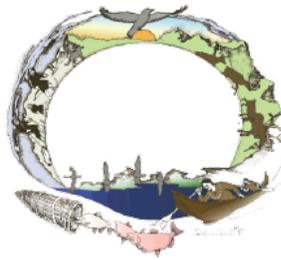


**Articles of Incorporation and
Bylaws of Dena' Nena' Henash**
ADOPTED BY THE FULL BOARD OF DIRECTORS

MARCH 2019



Tanana
Chiefs
Conference

Table of Contents

I. AMENDED & RESTATED ARTICLES OF INCORPORATION

FIRST: Name.....	1
SECOND: Period of duration.....	1
THIRD: Purposes for which the corporation is organized.....	1
FOURTH: Principle place of business.....	2
FIFTH: Provisions for the regulation of the internal affairs.....	2
a. Membership.....	2
b. Officers.....	3
c. Directors.....	3
d. Bylaws.....	3
e. Amendments.....	3
f. Historic Succession.....	3
g. Dissolution.....	4
h. Debt.....	4
SIXTH: Initial registered office.....	4
SEVENTH: Initial Board of Directors.....	4
EIGHTH: Name and address of each incorporator.....	5
NINTH: Net earnings of the corporation.....	6
Verification.....	6

II. BY-LAWS OF DENA' NENA' HENASH

Article One: Offices	1
Article Two: Members	1
Section 1. Classes of Members.....	1
Section 2. Admission of Member Villages.....	1
Section 3. Voting Rights.....	1
a. Meetings of Member Villages.....	1
b. Meetings of the Board of Directors.....	2
Section 4. Resignation of a Member Village.....	2
Section 5. Reinstatement.....	2
Article Three: Meetings of the Members	2
Section 1. Annual Meeting.....	2
Section 2. Special Meetings.....	2
Section 3. Notice of Meetings.....	2

Section 4.	Action.....	3
Section 5.	Informal Action by Member Villages.....	3
Section 6.	Quorum.....	3
Section 7.	Place of Meeting.....	3
Article Four: Board of Directors.....		3
Section 1.	General Powers.....	3
Section 2.	Number, Tenure, and Qualifications.....	3
Section 3.	Regular Meetings.....	4
Section 4.	Special Meetings.....	4
Section 5.	Notice of Meetings.....	4
Section 6.	Quorum.....	5
Section 7.	Manner of Action.....	5
Section 8.	Vacancies.....	5
Section 9.	Compensation.....	5
Section 10.	Chairman of the Board.....	5
Section 11.	Alternate Directors.....	5
Section 12.	Advertisement of Vacant Seats.....	5
Article Five: Officers.....		6
Section 1:	Officers.....	6
Section 2:	Election and Term of Office.....	6
Section 3:	Removal.....	6
Section 4:	Vacancies.....	6
Section 5:	President.....	7
Section 6:	Vice-President.....	7
Section 7:	Treasurer.....	7
Section 8:	Secretary.....	7
Section 9:	Cadastral Survey Program.....	8
Article Six: Traditional Chief.....		8
Section 1:	Traditional Chief.....	8
Section 2:	Duties.....	8
Section 3:	Election.....	8
Section 4:	Expenses.....	8
Article Seven: Committees of the Board of Directors.....		8
Section 1:	Executive Board of Directors.....	8
Section 2:	Regional Health Board.....	9
Section 3:	Subregional Advisory Board Committees.....	9

Section 4: Elder Advisor and Youth Advisor.....	9
Section 5: Other Committees.....	9
Article Eight: Contract, Checks, Deposits, and Funds.....	10
Section 1: Contracts.....	10
Section 2: Checks, Drafts, Etc.....	10
Section 3: Deposits.....	10
Section 4: Gifts.....	10
Section 5: Dissolution.....	10
Article Nine: Books and Records.....	11
Article Ten: Fiscal Year.....	11
Article Eleven: Voluntary Contributions.....	11
Article Twelve: Seal.....	11
Article Thirteen: Waiver of Notice.....	11
Article Fourteen: Amendments of Bylaws.....	12
Article Fifteen: DBA Name.....	12
Article Sixteen: Insurance and Indemnity.....	12
Article Seventeen: Executive Director's Conflict of Interest.....	12
Article Eighteen: IRHA Commissioners.....	13
Certificate of Secretary.....	14

