any meeting of the members and shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, the officer, or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited with postage prepaid in the United States mail, addressed to the member at the address of the member as it appears on the membership book of the corporation or, if the member has filed with the secretary of the corporation a written request that notice be mailed to a different address, addressed to the member at the new address. An affidavit of the secretary or other person giving the notice or of a transfer agent of the corporation that the notice required by this section has been given is prima facie evidence of the facts stated in the affidavit.

4.2 Notice under of this section may be given by electronic transmission if the member authorizes delivery by electronic transmission. Authorization must be in written form signed by the member, or an electronic transmission that sets out or is submitted with information demonstrating that the member authorized the electronic transmission. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall be prima facie evidence of the facts stated in the affidavit. Notice by electronic transmission shall be considered given;

- 1) by facsimile telecommunication when directed to a number at which the member has consented to receive notice;
- 2) by electronic mail when directed to an electronic mail address at which the member has consented to receive notice;
- 3) by a posting on an electronic network together with a separate notice of the specific posting to the member on the later of
 - i) the posting; or
 - ii) the giving of separate notice; or
- 4) by any other form of electronic transmission when directed to the member.

Section 5. Fixing of Record Date

For the purpose of determining members entitled to vote at any meeting of the members the Board of Directors may fix in advance a date as the record date for such determination. Such date shall be not no less than thirty (30) days prior to the annual meeting.

Section 6. Quorum

Ten percent (10%) of the members of the corporation entitled to vote at the meeting, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at any meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number required by the Articles of Incorporation, or these Bylaws.

Section 7. Nominations

Nominations for vacant seats shall be made from the floor at the annual meeting of the Members of the Corporation.

Section 8. Ballot Tabulator

The following Rules ("Rules") shall govern the conduct of elections and conduct of business at all Meetings Members of Copper Valley Development Association, Inc or ("Corporation"), including all adjournments. Except as otherwise noted, the term "Meeting" shall refer to the Annual Meetings.

8.1 Ballot Tabulator Appointment. The Board shall appoint a Ballot Tabulator to serve tabulator of the ballots and to calculate and certify the results of the election.

8.2 Ballot Tabulator Qualifications. The Ballot Tabulator shall be by committee, which possesses the knowledge and expertise to perform the duties of the Ballot Tabulator. If an individual, he shall have attained the age of majority as defined by applicable State statutes. Neither the Ballot Tabulator, nor any principals in it, should it be a firm, shall be Members of the Corporation., nor shall it/he have any financial or personal interest in any matters submitted for a vote, nor shall it/he be employees or consultants of Corporation for any matters except as the Ballot Tabulator.

8.3 Duties of Ballot Tabulator.

- 1) Registration. The Ballot Tabulator shall supervise the registration of members at the Meeting.
- 2) Tabulation. The Ballot Tabulator shall tabulate the number of members represented in person, and determine if a quorum is present. The Ballot Tabulator shall total the votes on the election of Directors and any other matters to be voted on at the Meeting and announce the results at the Meeting.
- 3) Certifications and Reports. The Ballot Tabulator shall certify to the presiding officer of the Meeting the presence of a quorum as soon as it is established that one is present. The Ballot Tabulator shall also certify the results of any election to the presiding officer as soon as those results are known. At the close of the meeting, the Ballot Tabulator shall deliver to the general counsel or their designee, a report containing:
 - a) The number of members entitled to vote at the meeting; The number of members present at the meeting and the percentage that number represents of the total members outstanding and entitled to vote;
 - b) The results and complete tabulation of all elections held and matters voted upon;
 - c) A full report of any challenges or other matters brought to the attention of the Ballot Tabulator, including a statement of the challenge, the evidence presented, and the action taken by the Ballot Tabulator; this report shall be signed by the Ballot Tabulator and shall be prima facie evidence of the facts stated and of the vote certified by the Ballot Tabulator.

- 4) Requests for Recount. Upon the request of the President, as provided in Article III, Section 5, either before or after the close of the Meeting, the Ballot Tabulator shall

recount the votes for any Director seat or other matter up for election, and shall certify the results to the President.

Section 9. Voting

- 9.1 Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the Members. Cumulative voting is not permitted.
- 9.2 Members will be eligible to vote thirty (30) days after membership is established.
- 9.3 Vote by proxy shall not be allowed.
- 9.4 All questions shall be decided by a vote of a majority of those present.
- 9.5 No ballots shall be made available at an election meeting prior to the closing of nominations from the floor.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers, Duties, Rights of the Board of Directors

- 1.1 All corporate powers shall be exercised by or under the Corporation of, and the business and affairs of the corporation shall be managed under the direction of, the Board except as may be otherwise provided in this chapter.
- 1.2 A director shall perform the duties of a director, including duties as a member of a committee of the board on which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care, including reasonable inquiry, that an ordinarily prudent person in a like position would use under similar circumstances. A director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - 1) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - 2) counsel, public accountants, or other persons as to matters that the director reasonably believes to be within the person's professional or expert competence; or
 - 3) a committee of the board upon which the director does not serve, designated in accordance with a provision of the articles or the bylaws, as to matters within the Corporation of the committee if the director reasonably believes the committee to merit confidence.
- 1.3 A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by (1.2) of this section unwarranted.
- 1.4 A director has the absolute right at a reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation or a domestic or foreign subsidiary of the corporation. Inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.
- 1.5 A director of a corporation who is present at a meeting of its board at which action on a corporate matter is taken is presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting or unless the director files a written dissent to

the action with the secretary of the meeting before adjournment or forwards the dissent by certified mail to the secretary of the corporation immediately after adjournment. The right to dissent does not apply to a director who voted in favor of the action.

