

**ALASKA FBI CITIZEN'S ACADEMY ALUMNI ASSOCIATION
(ALASKA FBI CAAA)**

A RESOLUTION APPROVING THE BY-LAWS OF THE ALASKA FBI CAAA.

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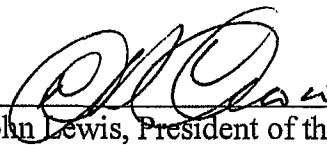
THE ALASKA FBI CITIZEN'S ACADEMY ALUMNI ASSOCIATION RESOLVES:

WHEREAS, the Alaska FBI Citizen's Academy Alumni Association Organizing Committee prepared By-laws, which were reviewed and revised by the members of the organizing committee;

WHEREAS, the By-laws were presented at the first annual meeting of the members of the Alaska FBI CAAA on January 11, 2010 without objection;

THEREFORE, the Alaska FBI Citizens Academy Alumni Association Board of Directors adopts the By-laws, version 20100111, which are attached.

APPROVED by the Alaska FBI CAAA on this 2nd day of February 2010.



John Lewis, President of the Alaska FBI CAAA

**BY-LAWS OF
THE ALASKA FBI CITIZENS' ACADEMY ALUMNI ASSOCIATION, INC.
(ALASKA FBI CAAA)**

ARTICLE I – ORGANIZATION NAME AND PURPOSE

1. ORGANIZATION NAME

The Alaska Federal Bureau of Investigation (FBI) Citizens' Academy Alumni Association, Inc. (Alaska FBI CAAA) is a non-profit corporation organized and existing under the laws of the State of Alaska.

2. PURPOSE

A. The purpose of the Alaska FBI Citizens' Academy Alumni Association (Alaska FBI CAAA) is to support and further the special connection between the graduates of the Alaska FBI Citizens' Academy (Alaska FBI CA) and the Alaska FBI in working for an informed and safe community. The Alaska FBI CAAA's goals include, but are not limited to:

1. Ongoing updates on FBI activities significant to the FBI and Alaska FBI CAAA;
2. Sponsoring events to connect the Alaska FBI Citizens' Academy graduates and the Alaska FBI;
3. Participation in special activities that extend the Alaska FBI CAAA skills;
4. Educating Alaskans on the FBI mission, resources, and limitations;
5. Sponsoring community service projects that foster a safe community; and
6. Other activities as determined from time to time by the members or Board of Directors.

B. The Alaska FBI CAAA is intended to be, and shall be operated and conducted as, an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

C. The Alaska FBI CAAA is not for profit and does not afford pecuniary gain, incidentally or otherwise, any member, Director, officer, committee members, employee, or agent of the organization; however, this provision does not prevent the Alaska FBI CAAA to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable and educational purposes as set forth herein.

ARTICLE II – OFFICES AND RECORDS OF THE ORGANIZATION

1. PRINCIPAL OFFICES

The principal office of the Alaska FBI CAAA shall be determined by the Board of

Directors and may be changed at its discretion.

2. REGISTERED AGENT

The registered agent of the Alaska FBI CAAA shall be set forth in the organization's Articles of Incorporation. The registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing as required by law.

3. RECORDS

The Alaska FBI CAAA shall keep correct and complete books and records of account(s) 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 its registered or principal office records giving the names and addresses of all those entitled to vote. All books and records of the Alaska FBI CAAA may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

4. SEAL

The Board of Directors may adopt a corporate seal in a form determined by the Board of Directors. The corporate seal may be altered from time to time by the Board of Directors and shall have inscribed the name of the Alaska FBI CAAA and the words "Corporate Seal." The Alaska FBI CAAA shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Alaska FBI CAAA.

5. NON-DISCRIMINATION

The Alaska FBI CAAA shall not discriminate towards members, employees, applicants for employment, suppliers, or grant recipients on the basis of race, color, religion, national origin, sex, sexual orientation, age, disability, or any other basis prohibited by federal, state or local law.

ARTICLE III – MEMBERSHIP, DUES, AND MEETINGS

1. QUALIFICATIONS OF MEMBERSHIP

Members of the Alaska FBI CAAA must be graduates of the Alaska FBI or another FBI Citizens' Academy and must meet other specific membership qualifications set by the Board of Directors, including the requirement to pay dues.