RESTATED
ARTICLES OF INCORPORATION
OF
DENA' NENA' HENASH

These restated Articles of Incorporation correctly set out the provisions of the Articles of Incorporation of Dena' Nena' Henash, as amended, have been adopted as required by law, and supersede the original Articles of Incorporation and all prior amendments thereto. The Restated Articles of Incorporation of Dena' Nena' Henash are as follows:

"The undersigned, acting as incorporators of a corporation under the Alaska Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Dena' Nena' Henash, and the name of the corporation in the English language is the Tanana Chiefs Conference.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

- a) To secure to the Alaska Native people of the region of the Tanana Chiefs Conference the rights and benefits to which they are entitled under the United States and the State of Alaska.
- b) To enlighten public towards a better understanding of the Native People of Alaska.
- c) To preserve the customs, folklore, art and cultural values of the Native People of the region of the Tanana Chiefs Conference.
- d) To seek an equitable adjustment and settlement of Native affairs and land claims of the Native People of said region

- e) To promote the common welfare of the Natives of Alaska and their physical, economic, and social well-being.
- f) To foster continued loyalty and allegiance of the Natives of Alaska to the United States and the State of Alaska.
- g) To promote pride on the part of the Natives of Alaska in their heritage and traditions.
- h) To discourage and overcome racial prejudice.
- i) To promote good government.
- j) Notwithstanding any other provision of these Articles, this corporation is organized exclusively for religious, charitable, scientific, literary or education purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

FOURTH: The Corporation's principal place of business shall be Fairbanks

FIFTH: Provisions for the regulation of the internal affairs of the corporations, including provisions for the distribution of assets on dissolution or final liquidation, are:

- a). Membership. Membership in this corporation is limited to Native villages of the region claimed by the Dena' Nena' Henash, being, in general, the Middle Yukon and Upper Yukon drainages, the Koyukuk and Tanana drainages, and the Upper Kuskokwim drainage, but including Mentasta and Cantwell, and to urban Native Groups consisting of Athapascans of one-quarter blood or more, all as more fully defined in the by-laws. Villages of Native groups seeking membership shall make application to the Board of Directors at least thirty (30) days prior to annual meeting. Villages and Native Groups shall be admitted upon two-thirds (2/3) vote of the Board of Directors.

b). Officers. The principal officers of the corporation are the President, the Vice- President, and the Secretary/Treasurer. The President, Vice-President, and Secretary/Treasurer shall be elected by the Board of Directors to serve three-year terms at the regular annual meeting. No person who has been elected President for two full three (3) year successive terms shall be again eligible to hold that office until one full term has intervened. These officers shall manage the affairs of the corporation. They shall be ex-officio members of the Board of Directors.

c) Directors. Each member village or group shall elect one director. The Board of Directors shall elect nine directors to serve as an Executive Committee of the Board of Directors as provided in the Bylaws. The presiding officer of the Board of Directors shall be the Chairman of the Board who shall be a member of the Executive Board and elected by the Board of Directors.

d) By-laws. The Board of Directors shall adopt and may amend the by-laws for the corporation.

e) Amendments. These articles may be amended in the manner prescribed by law. Written notice to intention to amend the Articles of Incorporation must be mailed to each member at least thirty (30) days before the meeting of the members in which the action shall take place.

f). Historic Succession. The corporation is the historic successor to the Tanana Chiefs Conference, the traditional consultive and governing assembly of the Athapascan people of Interior Alaska, from time immemorial, and shall have all of the rights, duties, powers, and privileges of this historic assembly.

g). Dissolution. Upon the winding up and dissolution of the corporation, after

paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has establish tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

h). Debt. The highest amount of indebtedness to which the corporation may be subject shall be two hundred (200) million dollars.

SIXTH: The address of the initial registered office of the corporation is P.O. Box 348, Fairbanks, Alaska (street address 527 4th Avenue), and the name of its initial registered agent at such address is Barry W. Jackson.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is 25, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Eddie Bergman, Jr.	Allakaket
Thomas Wood	Anvik
Gideon James	Arctic Village
Winston James	Birch Creek
Frank Tobuk	Bettles
Henry Peters	Cantwell
Moses Peters	Chalkyitsik
Allen John	Circle
Horace Biederman	Eagle
Andrew Isaac	Dot Lake