- 1.6 A director of the corporations shall sign a certification of duties and general powers; including a conflict of interest statement.

Section 2. Number, Qualification, and Tenure

- 2.1 The number of directors of the Corporation shall be up to nine (9).
- 2.2 All directors must be members of the Corporation and over the age of eighteen (18)
- 2.3 The Board shall be divided in two groups, one group of four (4) and one group of five (5); each group serving two years thus staggering terms of office. With the election of four (4) members on even numbered years and the election of five (5) members on odd numbered years.

Section 3. Meetings: Call, Place, Notice and Waiver

- 3.1 An organizational meeting of the Board shall be held immediately following the annual membership meeting at the same place as the annual meeting for the purpose of election of officers. No notice of the organizational meeting of the board shall be necessary.
- 3.2 The Board may fix the time and place for other regular meetings of the Board. No notice of the other regular meetings of the Board shall be necessary.
- 3.3 Special meetings of the Board may be called by or at the request of the President or by any three (3) directors. A special meeting of the Board or a committee designated by the Board shall be held after either a notice in writing, electronic means or, personal messenger, or comparable person-to-person communication is give at least three (3) days in advance.
- 3.4 Notice of meeting need not be given to a director who signs a waiver of notice, whether before or after the meeting or who attends the meeting without protesting before the meeting or at its commencement the lack of notice.

Section 4. Quorum

A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of majority of the directors present at a meeting at which a quorum is present is the act of the Board.

The provisions of this section apply with equal force to the committees of the Board established under these Bylaws and to action by committees.

Section 5. Resignation and Termination or Removal

- 5.1 Any Director may resign at any time by giving written or electronic notice of such resignation to the Board of Directors.
- 5.2 Unexcused absence of a Director from four (4) regularly scheduled meetings of the Board of Directors during a twelve (12) month period shall be considered equivalent to resignation and the seat of Director shall be declared vacant.
- 5.3 A director who is deemed medically incapacitated and is unable to effectively fulfill his/her duties due to health reasons, may be removed.

5.4 A Director may be removed from the Board by a two thirds (2/3) majority vote of the Board of Directors present at a duly constituted Board meeting whenever, in the judgment of the Board of Directors, the best interest of the Corporation would be served by such removal.

Section 6. Vacancies

Any vacancy on the Board may be filled by the majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The director filling the vacancy shall serve the remaining duration of that term.

ARTICLE VI OFFICERS

Section 1. Number and Titles

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term of Office

The officers shall be elected by the Board at the organizational meeting of the Board or, in the case of vacancies, as soon thereafter as convenient. Election of officers shall be conducted by secret ballot. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 3. Resignation

An officer may resign at any time upon written notice to the corporation without prejudice.

Section 4. Removal

An officer may be removed by the Board at a meeting, whenever in the Board's judgment such director is in violation of duty of care. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Duty of Care

An officer shall perform the duties of the office in good faith and with that degree of care, including reasonable inquiry that an ordinarily prudent person in a like position would use under similar circumstances. Except as provided in the following sentence, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each case prepared or presented by legal counsel or public accountants. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the previous sentence unwarranted.

Section 6. President

The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 7. Vice President

The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 8. Secretary

The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall work closely

with any staff of the Corporation to ascertain that appropriate procedures are being followed in the affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 9. Treasurer

The Treasurer shall be a director of the Corporation and shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Treasurer shall work closely with any staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 10. Paid Staff

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 11. Conflict of Interest

In all matters in which a director has an interest shall abstain from voting and participating in decision making discussions that directly or indirectly be beneficial to a director. A director who is present but not authorized to vote, is still counted for determination of quorum, but is not counted in determining the majority required for board action:

Definition of "Interest" is a director who is deemed to be interested in a matter if:

- (a) The matter involves a contract or transaction that involves a director or his/her organization.
- (b) The matter involves a contract or transaction with an entity or government unit of which a director is a member, officer, director, employee, shareholder, partner, joint venture, or other interest holder.
- (c) The Director or Director's family members would receive a direct and substantial benefit from the Corporation disposition of the matter, other than a general benefit derived from their status as resident of the community or member of the public.
- (d) The matter involves proposing or establishing policies, goals or strategies that are likely to substantially benefit an adverse or competing entity of which the Director is an officer, member of the governing body or compensated employee.
- (e) No Director shall work directly for the Corporation or its programs that will result in financial gain for the director. Any possible conflict of interest on the part of any director or director candidate shall be disclosed by the director to the other directors and made a matter of record when a matter related to the interest becomes a subject of Board action. A director may abstain from any consideration that represents a conflict of interest.