2. CONFIRMATION AND VOTING LIST OF MEMBERS

Members shall be confirmed by the Board of Directors. An affirmative vote of a fifty-one percent (51.00%) of the Board of Directors shall be required for confirmation.

Prior to any meeting of members, the Board of Directors shall prepare a list of all of the members who are entitled to vote. A member is entitled to vote if he or she has paid dues and met other qualifications as determined by the Board. The list of members entitled to vote shall be available at any meeting of members and any member is entitled to inspect the list at any time during the meeting or adjournment.

3. TERMINATION OF MEMBERSHIP

The Board of Directors, by affirmative vote of fifty-one percent (51.00%) of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.

4. RESIGNATION

Any member may resign by filing a written resignation with the Secretary of the organization.

5. REINSTATEMENT OF SUSPENDED OR EXPELLED MEMBERS

Upon written request, signed by a former member who was suspended or expelled and filed with the Secretary, the Board of Directors may, by the affirmative vote of fifty-one percent (51.00%) of the Board of Directors, reinstate the former member to membership upon the terms as the Board of Directors may deem appropriate.

6. TRANSFER OF MEMBERSHIP

Membership in the Alaska FBI CAAA is not transferable or assignable.

5. DUES

Membership dues shall be determined by the Board of Directors. Annual dues shall be payable as determined by the Board of Directors. A member in "good standing" is a member who has paid his or her annual dues and continues to meet other qualifications set out in these By-laws or established by the Board of Directors.

6. PLACE OF MEETINGS, SPECIAL MEETINGS, ANNUAL MEETINGS

A. Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting of the members called by the Board of Directors. If no designation is made or if a special meeting is called, the place of meeting shall be the principal office of the Alaska FBI CAAA.

B. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

C. Annual Meetings. An annual meeting of the members shall be held each year, on a date and at a time, the Board of Directors may determine.

A financial report and an annual report of the Alaska FBI CAAA's business shall be provided to members at the annual meeting. Financial reports shall contain information, as the Board of Directors shall determine. The annual report shall include a brief review of the business of the organization for the previous year. Additional reports may be presented from Board committees as requested by the Board of Directors.

9. NOTICE OF MEETINGS

Written notice of any regularly scheduled meeting or any special meeting of the members is effective by stating the place, day, and hour of any meeting and delivering the notice either personally, by mail, electronic mail or other electronic means, to each member in good standing, not less than two (2) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice.

Notice by electronic mail or other electronic means shall be deemed given when sent to an electronic mail address designated by the intended recipient for electronic communications; notice by mail shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

10. WAIVER OF NOTICE

If the members or the Board of Directors set a regular meeting schedule at the annual meeting of the members or the Board, any meetings held at the regularly scheduled date, time, and location shall not require additional notice. If the Board of Directors or all of the members meet at any time and place and consent to hold a meeting, the meeting shall be valid without notice, and any action may be taken at the meeting.

11. QUORUM OF MEMBERS

Unless otherwise provided in the Articles of Incorporation or in these By-laws, members holding twenty five percent of the votes entitled to be cast represented in person shall constitute a quorum.

Subject to any provisions required or permitted by Alaska law and these By-laws, members of the Alaska FBI CAAA, members may participate in and hold a meeting of the members by means of: (1) telephone conference; (2) videoconferencing; (3) web conference on the Internet; or (4) by email. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any

business on the ground that the meeting is not lawfully called or convened. Any action taken at a meeting by telephone conference, videoconference, web conference, or by email, requires a majority or 51% of the members to take action.

ARTICLE IV – BOARD OF DIRECTORS

1. COMPOSITION

Members in good standing, pursuant to the qualifications set forth in these By-laws and by the Board of Directors, are eligible to serve as Directors.

Past Presidents of the Alaska FBI CAAA, who (a) are dues paying members in good standing, (b) attended more than 50% of the regular Board of Directors meetings in the prior fiscal year, and (c) meet any other qualifications set forth in these By-laws and by the Board of Directors, are eligible to serve as “Emeriti Directors.”

2. NUMBER AND TERM OF DIRECTORS

The number of Directors shall be an eleven (11) Directors and an indefinite number of Emeriti Directors, although Emeriti Directors shall not be counted for purposes of determining a quorum at meetings of the Board of Directors. The number of Directors may be increased from time to time by an amendment to these By-laws or a resolution adopted by the Board of Directors.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect the eleven Directors. At the first annual meeting, six Directors shall be elected to two-year terms and five Directors shall be elected one-year terms. Thereafter, the term of office for Directors will be two-year terms. Directors may not be elected to serve more than four consecutive years. A Director shall hold office until the next annual election of Directors when the Director's term expires or until the Director's successor shall be elected, appointed, or designated and qualified.