Larry Peterson	Fort Yukon
Amy Nelson	Galena
Joe Mailelle, Jr.	Grayling
Susie Williams	Hughes
Edwin Simon	Huslia
Walter Andre	Kaltag
Andrew Dayton	Koyukuk
Melvin Charlie	Minto
Jessie Brown	Nenana
Fred Stickman	Nulato
Sally Hudson	Rampart
Hamilton Hamilton	Shageluk
Gilbert Stevens	Stevens Village
Donald Joe	Tetlin
Tim Wallis	Fairbanks

EIGHTH: The name and address of each incorporator is:

Name	Address
Alfred R. Ketzler	102 Lacey Street, Fairbanks, AK
Ruby John	102 Lacey Street, Fairbanks, AK
Tim Wallis	102 Lacey Street, Fairbanks, AK

NINTH: No part of the net earnings of the corporation shall inure to the

BYLAWS
OF
DENA' NENA' HENASH
(Tanana Chiefs Conference)

ARTICLE ONE

Offices

The principal office of the corporation in the State of Alaska shall be located in the city of Fairbanks. The corporation may have such other offices, either in or outside the State of Alaska, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

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 to 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 TWO

Members

Section 1. CLASSES OF MEMBERS. The corporation shall have one class of members. The designation of such class and the qualification and rights of the

members of such class shall be as follows:

- (a) Each Alaska Native Village located in the geographic area as described in the Alaska Native Claims Settlement Act of 1971 represented by or claimed by the people of Dena' Nena' Henash (Tanana Chiefs Conference).
- (b) The Fairbanks Native Association and Tok Native Association and Native villages recognized as member villages of Tanana Chiefs Conference.

Section 2. ADMISSION OF MEMBER VILLAGES. Additional villages may be admitted as members by the Board of Directors of the Tanana Chiefs Conference. An affirmative vote of two-thirds (2/3) of the directors present at an annual meeting shall be required for admitting a new member.

Section 3. VOTING RIGHTS

- (a) Meetings of the Member villages. At a general meeting of the member villages, each member village delegate and each member of the Board of Directors of Denakkanaaga shall be entitled to one vote on each matter submitted to the member villages.
- (b) Meetings of the Board of Directors. Each member shall elect one member to the Board of Directors of Tanana Chiefs Conference, who shall have one vote on each matter submitted to the Board of Directors. A director may represent no more than one (1) member village.

Section 4. RESIGNATION OF A MEMBER VILLAGE. A member village may resign its membership in the Tanana Chiefs Conference by filing a written resignation with the Secretary upon adoption of a resolution of resignation adopted at a general meeting of the village.

Section 5. REINSTATEMENT. Upon a written request submitted by a former member

village and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members present, reinstate such former member village to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE THREE

Meetings of the Members

Section 1. ANNUAL MEETING. An Annual Meeting of the member villages shall be held in the Tanana Chiefs Conference region at a place and day designated by the Chairman of the Board with approval of the Executive Board of Directors for the purpose of transacting such business as may come before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the member villages may be called by or at the request of the Chairman of the Board or any twelve or more Directors, consisting of Directors representing at least two villages of the corporation from at least four sub-regions. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of the member villages shall be delivered, either personally or by mail not less than ten (10) days nor more than thirty (30) days before the date of a meeting, by or at the direction of the Chairman of the Board, or the Secretary, or the officers or member villages calling the meeting.

In the 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, provided that any other matter may be considered with the consent of two-thirds (2/3) of the votes of the represented member villages.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to a member village at its address as it appears on the records of the corporation, with postage thereon paid. General notice of the meeting shall also be given to the member villages by radio announcement, where feasible.

Any member village may waive notice of any meeting. The attendance of a delegate of a member village at any meeting shall constitute a waiver of notice of such meeting, except where the delegate attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at nor the purpose of any meeting of the member villages need be specified in the waiver of the notice of such meeting, unless specifically required by law or by these bylaws.

Section 4. ACTION. In addition to power vested in the membership by law, the member villages may adopt resolutions which do not infringe on the right of the Board of Directors to manage the corporation and may adopt resolutions directed to other corporations, governments, and persons.

Section 5. INFORMAL ACTION BY MEMBER VILLAGES. Any action required to be taken at a meeting of the member villages, or any action which may be taken at a meeting of the member villages, may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the member villages entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. The member villages holding two-thirds (2/3) of the votes which may be cast at any meeting constitute a quorum.

Section 7. PLACE OF MEETING. The Board of Directors may designate any place within the State of Alaska as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting

shall be in the Fairbanks North Star Borough at a place designated by the Chairman of the Board, but if all the member villages shall meet at any time and place within 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.

