

**BYLAWS OF
FRIENDS OF CREAMER'S FIELD**

ARTICLE I
NAME AND LOCATION

Section 1. Name. The name of the corporation is "Friends of Creamer's Field."

Section 2. Offices. The principal office of the corporation shall be located in the Fairbanks North Star Borough, Alaska. 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 Directors.

ARTICLE II
PURPOSE

This nonprofit corporation is organized under Section 501(c)(3) of the Internal Revenue Code to inspire environmental stewardship and lifelong learning through experience, awareness, appreciation, and conservation of the natural and historic resources of Creamer's Field Migratory Waterfowl Refuge.

ARTICLE III
NON-DISCRIMINATION

The members, officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, sexual orientation, race, religion, health, or national origin.

ARTICLE IV
MEMBERS AND MEETINGS

Section 1. Membership in the Corporation. There shall no longer be "members" of the Corporation, nor shall there be dues. Donors to the Corporation shall be known as "Friends."

Section 2. Voting Rights. Friends shall not have voting rights in the Corporation.

Section 3. Annual Meeting. There shall be an annual meeting held once each year on a day selected by the Board to which all Friends shall be invited.

Section 4. Special Meetings. The President or the Board may call special meetings of all Friends for any purpose.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers. The business, affairs, and property of the Corporation shall be managed and controlled by its Board of Directors.

Section 2. Election. The Board of Directors shall be elected each year in January. Candidates shall be taken from a list of nominees compiled by the nominating committee. Additional candidates may be nominated from the floor.

Section 3. Number. The Board shall consist of not less than 5 nor more than 15 Directors.

Section 4. Term. The term of each Director shall be two years beginning with their election. The initial Board of Directors shall be staggered to one -, two -, and three-year terms as determined by drawing, so that not more than one-third of the Directors are elected each year.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining Directors.

Section 6. Meetings. Regular meetings of the Board of Directors shall be held at least once each quarter. Additional meetings of the Board of Directors may be called by or at the request of the President or by any three Directors upon at least three days notice.

Section 7. Quorum. At all meetings of the Board of Directors, a majority of the number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the Directors present at which a quorum is present is the act of the Board of Directors.

Section 8. Compensation. Persons serving on the board shall serve without compensation. However, upon approval of the Board, they may be reimbursed for reasonable expenses while conducting authorized business of the Corporation. The Board of Directors shall also have power to contract for and to pay Directors rendering unusual or exceptional services to the Corporation with special compensation appropriate to the value of such service.

Section 9. Electronic Meetings Allowed. The Board of Directors or a committee designated by the Board may conduct a meeting by communicating simultaneously with each other by means of conference telephones or other electronic media provided that every board member can speak as they see fit and can hear every other board member simultaneously.

Section 10. Vote by Email Allowed. The Board of Directors may make a decision without formal notice of a meeting if the question is sent to all board members (whether by email or mailing) in writing with a date specified for receipt of votes. A unanimous response must be received in writing (email or mailing) from all board members by the specified date. Printed copies of the emails and mailings must be collected and included in the corporate record.

ARTICLE VI
OFFICERS

Section 1. Officers. The Board of Directors shall elect a president, a vice president, a secretary, and a treasurer from among their number once per year at a time selected by the Board of Directors by resolution. The terms of these offices begin in January and shall be for one year.

Section 2. President. The President, unless absent, shall preside at all meetings of the Board of Directors. The President shall be principle executive officer of the Corporation and shall supervise and manage all the affairs of the corporation subject to the direction of the Board.

Section 3. Vice President. At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall have such other authority as the Board of Directors may determine, and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4. Secretary. The Secretary shall have charge of such corporate records, documents, and papers as the Board of Directors may determine. S/he shall attend and keep the minutes of all the meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned by the Board.

Section 5. Treasurer. The treasurer shall be responsible for all funds, money, and property of the Corporation. With the aid of the corporation's bookkeeper, the treasurer shall prepare an annual financial statement that will be presented to the membership at its annual meeting. The Treasurer shall also prepare quarterly reports to be presented to the Board of Directors. The treasurer shall also perform such other duties as may be assigned by the Board.

Section 6. Removal. After due consideration any officer may be removed from office by the affirmative vote of two-thirds of all the Directors present at any regular or special meeting where there is a quorum present.

Section 7. Vacancies. The Board of Directors may fill any vacancy in an officer position, and the officer so elected shall hold office for the balance of the term.

ARTICLE VII
COMMITTEES

The Board of Directors may set up standing or special committees to work on the goals and purposes of the Corporation.

ARTICLE VIII
EMPLOYEES

The Board of Directors shall hire the Executive Director (ED). The ED may hire additional employees. Job descriptions and compensation shall be approved by the Board.

ARTICLE IX
FINANCIAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Revenue. The Corporation has the power to receive gifts, bequests, and donations.

Section 3. Expenditures. All checks and drafts of the corporation shall require two signatures to be determined by the Board of Directors.

ARTICLE X
AMENDMENTS

These bylaws may be altered, amended, or repealed and replaced by new Bylaws adopted by a two-thirds majority of the Directors then serving in office, provided at least thirty (30) days written notice is given of intent to alter, amend or repeal and adopt new Bylaws at such a meeting.

ARTICLE XI
INDEMNIFICATION

To the full extent permitted by the Alaska Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, except in cases of negligence or willful misconduct in the performance of their duties as directors; and the Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Alaska Nonprofit Corporation Act. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

ARTICLE XII
AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Revised shall govern the procedures of this organization.

ARTICLE XIII
DISSOLUTION

Section 1. Dissolution under IRS. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 2. Dissolution under Alaska State Law. Pursuant to Title 15 of the Alaska Administrative Code 160.020, should Friends of Creamer's Field be dissolved, any net proceeds from its charitable gaming activities shall be disbursed to a charitable organization as defined at AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15.

The foregoing Amended Bylaws were approved by the Board of Directors on November 19th, 2020, submitted to the Friends of Creamer's Field at the Annual Meeting on November 22nd, 2020, and approved by a 2/3rd vote.

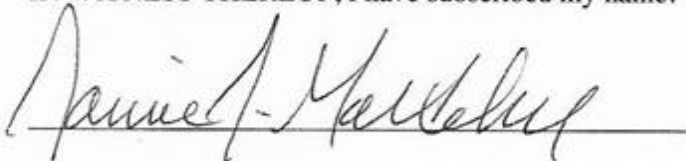
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Friends of Creamer's Field, a corporation organized and existing under the laws of the State of Alaska; and
2. That the foregoing Bylaws are a full, true, and complete copy of the Bylaws of the corporation, passed and adopted at a meeting, called and held in all respects as required by law, at which meeting 15 members of the Corporation were present and voted in favor of these Bylaws as required in the Bylaws in effect on this date.

March 24 ²⁰²¹
2020

IN WITNESS THEREOF, I have subscribed my name.



Jamie Marschner, Secretary