

BYLAWS OF THE
RETRIEVER CLUB OF ALASKA, INC.

ARTICLE I. Offices

Section 1. Principal Office. The principal office of the corporation shall be located in Anchorage, Alaska. The corporation may have such other offices, either within or without of the State, as the board of directors may determine, or as the affairs of the corporation may from time to time require.

Section 2. Registered Office and Registered Agent. 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 AS 10.20.005 *et seq.* The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. Members

Section 1. Classes of Members. The corporation shall have one class of members. Membership is open to all persons without regard to race, gender, creed, or color, so long as that person subscribes to the objectives of the Retriever Club of Alaska, Inc. as stated in its Articles of Incorporation.

Section 2. Election of Members. Members shall be elected by the board of directors upon application. An affirmative vote of two-thirds of the directors shall be required for election.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

Section 5. Discipline. Disciplinary rules and procedural rights may be established by the board of directors allowing for the investigation and discipline of members including suspension of membership rights for unsportsmanlike behavior. Such rules and procedural rights may be patterned after these rules of the American Kennel Club, or similar organization.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

Section 7. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the

members of the board, reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

Section 8. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held the second Friday in the month of January, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of Alaska, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Alaska; but if all of the members shall meet at any time and place, either within or without the State of Alaska, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding one-fifth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of members then present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where directors or officers are to be elected may be conducted by mail in such manner as the board of directors shall determine.

ARTICLE IV. Board of Directors

Section 1. General powers. The business, property and affairs of this corporation shall be managed by a board of directors.

Section 2. Number and term of directors. The board shall be composed of nine persons who are members of this corporation. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

Section 3. Classification of directors. At the first annual meeting of the members, the members of the board of directors shall be divided into three classes of three members each. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years. At all annual elections thereafter three directors shall be elected by the members for a term of three years to succeed the three directors whose term then expires; provided that nothing herein shall be construed to prevent the election of a director to succeed himself.

Section 4. Regular meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Alaska, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 5. Special meetings. Special meetings of the board of directors may be called by the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Alaska, as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 lawful called or convened.

Section 7. 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 said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. 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. Vacancies. Vacancies in the board of directors shall be filled by

appointment made by the remaining directors. Each person so elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 10. Action by unanimous written consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be valid and binding as a corporate action, the same as if it had been authorized at a meeting of the board of directors.

Section 11. Power to make bylaws. The board of directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the directors, provided, that the board shall not make or alter any bylaw or bylaws fixing the qualifications, classifications or term of office of any member or members of the then existing board.

Section 12. Power to elect officers. The board of directors shall select a president, one or more vice-presidents, a secretary, and a treasurer. No officer except the president need be a member of the board, but a vice-president who is not a director shall not succeed to nor fill the office of president.

Section 13. Power to appoint other officers and agents. The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 14. Removal of officers and agents. Any officer or agent may be removed by the board of directors whenever in the judgment of the board the business interests of the corporation will be served thereby.

Section 15. Power to appoint executive committee. The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation between meeting of the board.

Section 16. Power to require bonds. The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of that persons duties.

Section 17. Compensation. Directors as such shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. However, nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V. Officers

Section 1. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of

directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

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 officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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. President. The president shall be the principal executive officer of the corporation and shall generally supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deed, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice-President. In the absence of the president or in event of an inability or refusal to act on the part of the president, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president 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 7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the office by the president or by the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that

all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VI. Committees

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

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 corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed,

unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Article VII. Contracts, Checks, Deposits and Funds

Section 1. 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 bylaws, 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.

Section 2. Checks, drafts, and similar documents. 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 officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president 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, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. Records

Section 1. Membership Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. Dues

Section 1. Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by its members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, that person's membership may thereupon be terminated by the board of directors in the manner provided in Article III of these bylaws.

ARTICLE XII. Seal

The board of directors shall provide and approve a corporate seal.

ARTICLE XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XV. Nonprofit Purpose and Character

Section 1. Limitations on activities. No substantial part of the activities of this corporation will be the carrying on of propaganda, or attempting to influence legislation [except as allowed by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any

political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2. Activities. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Prohibition against private inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 4. Distribution of assets. Upon the dissolution of this corporation, its assets remaining after payment of the debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. To the extent possible and not in conflict of law such distribution should be made to an organization of similar purpose with this corporation.

Section 5. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XVI. Non-Liability of Directors, Officers, Employees, and Members

Pursuant to AS 10.20.051, the directors, officers, employees, and members of this corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE XVII. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent as permitted by law.

ARTICLE XVIII. Insurance for Corporate Agents

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director,

officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE XIX. Construction and Terms

Section 1. Conflict between Articles of Incorporation and Bylaws. If there is any conflict between the provisions of these bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 2. Severability. Should any provision of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall remain in full force and affect.

We, the undersigned, are all of the initial directors and incorporators of this corporation, and we consent to, and hereby adopt the foregoing bylaws, consisting of ten (10) preceding pages, as the bylaws of this corporation.

DATED this 15th day of October, 1998.

A. J. Holborn

Marilyn Bitney

Joanne Hanscom

Retriever Club of Alaska
Annual Meeting
Saturday, January 20, 2000

The Annual Meeting of the Retriever Club of Alaska was called to order at approximately 6:45 pm at the home of Dawn Slaten, located at 2200 Washington Avenue, Anchorage, AK 99515.

CORPORATION BUSINESS

The following resolutions were read into the minutes, voted on, and unanimously passed. They are:

BE IT RESOLVED the members of the Retriever Club of Alaska, Inc. approve the recommendation of the Board of Directors to increase the number of directors that serve on the Board, and now ratifies prior board action on this matter and hereby modify Section 2 of Article IV of the Bylaws of the Corporation to increase the number of directors of the corporation from nine to twelve directors, each to serve staggered terms.

BE IT FURTHER RESOLVED that the members of the Retriever Club of Alaska, Inc. approve the recommendation of the Board of Directors and modify Section 3 of Article IV to provide for four year terms with three directors to be elected at each annual meeting of the membership. The term of current directors shall be increased by one extra year.

The following motion was made, seconded and approved:

It is hereby moved that all actions taken by the Board of Director's for the year 2000, on behalf of the Retriever Club of Alaska are approved and ratified according to the bylaws of the organization.

ELECTIONS

Nominations were received, all nominees running unopposed. The following were elected:

President	A J Holborn
Secretary	Brooks Holborn
Treasurer	Debbie Stiles