ARTICLE FOUR

Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors must be residents of the State of Alaska, and Alaska Native members of member villages of the corporation.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors shall be equal to the number of member villages plus three officers, the President, the Vice-President, and the Secretary/Treasurer. Each member village shall be entitled to elect one Director. Directors must be residents of the State of Alaska and Alaska Native members of member villages of the corporation. Except for the President, full-time employees of the corporation shall not be eligible to serve as directors or officers of the corporation. Each elected director shall hold office during the period of one annual meeting to another and each elected principal officer shall hold office between three annual meetings or until his successor shall have been elected elsewhere proved and accepted by these bylaws.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than by the Bylaws, immediately after, and at the same place as the annual meeting of the member villages. The Board of Directors may provide by the resolution the time and place, within the State of Alaska, for the holding of additional regular meetings of the Board without other notice than such resolutions.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any twelve or more Directors, consisting of Directors representing at least two villages of the corporation from at least four sub-regions. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 5. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of the board of directors shall be delivered, either personally or by mail, not less than ten (10) days nor more than thirty (30) days before the date of such meeting or as many as 33 days to prevent the open period from ending on a weekend or holiday, by or at the direction of the Chairman of the Board, or the Secretary/Treasurer, or the Directors 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, provided that any other matter may be considered with the consent of two-thirds (2/3) of the votes of the Directors present.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to a member village at its address as it appears in the records of the corporation, with postage thereon paid. General notice of the meeting shall also be given to the member villages by radio announcement, where feasible. Any director may waive a 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 business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any meeting of the directors need to be specified in the waiver of the notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. 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 7. MANNER OF ACTIONS. 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, by the Articles of Incorporation, or by these bylaws. Resolutions passed by the Board of Directors shall be enacted and carried out by the President or by such other officer or employee of the corporation as may be directed by the resolution.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors either by resignation, failure to attend meetings or by removal through majority vote of the member village and any directorship to be filled by an increase in the number of directors, shall be filled by the member village entitled to elect the director concerned.

Section 9. COMPENSATION. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. The employment of an elected Director as an officer (other than a principal officer) or full-time employee of the corporation shall create a vacancy which shall be filled by the member village concerned.

Section 10. CHAIRMAN OF THE BOARD. The President shall serve as the Chairman of the Board of Directors. The Chairman of the Board shall be known as the Presiding Chief of Dena' Nena' Henash and Tanana Chiefs Conference. The Chairman of the Board shall preside at all meetings of the member villages, the Board of Directors, and the Executive Board of Directors, and perform all other duties provided in these bylaws. In the absence of the Chairman, a Chairman Pro-Tem designated by the Executive Board shall fulfill the function of the Chairman.

Section 11. ALTERNATE DIRECTORS. A member village may elect any person eligible to serve as a Director to serve as an Alternate Director. An Alternate Director shall fulfill the duties of the specified Director in the absence or incapacity of such Director. In the case of an Executive Board member designated by a Subregional Advisory Board, a Subregional Advisory Board may designate any

Director or Alternate Director from such Subregion to serve as the Alternate Executive Board member for the Subregion.

Section 12. ADVERTISEMENT OF VACANT SEATS. Tanana Chiefs Conference must advertise up-coming vacancies for any TCC office or the advisory board to all member villages in a timely manner. There will be an open period of thirty (30) days during which candidacy for any TCC office or advisory board must be declared with the termination of that open period occurring ten (10) days before the scheduled date of the next TCC Annual Meeting of the full board. To prevent the 30-day open period from ending on a weekend or holiday, the open period may end as early as fourteen days before for the Annual Meeting. The slate of declared candidates shall be distributed to the member villages not less than five (5) days before the Annual Meeting.

ARTICLE FIVE

Officers

Section 1. OFFICERS. The officers of the corporation shall be a President, a Vice-President, and a Secretary/Treasurer, which are the principal officers, 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 officers as it shall deem necessary. Such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors of the member villages. Principal Officers must be Alaska Native members of a member village of the corporation and eligible to be selected as a Director of a member village.

Section 2. ELECTION AND TERM OF OFFICE. The President, Vice-President, and Secretary/Treasurer shall serve three-year terms. The elections of the principal officers shall be staggered such that one such officer shall be elected at each regular Annual Meeting of the Board of Directors. Ex-officio members shall not have a vote at such election. 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 been qualified. An officer must physically reside in Alaska during his term. Election of a Director as President shall create a vacancy in the directorship, which shall be filled by the member village concerned.

