

DANCING BEARS, INCORPORATED

BYLAWS (REVISED MAY 19, 2005)

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On May 19, 2005, The Board of Directors voted to amend the Bylaws to (1) change the tenure for Directors from one year to two years, and (2) re-order and group the Sections under the ten Articles to increase ease of use. There were minor changes to wording of three sections [Article II, Section 2; Article II Section 1; Article V, Section 1] to reflect the two-year Directors' tenure, and no changes to the content of all other sections.

In this document, all reference to "the Corporation" shall refer to Dancing Bears, Inc. and all references to "members" shall refer to members of Dancing Bears, Inc.

Article I: *Defining the Organization*

Purpose

Section 1. The purposes of the Corporation Dancing Bears, Inc. shall be as stated in the articles of incorporation. These purposes include, but are not limited to:

1. Promoting and supporting traditional music and dance.
2. Promoting and supporting related artistic, cultural, and educational activities.
3. Fostering a greater sense of community by encouraging community involvement in cultural and educational activities.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contribution(s) to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Members

Section 2. This Corporation shall be composed of members rather than shareholders and shall not issue stock. Yearly membership fees will be set by the Board of Directors. The Board may provide for a system of proration for membership fees.

Offices	Section 3. The principal office of the Corporation shall be located at Anchorage, Alaska. The registered office of the Corporation, required by the Alaska Non-profit Corporation act to be maintained in the State of Alaska, shall be at Anchorage, Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.
Seal	Section 4. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
Article II: <i>Scope and activities of the Board of Directors</i>	
General Powers of the Board of Directors	Section 1. The corporate powers, business, and title to all property of the Corporation shall be vested in, exercised, controlled, and conducted by a Board of not more than nine (9) nor less than five (5) Directors who shall be members of the Corporation.
Tenure	Section 2. The Directors' term of office shall be from the Annual Meeting at which they were instated until the Annual Meeting two years later. There is no limit on the number of terms a Director may serve, except for a Director who has been removed under Article II, Section 9A. A Director shall maintain his membership in the Dancing Bears paid up throughout his tenure.
Officers of the Board of Directors	Section 3. The officers of the Corporation shall be: President, Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be necessary may be elected by the Board of Directors. No two offices may be simultaneously held by any person. Term of office for officers shall be one year.
Regular Meetings	Section 4. Regular monthly meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board of Directors provided the notice of any change in the time or place of such regular meeting shall be communicated to all the Directors three (3) days prior to the meeting date. A regular monthly meeting may be cancelled by a majority of the Board.
Special Meetings	Section 5A -- Special Face-to-Face Meetings. Special face-to-face meetings of the Board of Directors may be called by or at the request of the President, or upon written request of three (3) Directors. Section 5B -- Special Non-Face-to-Face Meetings. Whenever a decision of the Board of Directors is required regarding a project or a proposed project of the Corporation and the decision must be made before the next regular meeting and time or circumstances prevent a special face-to-face meeting from being called in accordance with Article II, Sections 5A and 6, a decision may be made in accordance with the following procedure: <ol style="list-style-type: none"> 1. Every reasonable effort must be made to poll each member of the Board for their comments on and consideration of the proposed action. 2. The act of two-thirds of the members of the Board shall be the act of the Board of Directors.
Notice of Special Meetings	Section 6. Notices of special meetings of the Board of Directors shall be mailed, telephoned, e-mailed, or personally delivered to each Director not less than three (3) days before the day appointed for the meeting.