The term of office for Emeriti Directors shall be continuous for each member until resignation or removal, provided that the Emeritus Director maintains his or her membership in good standing and meets other membership qualifications set forth in these By-laws or by the Board of Directors.

To the extent not limited or prohibited by law, the Articles of Incorporation, or these By-laws, the powers of the Alaska FBI CAAA shall be exercised by or under the authority and direction of the Board of Directors of the Alaska FBI CAAA.

3. ANNUAL MEETING OF DIRECTORS

Immediately following each annual meeting of members, the Board of Directors elected at the annual meeting of the members shall hold an annual meeting at which the Board of

Directors shall confirm members, confirm Emeriti Directors, elect officers, and transact other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors. Members may attend the annual meeting of the Board of Directors.

The positions of officers for the Board of Directors shall include a President, Vice President, Secretary, Treasurer, and other officers as designated by the Board. The list of duties of the officers shall be established by the Board.

4. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held with or without notice at a time and place as may be from time to time determined by the Board of Directors. Members may attend the regular meetings of the Board of Directors.

The Board of Directors shall fix by resolution the place, date and hour of regular meetings of the Board. Members of the Board of Directors shall use their best efforts to attend all regular meetings. In the event that a Director misses 50% of the regular meetings in any one fiscal year with or without good cause, the Board of Directors may consider the Director's position vacant.

5. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by three (3) or more Directors. A special meeting shall be held at the date and time specified in the notice of the meeting. Members may attend special meetings of the Board of Directors.

6. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Alaska FBI CAAA or at any other place as specified in the notice of meeting.

9. NOTICE OF MEETINGS

Written notice of any special meeting of the Board or any committee, is effective by stating the place, day, and hour of any meeting and delivering the notice either personally, by mail, electronic mail or other electronic means, to each Director or committee member, not less than two (2) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice.

Notice by electronic mail or other electronic means shall be deemed given when sent to an electronic mail address designated by the intended recipient for electronic

communications; notice by mail shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the organization, with postage thereon prepaid.

10. WAIVER OF NOTICE

If the members or the Board of Directors set a regular meeting schedule at the annual meeting of the members or the Board, any meetings held at the regularly scheduled date, time, and location shall not require additional notice. If the Board of Directors or all of the members meet at any time and place and consent to hold a meeting, the meeting shall be valid without notice, and any action may be taken at the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the 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 lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these By-laws

8. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors fixed by these By-laws, except Emeriti Directors shall not be counted for purposes of determining a quorum at meetings of the Board of Directors. Active Emeriti Directors, who meet the qualifications set forth in these By-laws and by the Board of Directors, shall have the same rights, duties, powers, privileges, and immunities, including the right to vote, as Directors. The act of the majority of the Directors present in person 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 the Articles of Incorporation.

Subject to any provisions required or permitted by Alaska law and these By-laws, members of the Alaska FBI CAAA Board of Directors may participate in any meeting of the Board or Board committee by means of: (1) telephone conference; (2) videoconferencing; (3) web conference on the Internet; or (4) by email. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Any action taken at a meeting by telephone conference, videoconference, web conference, or by email requires a majority or 51% of the members of the Board of Directors or members of any committee to take action. The Director may exercise all rights and privileges to which he or she might be entitled were he or she personally in attendance, including the right to vote. Any action taken by email shall be documented in the minutes of the next regular meeting.

9. COMPENSATION

Directors shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. Member of committees may be allowed reimbursement of expenses for attending committee meetings by resolution of the Board of Directors.

10. POWERS AND DUTIES

A. The Board of Directors shall have all the power and authority granted to the Board, including all power necessary or appropriate to the management of the business and affairs of the Alaska FBI CAAA.

B. The responsibilities of the Board of Directors shall include but not be limited to the following:

1. To establish policy for the Alaska FBI CAAA;
2. To establish and collect dues and raise funds;
3. To set a budget;
4. To employ or contract with individuals as necessary to assist the Board of Directors to accomplish its responsibilities or to oversee the management of the Alaska FBI CAAA's activities during each year;
5. To appoint and activate committees;
6. To review membership qualifications for eligibility;
7. To develop the mission, strategic plan, and annual plan of work for the organization;
8. To set clear expectations for any employees or contractors and provide evaluation of performance on a regular basis;
9. To identify, recruit, recommend for election and engage qualified Board members;
10. To assess the performance of the Alaska FBI CAAA on a regular basis, such as in an annual report; and
11. To conduct any other duties consistent with the By-laws, Articles of Incorporation and state law.