No person elected President for two full successive terms shall be again eligible to hold that office until one full term has intervened.

Section 3. REMOVAL. Any officer elected may be removed by two-thirds (2/3) of the votes of 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 removed; further, any officer that is absent from three (3) unexcused, consecutive Executive Board meetings may be removed as an officer. In the event that such does occur, the Board of Directors shall by majority vote of the quorum present appoint a successor to serve the unexpired term of the officer removed.

Section 4. VACANCIES. A vacancy in office because of death, removal, resignation, 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, in general, supervise and control all of the business and affairs of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation, authorized by the Executive Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board of Directors or by these bylaws or by statute to some other officer or

agent of the corporation. The President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Executive Board of Directors from time to time.

The President is not authorized to make any new purchases of real estate, or to construct any new buildings, in Fairbanks without the express prior authorization of the majority of the Board of Directors.

Section 6. VICE-PRESIDENT. In the absence of the President, or in the event of an inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Executive Board of Directors.

Section 7. TREASURER. If required by the Executive Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VIII 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 him by the President or by the Executive Board of Directors. The Chief Corporate Financial Officer of the corporation shall discharge the administrative duties of the Treasurer.

Section 8. SECRETARY. The Secretary shall keep the minutes of the Executive Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provision 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 provision of these bylaws; keep register of the post office address of each 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 to him by the President or by the Executive Board of Directors. The Executive Secretary shall discharge the administrative duties of the Secretary. The rights and duties of the Secretary and Treasurer shall be held by the same person. Such person shall have the title and office of the Secretary/Treasurer.

Section 9. CADASTRAL SURVEY PROGRAM. All architectural, engineering, or land surveying activities in the State of Alaska will be made by the architect, engineer, or land surveyor in responsible charge, or other registered architects, engineers, or land surveyors under the direction or supervision of the architect, engineer, or land surveyor in responsible charge. The Executive Board shall specify such architect, engineer, or land surveyor by resolution.

ARTICLE SIX

Traditional Chief

Section 1. TRADITIONAL CHIEF. There will be a Traditional Chief of the Tanana Chiefs Conference region. The Traditional Chief will be a lifetime Chief. There will be a Second Traditional Chief who shall be elected as provided in these bylaws.

Section 2. DUTIES. The Traditional Chief will call to order all Tanana Chiefs Conference functions and meetings. If the Traditional Chief is incapacitated, the Second Traditional Chief will fulfill the duties of the Traditional Chief.

Section 3. ELECTION. Upon the death of the Traditional Chief, the Second Traditional Chief will assume the office of Traditional Chief. If the office of Second Traditional Chief is vacant for any reason, the Board of Directors of Denakkanaaga, Inc., will convene a meeting of

each subregion of Tanana Chiefs Conference. The Subregional meetings may select nominees for Second Traditional Chief. The Denakkanaaga, Inc., Board of Directors will convene a meeting and select the Second Traditional Chief from the group of nominees.

The President of Tanana Chiefs Conference will introduce the new Second Traditional Chief at next annual meeting of the Board of Directors.

Section 4. EXPENSES. The Tanana Chiefs Conference shall compensate the Traditional Chief and the Second Traditional Chief for travel and per diem when they are acting for the Tanana Chiefs Conference.

ARTICLE SEVEN

Committees of the Board of Directors

Section 1. EXECUTIVE BOARD OF DIRECTORS. The Board of Directors may designate an Executive Committee, known as the Executive Board of Directors, which shall have and exercise the authority of the Board of Directors in the management of the corporation – provided, however, that such Executive Board of Directors shall not have the authority of the Board of Directors in reference to amending, altering, or repealing these bylaws or the Articles of Incorporation; electing, appointing, or removing any member of the Executive Board of Directors or any Director or officer of the corporation; adopting a plan of consolidation with another corporation; authorizing the sale, lease, 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 therefore; or amending any resolution of the Board of Directors unless provided for by the Board of Directors or the member villages.

The Executive Board of Directors shall consist of the three principal officers, in their capacity as ex-officio directors, and six other directors or alternate directors to be selected by the

Subregional Advisory Board Committees as provided in these bylaws and one Elder Advisor, and one Youth Advisor.