Quorum	<p>Section 7. A majority of the number of Directors fixed by Article II Section 1 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.</p>
Manner of Acting	<p>Section 8. At a regular or special meeting of the Board of Directors at which there is a quorum, the act of the majority of the Directors then in office and present at the meeting shall be the act of the Board of Directors, except as provided for in Article II, Section 5B.</p>
Removal of Director	<p>Section 9A. A Director shall be removed from the Board when found by a vote of two-thirds of the Board of Directors to have acted at variance to corporate policies and goals. This Director may not run for a Board seat in the following election.</p> <p>Section 9B. A Director who is absent from three consecutive regular monthly meetings shall be deemed to have tendered their resignation to the Board, subject to the Board's acceptance. A Director removed from office under Section 9B is eligible for reappointment to the Board and may run for a Board seat in the next election.</p>
Vacancies	<p>Section 10A. In the event that the number of Directors falls below the number of Directors instated at the last Annual Meeting, the Board of Directors may fill by appointment that part of the unexpired term remaining until the next election of any Director whose seat becomes vacant for any reason. Due consideration shall be given to those members who were candidates for the Board of Directors at the most recent election.</p> <p>Section 10B. In the event that the number of Directors falls below five, the Board of Directors shall fill by appointment that part of the unexpired term remaining until the next election of any Director whose seat becomes vacant for any reason. Due consideration shall be given to those members who were candidates for the Board of Directors at the most recent election.</p>
Proxy Vote	<p>Section 11. At regular or special meetings of the Board of Directors, proxy votes will be allowed under certain conditions. Proxies may not be counted for a quorum call. For a proxy to be valid it must be submitted in writing to the presiding officer or Secretary of the Board forty-eight (48) hours before the scheduled meeting time. Two types of proxies exist: the first allows a designated Board member to cast the absent member's vote on regular business matters; the second instructs the chair to record the absent member's vote in a specific manner on specified questions. Proxies are not valid for removal from office, amendment of bylaws, removal from the Board of Directors under Article II, Section 9A, or dissolution of the Corporation.</p>
Committees	<p>Section 12. The Board of Directors may by resolution appoint various committees to carry out projects and other duties on behalf of the Board of Directors as from time to time is deemed necessary by the Board. The powers delegated to these committees shall be defined by resolution of the Board.</p>

Article III: Election of the Board of Directors

Election Committee	<p>Section 1. In an election year, an election committee consisting of three (3) members of the Corporation shall be appointed by the president. This committee shall be appointed not later than August 15th prior to the Annual Meeting. The duties of the election committee are:</p> <ol style="list-style-type: none">1) Notifying membership of annual membership meeting according to Article V, Section 32) Distributing a call for candidates no later than 60 days prior to the election, with a second call issued in the October newsletter;3) Certifying all requests for candidacy;4) Tallying election results; and5) Certifying all ballots.
Declarations of Candidacy	<p>Section 2. Candidacy for the annual Board of Directors election shall be by letter of request. This letter must be received by the election committee no later than five weeks prior to the election. All candidates must be members of Dancing Bears sixty (60) days prior to the Annual Meeting. Any candidate whose membership lapses prior to counting the ballots shall be disqualified.</p>
Voting	<p>Section 3. Each member is entitled to one vote. Voting for the Board of Directors is limited to those members who have paid their dues at least sixty (60) days prior to the Annual Meeting. In a runoff election (i.e., an election having ten or more candidates), the nine candidates receiving the highest number of votes shall be the new Board of Directors. If nine or fewer candidates are nominated, each candidate affirmed by a yes/no ballot shall become a member of the Board of Directors.</p>
Balloting	<p>Section 4. Voting for the Board of Directors shall be by distributing ballots to the membership via mail. In a runoff election involving ten or more candidates, the nine members receiving the highest number of votes shall be elected to the Board of Directors. Any ties shall be resolved by those clearly elected to the Board. If nine or fewer candidates are nominated, a yes/no ballot shall be prepared and distributed whereby the general membership can indicate acceptance or rejection of individual candidates. Those candidates receiving more "yes" votes than "no" votes shall be elected to the Board of Directors. Any candidates receiving an equal number of "yes" and "no" votes shall be handled as a tie, which shall be resolved by those clearly elected to the Board.</p>
Ballot Distribution	<p>Section 5. The election committee shall distribute by mail ballots to all eligible members no later than four weeks prior to the Annual Meeting. Ballots shall be deemed to be delivered when deposited in the United States Mail, addressed to the members as their address appears on the membership roll. Completed ballots must be received in the Dancing Bears mailbox not later than one week before the Annual Meeting to be tallied in the election.</p>

Article IV: *Officers of the Board of Directors*

Election of Officers of the Board of Directors	Section 1. The officers of the Corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the first meeting of the Board of Directors after the annual membership meeting at which the Board of Directors was instated. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
Removal of an Officer	Section 2. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby.
Vacancies	Section 3. 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.
President	Section 4. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside over meetings of the Board of Directors and shall act as presiding officer at meetings of the membership. He may sign with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases when the signing and execution thereof shall be delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be signed or executed otherwise; 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.
Vice-President	Section 5. The Vice-President shall be elected by the Board of Directors. In the absence of the President or in the event of his or her refusal to act, the Vice-President shall perform the duties of the President, and when acting, shall have all the powers and be subject to all the restrictions upon the President. In addition, the Vice-President shall settle all questions concerning parliamentary procedure at meetings of the Board of Directors. Parliamentary decisions of the Vice-President shall be binding unless overridden by a majority of those Board members present. The Vice-President shall also perform such other duties as from time to time shall be prescribed by the resolution of the Board of Directors.