12. REMOVAL

A Director may be removed from office, with or without cause, by an affirmative vote equal to the vote necessary to elect the Director.

13. RESIGNATION

A Director may resign by providing written notice of resignation to the Secretary of the Alaska FBI CAAA. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in the notice. Acceptance of the resignation shall not be required to make the resignation effective.

14. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the previous Director. If less than six (6) months is left in a vacant unexpired term, it may remain vacant until the next election. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

15. COMMITTEES OF THE BOARD 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 one or more Directors, which committees shall have and exercise the authority provided in the resolution. The designation and appointment of any committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any individual Director, of any authority or responsibility imposed by law upon the Board of Directors or upon any individual Director.

Any committee designated by the Board of Directors may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE V – ORGANIZATIONAL FINANCE

1. FISCAL YEAR

The fiscal year of the Alaska FBI CAAA shall be as determined by the Board of Directors.

2. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and the authority to contract may be general or confined to specific instances.

3. CHECKS, DRAFTS, AND ORDERS FOR PAYMENT

All checks, drafts, or other orders for payment of money or notes of the organization shall be signed by an officer or officers or other person or persons as shall be expressly determined from time to time by resolution of the Board of Directors.

4. DEPOSITS

All funds of the Alaska FBI CAAA shall be deposited from time to time to the credit of the organization in banks, trust companies, or other depositories as the Board of Directors may select.

5. GIFTS

The Board of Directors may accept on behalf of Alaska FBI CAAA any contribution, gift, bequest or devise for and consistent with the purposes of Alaska FBI CAAA.

6. BOOKS AND RECORDS

The Alaska FBI CAAA shall keep correct and complete financial books and records of account, and keep minutes of the proceedings of members meetings, and shall keep a record of the names and addresses of its members entitled to vote. A member of the organization, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the organization relevant to that purpose, at the expense of the member.

ARTICLE VI - CERTIFICATES OF MEMBERSHIP

1. CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Alaska FBI CAAA, which shall be in a form as may be determined by the Board of Directors. The certificates shall be signed by the President or Vice President and by the Secretary or Treasurer. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the organization. If any certificate becomes lost, mutilated or destroyed, a new certificate may be issued upon terms and conditions as the Board of Directors determine.

2. ISSUANCE OF CERTIFICATES

Once a member has paid any required dues that may then be required, a certificate of membership shall be issued in that member's name, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of this Article.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Alaska FBI CAAA shall indemnify any and all of its existing and former Directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their role as Director or officer of the organization pursuant to the provisions of Alaska law. Indemnification shall be made by the Alaska FBI CAAA whether the legal action brought or threatened is by or in the right of the organization or by any other person.

2. INSURANCE

The Alaska FBI CAAA may maintain a "Directors and Officers" insurance policy in a form standard in the insurance industry (the "Policy"). The organization shall maintain the Policy with limits of liability as set by the Board of Directors, in the Board of Directors' sole discretion. The indemnification provisions of these By-laws and recovery thereunder shall first be satisfied from the proceeds of the Policy. Assets of the organization shall be used to satisfy indemnification obligations not covered by the Policy.

ARTICLE VIII - GENERAL PROVISIONS

1. DESCRIPTIVE HEADINGS

Titles to paragraphs and subparagraphs are intended only for convenience of reference and shall be given no effect in the construction or interpretation of these By-laws.

2. GOVERNING LAW

These By-laws shall be construed and interpreted in accordance with the laws of the State of Alaska.

3. INVALID PROVISIONS

If any one or more of the provisions of these By-laws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these By-laws and all other applications of the provision shall not be affected.

4. REVOCATION OF AUTHORITY

The Board of Directors shall retain the right, within its sole discretion, to rescind its prior authorization, assignment, or delegation of authority.

ARTICLE XI - AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended, or repealed whether in whole, or in part, and new By-laws may be adopted by a majority of all Directors.

Adopted by the Board of Directors on this ___ day of _____ 2010.

President

Secretary