The Executive Board of Directors shall meet upon the call of the Chairman of the Board or five (5) other members of the Executive Board of Directors.

If a vacancy occurs on the Executive Board of Directors for any reason, such vacancy shall be filled through election provided in these bylaws for filling vacancies of officers. Persons filling vacancies shall serve until the next Full Board of Directors meeting of the Tanana Chiefs Conference.

Section 2. REGIONAL HEALTH BOARD. The Regional Health Board's purpose is to ensure Alaska Native participation and determination in every phase of TCC's health service delivery. The Regional Health Board has the authority to approve policies specific to the Health Department. The Regional Health Board provides advice to the Executive Board in decisions which will impact the management of the corporation.

The Regional Health Board shall consist of five members or alternates to be selected by the Subregional Advisory Board Committees including the 1) Upper Tanana, 2) Yukon Flats, 3) Yukon-Tanana, 4) Yukon-Koyukuk and 5) Upper-Kuskokwim, and three ex-officio members selected by their respective tribe or organization including 1) Upper Tanana, 2) Yukon Flats, 3) Yukon-Tanana, 4) Yukon-Koyukuk and 5) Upper-Kuskokwim, and three ex-officio members selected by their respective tribe or organization including 1) the Fairbanks Native Association, 2) the Tanana IRA Tribal Council, and 3) Village of Anaktuvuk Pass. The Regional Health Board may adopt additional rules for its own governance in the Board's "Rules of Order" that are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 3. SUBREGIONAL ADVISORY BOARD COMMITTEES. The Board of Directors shall have six (6) Subregional Advisory Board Committees including the 1) Upper Tanana, 2) Yukon Flats, 3) Yukon-Tanana, 4) Yukon-Koyukuk, 5) Upper-Kuskokwim, and 6)

Lower-Yukon. Such committees shall advise the Executive Board of Directors on the affairs of the corporation which affect the delivery of services to their respective subregions.

The members of each committee shall be the directors representing member villages within the respective subregion. Each committee shall elect, by majority vote, one (1) of their members to the Executive Board of Directors during the Annual Meeting of the Board of Directors. Such director shall serve on the Executive Board of Directors for a three-year term, or until a successor is elected. The election of the subregional directors to the Executive Board of Directors shall be staggered such that two such directors are elected at each regular Annual Meeting of the Board of Directors. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors. Three (3) unexcused absences by a Subregional Representative to the Executive Board of Directors shall be grounds for removal, such representatives may be removed from the Executive Board of Directors by a majority vote of the respective Subregional Advisory Board Committee.

Section 4. ELDER ADVISOR AND YOUTH ADVISOR.

There will be an Elder Advisor to serve on the TCC Executive Board of Directors. The Elder Advisor shall be a resident of the State of Alaska, and an Alaska Native tribal member 55 years or older. The Elder Advisor may not be a full-time employee of TCC. The term for Elder Advisor is three years. On an election year, tribal councils shall nominate an elder for the position of Elder Advisor by submitting a letter of intent to the TCC Executive Secretary at least 7 days before the start of the Denakkanaaga Annual Conference. The nominees shall be presented to the delegates at the Denakkanaaga Annual Conference and the Denakkanaaga delegates will elect the Elder Advisor.

There will be a Youth Advisor to serve on the TCC Executive Board of Directors. The Youth Advisor shall be a resident of the State of Alaska, and an Alaska Native tribal member between the ages of 18-21, when the term begins. The Youth Advisor may not be a full-time

employee of TCC. The term for Youth Advisor is three years. On an election year, tribal councils shall nominate a youth for the position of Youth Advisor by submitting a letter of nomination to the TCC Executive Secretary during the 30-day period described in Article Four, Section 12. The nominees shall be presented to the TCC Emerging Leaders and the Emerging Leaders will elect the Youth Advisor.

Advisors may be removed from the Executive Board of Directors by a majority vote of the voting members of the Executive Board.

Section 5. OTHER COMMITTEES. The Chairman of the Board shall have the authority to appoint persons to serve on committees as deemed necessary. Any persons appointed to a committee may be removed by the Chairman of the Board when in his judgment the persons are not serving in the best interests of the Tanana Chiefs Conference. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE EIGHT

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 as authorized by the Board of Directors.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation and in

such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the corporation, or their designee.

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, gifts, bequest, or device for the general purpose or a special purpose of the corporation.