The above stated definition of an "interest" shall not in any way limit the Board's discretion to determine, on a case by case basis, that A director has a conflict of interest based on the circumstances or a particular matter.

ARTICLE VIII. INDEMNIFICATION

Every member of the Board, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a

settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VIII COMMITTEES

The President may, with the approval of the Board, create and appoint the members of such standing and special task forces as he or the Board may determine may be necessary and desirable to fulfill the purpose of the Corporation. The Board may vest such committees with such powers as it sees fit, subject to such conditions as maybe prescribed by the Board.

These Standing Committees include:

Natural Resource Committee
Finance Committee
Human Resource Committee

It is suggested that all committees record and keep minutes of their meetings.

ARTICLE IX CONTRACTS

The Board of Directors may authorize any officer or officers, board member, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such Corporation may be general or confined to a specific instance

ARTICLE X FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year of the Corporation shall be July 1 - June 30 but may be changed by resolution of the Board.

Section 2. Accountability

The Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and the State of Alaska, applicable to cooperative associations and Corporation, which system shall at all times provide the proper reserves for payment of interest and principal on outstanding indebtedness, reserves for taxes, insurance, depreciation replacement of capital plant and facilities, and such other reserves and accounts as the Board of Directors shall deem proper.

Section 3. Financial Review

The Board of Directors may, whenever the financial condition of the Corporation permits and its interest so requires, after the close of the fiscal year, cause to be made a full, complete and independent review of the accounts, books, and financial condition of the Corporation as of the end of such fiscal year. Such financial reviews, or summaries thereof, shall be reported to the members at the next following annual meeting.

Section 4. Deposits

All funds, except petty cash, of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board of Directors may select.

Section 5. Checks, Drafts, and Order for Payment of Money

All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or

officers, agent or agents, employees of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

ARTICLE XI. CODE OF ETHICS

Section 1. The Duties of Loyalty

Directors shall be loyal to the Corporation, and act in its best interest at all times. The position of Directors may not be used for personal profit.

Section 2. Due Care

Directors shall perform their duties in good faith, with sound business judgment, and with the care of a prudent person. Due care requires Directors to:

- a) Attend board and committee meetings regularly;
- b) Conduct themselves in a professional manner while serving on behalf of the Corporation;
- c) analyze Corporation reports, information, and activities to ensure that they meet sound business standards;
- d) Comply with all adopted policies and applicable laws, including civil rights protections;
- e) Expend Corporation funds prudently;
- f) Respect the boundaries between the Board's role in policy development and management's role in the implementation of Board policies; and
- g) Refrain from making statements which are damaging to the Corporation or are false, or misleading.

Section 3. Enforcement and Disciplinary Procedures

- a) Procedures. Directors who are alleged to have violated this Code of Ethics may be subject to the following disciplinary procedures:
- b) A Director, the President or staff will bring the allegation to the attention of the charged Director, and to the rest of the Board.
- c) The Board by a majority of a quorum present shall determine if the Director has in fact violated the Code and shall determine what sanction or action is appropriate for any violation found.
- d) Cessation of eligibility to receive per diem or stipend;
- e) Cessation of eligibility to receives expenses; and
- f) To the extent permitted by laws, loss of any rights to the indemnification by the Corporation which might otherwise be available.

The Board shall establish in each case, the appropriate sanction and length of time and sanction shall endure. In making, this determination, the Board may consider all factors it deems relevant, including without limitation the seriousness of the infraction; the likelihood of repetition; the extent of probably damage to the finances or reputation of the Corporation; whether the Director or his or her family personally profited, financially or otherwise, from the prohibited conduct and the Director's willingness and ability to take steps to mitigate the harm caused by the violation.

ARTICLE XII. AMENDMENTS

The members shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Members at any annual or special meeting of the Members.

ARTICLE XIII NON-DISCRIMINATION

Copper Valley Development Association, Inc. shall not discriminate the allocation of resources, benefits, and opportunities, membership and hiring practices of the Corporation on the basis of race, color, religion, sex, national origin, political affiliation, age, physical impairment, mental disability, and marital status, changes in marital status, pregnancy and parenthood.

ARTICLE XIV RULES OF ORDER

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws and of any other committee of the members of the Board of Directors which may from time to time be duly established shall be governed by the most recent edition of "*Robert's Rules of Order*", except to the extent such procedure is otherwise determined by law or by the Corporation's Articles of Incorporation or Bylaws, or by resolution of the Board of Directors.

CERTIFICATION OF BYLAWS

This is to certify that the above bylaws of the Copper Valley Development Association have been presented, reviewed, discussed and amended as needed by the Board of Directors to provide clarification on issues that become pertinent to the business of the Copper Valley Development Association changes.

Attest:

Chairperson Date

Vice Chairperson Date

Secretary/Treasurer Date

Director Date

Director Date

(seal)