Secretary	<p>Section 6. The Secretary shall:</p> <ul style="list-style-type: none"> a) keep the minutes of the membership and the Board of Directors meeting in one or more books provided for the purpose; b) see that all notices are duly given in accordance with provisions of these bylaws and as required by law; c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed in accordance with the provisions of Article VIII hereof to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; d) in general perform all of the other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.
Treasurer	<p>Section 7. The Treasurer shall:</p> <ul style="list-style-type: none"> a) have charge and custody of and be responsible 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, and other depositories as shall be selected in accordance with provisions of Article VI of these bylaws; b) keep accurate financial records of the Corporation and shall prepare a monthly financial statement; c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
<p>Article V: <i>Annual Meeting of the Membership</i></p>	
Timing of the Annual Meeting	<p>Section 1. The Annual Meeting of the members shall be held in the evening on the third Friday in November of each year for the purpose of reviewing the activities of the Corporation and discussing future activities. In an election year, the Board of Directors shall be instated at the Annual Meeting. The President of the Board of Directors or his designated substitute shall chair the Annual Meeting.</p>
Place of Meeting	<p>Section 2. The Board of Directors may designate any place within the Municipality of Anchorage as the place of meeting for the annual membership meeting called by the Board of Directors.</p>
Notice of Meeting	<p>Section 3. Written or printed notice stating the place, day, and hour of the Annual Meeting shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of the meeting either personally or by mail, by or at the direction of the President or the Secretary, to each member of record entitled to vote at such a meeting. If mailed, such notice 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 membership roll of the Corporation. Meeting notices may be mailed with the monthly newsletter if mailed within the above required dates.</p>

Quorum	Section 4. Ten percent of the members of the Corporation entitled to vote, represented in person, shall constitute a quorum at the meeting of the membership.
Article VI: <i>Financial</i>	
Fiscal Year	Section 1. The fiscal year of the Corporation shall begin on the first day of September of each year and end on the last day of August of each year.
Contracts	Section 2. The Board of Directors may authorize any officer or officers, agent or agents, 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.
Loans	Section 3. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
Accounts	Section 4. The Corporation shall have a savings account and a checking account or accounts. The Board of Directors may establish special accounts for purposes designated by the Board of Directors. All income other than that designated for special accounts shall be deposited in the savings or checking account.
Checks, Drafts, etc.	Section 5. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors. Withdrawals from the savings account and special accounts shall require the signatures of two Board members authorized by a majority of the Board of Directors to make withdrawals. All withdrawals from special accounts and the savings account must be deposited in the checking account(s). All checks issued on the checking account(s) of the Corporation must be signed by two Board members authorized to make withdrawals from the savings account.
Article VII: <i>Requirement for written notice</i>	
Waiver of Notice	Section 1. Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of the Alaska Non-profit Corporation Act, 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 VIII: <i>Amendments of the Bylaws</i>	
Amendments	Section 1. The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of two-thirds of the members of the Board of Directors at any regular or special meeting of the Board of Directors.

Article IX: Indemnity

Indemnity

Section 1. Every person who is or shall be or shall have been a Director or officer of the Dancing Bears, Inc. shall be indemnified by the Dancing Bears, Inc. against all costs and expenses reasonably incurred by or imposed upon by him in connection with or resulting from any action, suit, or proceeding to which he may be made party by reason of his being or having been a Director or officer of the Dancing Bears, Inc. except in relation to such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duties as a Director or officer. Costs and expenses of actions for which this Article provided indemnification shall include, among other things, attorneys fees, damages and reasonable amounts paid in settlement.

Article X: Dissolution of the Organization

Dissolution

Section 1. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit corporation having similar interests or goals and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.