Section 5. DISSOLUTION. Upon the dissolution of the Tanana Chiefs Conference (Dena' Nena' Henash), the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee that is authorized to conduct an activity under AS 05.15.

ARTICLE NINE

Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the TCC annual membership meeting, Board of Directors and the Executive Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the member villages entitled to vote. All books and records of the corporation may be inspected by any member village, or its agent or attorney for a proper purpose at any reasonable time.

ARTICLE TEN

Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September.

ARTICLE ELEVEN

Voluntary Contributions

The Board of Directors may determine from time to time the amount of annual voluntary contributions requested for the corporation from each member.

ARTICLE TWELVE

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Seal of Dena' Nena' Henash (Tanana Chiefs Conference), From Time Immemorial, Incorporated, 1971."

ARTICLE THIRTEEN

Waiver of Notice

Whenever any notice is required to be given under any provision of the Alaska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these 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 FOURTEEN

Amendments of 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 special meeting, if at least thirty (30) days written notice is given by certified mail or as many as 33 days to prevent the open period from ending on a weekend or holiday, of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

ARTICLE FIFTEEN

DBA Name

Dena' Nena' Henash, Inc., is also known as and may do business as the Tanana Chiefs Conference.

ARTICLE SIXTEEN

Insurance and Indemnity

The corporation may insure and indemnify its officers and directors against any claim for actions taken in good faith on behalf of the corporation.

ARTICLE SEVENTEEN

Executive Director's Conflict of Interest

Section 1. A member of the Executive Board of Directors, including principal officers of TCC (hereafter "executive director"), shall be considered to have a conflict of interest in the following situations:

- a) where the executive director or a member of the executive director's

immediate family (immediate family members include, whether by birth, adoption, marriage, or domestic partnership, the spouse, partner, father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, or half-sister) (hereafter “related group”), directly or through an agent or nominee, has an economic interest in a transaction which is the subject of proposed action by TCC;

- b) where the executive director’s economic interest, or that of the related group, in an action being considered by TCC, is potentially adverse or competitive to the interest of TCC;
- c) where the executive director or a member of the related group is a member or significant stockholder of another corporation or holds a significant interest in another entity, which other corporation or entity is the subject of action by TCC or TCC's Executive Board (or other governing body) or an officer or manager of another corporation or other entity, which other corporation or entity is the subject of action by TCC.

Section 2. No executive director or the agent of an executive director shall participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. Such a conflict would include when the executive director or the agent of an executive director, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any executive director or the agent of an executive director, has a financial or other interest in the firm selected for an award. No executive director or the agent of an executive director shall solicit or accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

Section 3. Where a conflict of interest exists as set forth above, the executive director shall notify the Executive Board of all material facts concerning the nature of the conflict prior to the Executive Board's consideration of the matter with respect to which the actual or potential conflict exists and the existence of a conflict shall be recorded in the minutes of the meeting of the Executive Board which records the Executive Board's consideration of the matter.

Section 4. An executive director with a conflict of interest may participate in the

discussion of the matter but shall abstain from voting on the matter with respect to which the conflict arises. The presence of such an executive director at the meeting considering the conflicting matter may be counted for the purpose of determining a quorum of the Executive Board.

ARTICLE EIGHTEEN

IRHA Commissioners

INTERIOR REGIONAL HOUSING AUTHORITY AUTHORIZATION AND

ORGANIZATION. Tanana Chiefs Conference recognizes that there is a shortage of housing within the Tanana Chiefs Conference region and hereby authorizes the Interior Regional Housing Authority to address this acute housing shortage on behalf of the Tanana Chiefs Conference. The Board of Directors shall appoint the Board of Commissioners of the Interior Regional Housing Authority.

The Executive Board of Directors shall fill any vacancy occurring in the Board of Commissioners of the Authority to serve until the next Annual Meeting of the Board of Directors. Commissioners of the Interior Regional Housing Authority must be eligible to serve on the Tanana Chiefs Conference, Board of Directors. Employees of the Tanana Chiefs Conference or of the Interior Regional Housing Authority shall not be eligible to serve as Commissioners of the Interior Regional Housing Authority.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) that I am the duly appointed Secretary of Dena' Nena' Henash (Tanana Chiefs Conference), an Alaska non-profit corporation; and
- (2) that the foregoing Bylaws constitute the Bylaws of the corporation and were duly adopted at a meeting of the Board of Directors thereof, held on March 15, 1972, and most recently amended March 17, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation.



Secretary