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BYLAWS OF TLINGIT & HAIDA FOUNDATION

ARTICLE I – NAME AND LOCATION

Section 1. Name. The name of the Corporation shall be Tlingit & Haida Foundation.

Section 2. Location. The principal office of the Corporation shall be located in Juneau, Alaska.

ARTICLE II – PURPOSE AND POWERS

Section 1. Purpose. This Corporation is organized and shall operate exclusively for the purposes described in Article 2 of the Articles of Incorporation.

Section 2. Powers. This Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts, which may be necessary or convenient to effect the purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III – NON-PROFIT NATURE

Section 1. Exclusively Non-Profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not support or carry on purposes or activities other than those set forth in Section 1 of Article II.

Section 2. No Private Inurement. In the event the Corporation accrues any net earnings, no part of such net earnings shall inure to the benefit of, or be distributed to, 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 set forth in Section 1 of Article II.

Section 3. Restriction on Political Activity. No substantial portion of the activities of the Corporation shall consist of engaging in legislative activities. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including by publishing or distributing statements with respect thereto.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Governance. The business, property, and programs of the Corporation shall be managed and controlled by a Board of Directors consisting of at least three and no more than five Directors who shall be appointed by the President of Tlingit & Haida.

Section 2. Qualifications. In order to be eligible to serve as a Director, the individual must be a member of either the Executive Council or the Executive Management Team of the Tlingit & Haida Administration.

Section 3. Terms. Directors shall serve for a term of two years. Terms shall be staggered. There is no limit on the number of terms a Director can serve.

Section 4. Vacancies. Should a vacancy occur due to expiration of a Director's term of office or their resignation, death, removal, or loss of eligibility to serve as a Director pursuant to Section 2 above, the President of Tlingit & Haida shall appoint a replacement for the remainder of the term.

Section 5. Removal. A Director may be removed by unanimous vote among the Board of Directors. The Director subject to removal proceedings shall not be entitled to vote.

Section 6. Meeting Procedures. The Board of Directors shall hold a minimum of four regular meetings each calendar year. Special meetings may be called by the President or by one Officer and one Director. The Board of Directors may adopt rules of procedure for meetings consistent with these Bylaws.

Section 7. Method of Acting. A majority of Directors currently serving shall constitute a quorum for the transaction of business at a meeting. No business shall be considered by the Board of Directors at any time when a quorum is not present. Except as otherwise required by law, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Acting Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 9. Standards of Conduct. Directors shall perform their duties: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Directors reasonably believe to be in the best interests of the Corporation. In performing their duties, Directors are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or approved by the Executive Director, provided however that Directors are not acting in good faith if they have knowledge concerning the matter in question that makes such reliance unwarranted.

Section 10. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board of Directors, may receive a fixed sum and expenses for attendance at each regular or special meeting of the Board of Directors.

ARTICLE V – OFFICERS

Section 1. Selection of Officers and Term. Officers shall be chosen from among the Board of Directors by a majority of the Board. An Officer's term shall be two years.

Section 2. President. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

Section 3. Vice President. In the absence or disability of the President, the Vice-President shall perform the duties of the President. When so acting, the Vice President shall have all legal powers subject to the same restrictions as the President.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for maintaining a book of minutes of all meetings and actions of Directors. Additionally, the Secretary/Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall keep the Board of Directors informed thereof. The Secretary/Treasurer shall be responsible for maintaining records of the Corporation's financial transactions and accounts, which may be inspected by any Director at any reasonable time.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Executive Committee. The three officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 2. Quorum and Method of Acting. A majority of the members of the Executive Committee shall constitute a quorum. No business shall be considered by the Executive Committee at any time when a quorum is not present. Except as otherwise required by law, the act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. Acting without a Meeting. The Executive Committee shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all members. Any action so approved shall have the same effect as though taken at a meeting of the Executive Committee.

ARTICLE VII – EMPLOYEES AND CONTRACT SERVICES

Section 1. Executive Director. The Board of Directors may hire an Executive Director. The Executive Director shall be responsible for the day-to-day responsibilities of the Corporation, including carrying out the Corporation's goals. The Executive Director shall attend all meetings of the Board of Directors.

Section 2. Other Employees. The Executive Director, with the approval of the Board of Directors, may hire additional employees as necessary to carry out the purpose of the Corporation.

Section 3. Contract Services. The Executive Director, with the approval of the Board of Directors, may contract with outside entities and individuals for services necessary to carry out the purpose of the Corporation.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUND FINANCES

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation 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 as authorized by the Board of Directors.

Section 2. Checks, Draft Signing Authority. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed by two signatories from a list approved by the Board of Directors.

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 device for any special purpose for the Corporation.

Section 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE IX – CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of this Article is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Employee or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable tribal, state, and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person: Any Director or Employee who has a direct or indirect financial interest, as defined below.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: An ownership or investment interest in any entity with which the Corporation has a transaction or arrangements or is negotiating such a transaction or arrangement.

- b. Personal Benefit: Direct and indirect receipt of an item of value from a person or entity which has a transaction or arrangement with the Corporation including gifts or favors that are not insubstantial. A personal benefit is not necessarily a conflict of interest. A person who receives a personal benefit shall be deemed to have a conflict of interest only if the Board of Directors decides that a conflict of interest exists after full disclosure of the circumstances.

Section 3. Procedures.

- a. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or potential personal benefit and disclose all material facts relevant thereto to the Board of Directors.
- b. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest or personal benefit and all material facts, and after any discussion with the interested person, the interested persons shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest: The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict of Interest Policy. If the Board of Directors has reasonable cause to believe a Director or Employee has failed to disclose actual or possible conflicts of interest, it shall inform the Director or Employee of the basis for such belief and afford the Director or Employee an opportunity to explain the alleged failure to disclose. If, after hearing the Director's or Employee's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Director or Employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings. The minutes Board meetings shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest or received a personal benefit in connection with an actual or possible conflict of interest, the nature of the financial interest or personal benefit, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Annual Statements. Each Director and Employee shall annually sign a statement which affirms such person: Has received a copy of the Bylaws; has read and understands this Article VIII; has agreed to comply with this Article VIII; and understands the Corporation is nonprofit and charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with its nonprofit and charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with other organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE X – AMENDMENT OF BYLAWS

Section 1. Amendments. These bylaws may be amended, altered, or repealed by a vote of the majority of Directors, except that Articles II and III may be amended only following the Board of Director's receipt of an opinion of legal counsel that and such amendment will not adversely affect the Corporation's qualification as a 501(c)(3) organization.

ARTICLE XI – ADOPTION OF BYLAWS

These Bylaws were duly adopted by a meeting of the Board of Directors of the Corporation on this 2nd day of October 2025 and the same do now constitute the Bylaws of the Corporation.

Dated this 2nd day of October, 2025.

President

Secretary/Treasurer