

ARTICLE I
OF
CALISTA CORPORATION

Adopted, Amended, and Restated effective March 9, 2018

ARTICLE I.
SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders of Calista Corporation

“Calista” or “Corporation”) shall be held on such date and time as determined by the Board of

Section 4. Notice of Meetings.

shall include

if the

affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall be prima facie

~~§ 13-101. Notice by electronic transmission shall be considered~~

given:

such reconvened meeting at which a quorum is established, any business may be transacted which might have been transacted at the meeting as originally called.

[REDACTED]

Section 6. Voting Rights.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] a

Descendant of a Native. The Corporation shall look to the Native status of the beneficial owner of

the stock to determine voting rights.

d) **Voting and Manner of Acting.** Subject to the provisions of subsection (c) of this Section 6, or as otherwise provided in the Articles of Incorporation or by law, each share of the Corporation entitled to vote shall be entitled to one vote, in person or by proxy, upon each outstanding matter submitted to a vote at a meeting of shareholders. If a quorum is established, the affirmative vote of a majority of the shares represented at any duly-organized meeting, present in person or by timely-filed proxy, and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise required by the Alaska Corporations Code, the Articles of Incorporation, or these Bylaws.

e) **Election of Directors.** At an election for Directors, every shareholder entitled to vote

Assistant Secretary, his or her duties shall be performed by a person appointed at the shareholders' meeting.

[REDACTED]

Section 10. Selection of Inspector of Elections. The Board before each shareholders' meeting shall select an Inspector of Elections, who shall be a shareholder of the Corporation.

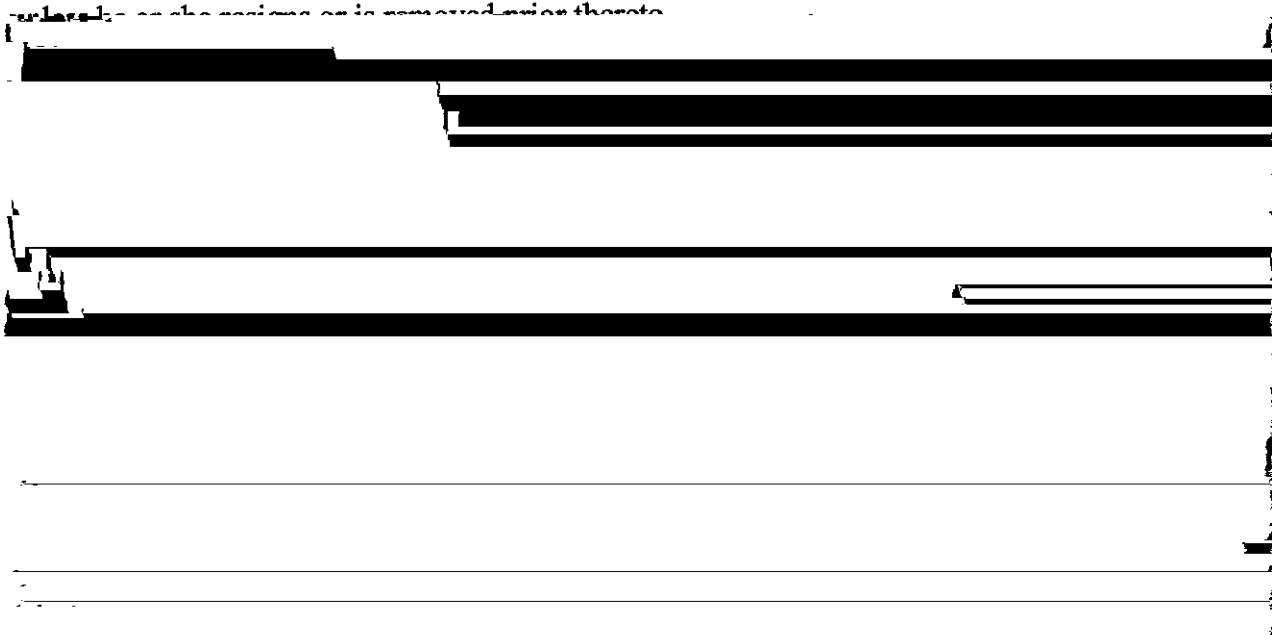
[REDACTED]

vote.

ARTICLE II.
BOARD OF DIRECTORS

Section 1. Number and Term of Office. The business and property of the Corporation shall be managed and controlled by the Board and, subject to the restrictions imposed by law, the Articles of Incorporation, or by these Bylaws, they may exercise all the powers of the Corporation.

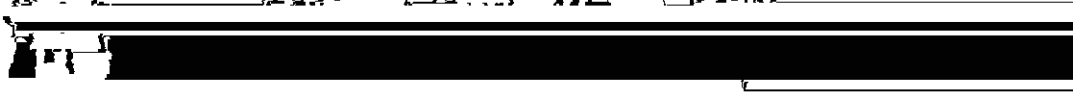
The Board shall consist of 11 members. Each duly-elected Director shall hold office for a 3-year term for the class and position elected and until a successor has been elected and qualified



There shall be three (3) classes of Directors: Class I, Class II, and Class III. Those in Class I shall be designated Units 1, 2, 3, and At-Large. Those in Class II shall be designated Units 4, 5, and 6. Those in Class III shall be designated Units 7, 8, 9, and 10. Candidates for Director shall

Class I includes the following units and corresponding villages or communities:

Unit 1	Unit 2	Unit 3	At-Large
Hooper Bay	Alakanuk	Kotlik	Any shareholder
Paimiut	Sheldon Point	Chuloonawick	



Class II includes the following units and corresponding villages or communities:

Unit 4	Unit 5	Unit 6
Kwethluk	Tuntutuliak	Mekoryuk
Napaskiak	Quinhagak	Chefornak
Oscarville	Goodnews Bay	Toksook Bay
Napakiak	Platinum	Umkumiut
Eek	Kwigillingok	Tununak
	Kongiganak	Nightmute
	Kipnuk	Newtok

Class III includes the following units and corresponding villages:

Unit 7	Unit 8	Unit 9	Unit 10
Lime Village	Tuluksak	Bethel	Andreafski
Stony River	Akiak		Pilot Station
Sleetmute	Akiachak		Marshall
			Ohagmiut
	Nunapitchuk		Russian Mission
Red Devil	Atmaitluak		
Crooked Creek	Kasigruk		
Georgetown			
Napaimute			

Aniak
Upper Kalskag
Lower Kalskag

been

Provided that proper notice has been given as required by law, any Director may be removed from office without cause by the vote of the shareholders holding a majority of the shares which are entitled to vote at an election of Directors, but unless the entire Board is removed, no individual Director shall be removed if the votes cast against removal would be sufficient to elect

Director if voted cumulatively at an election at which the same total number of

to

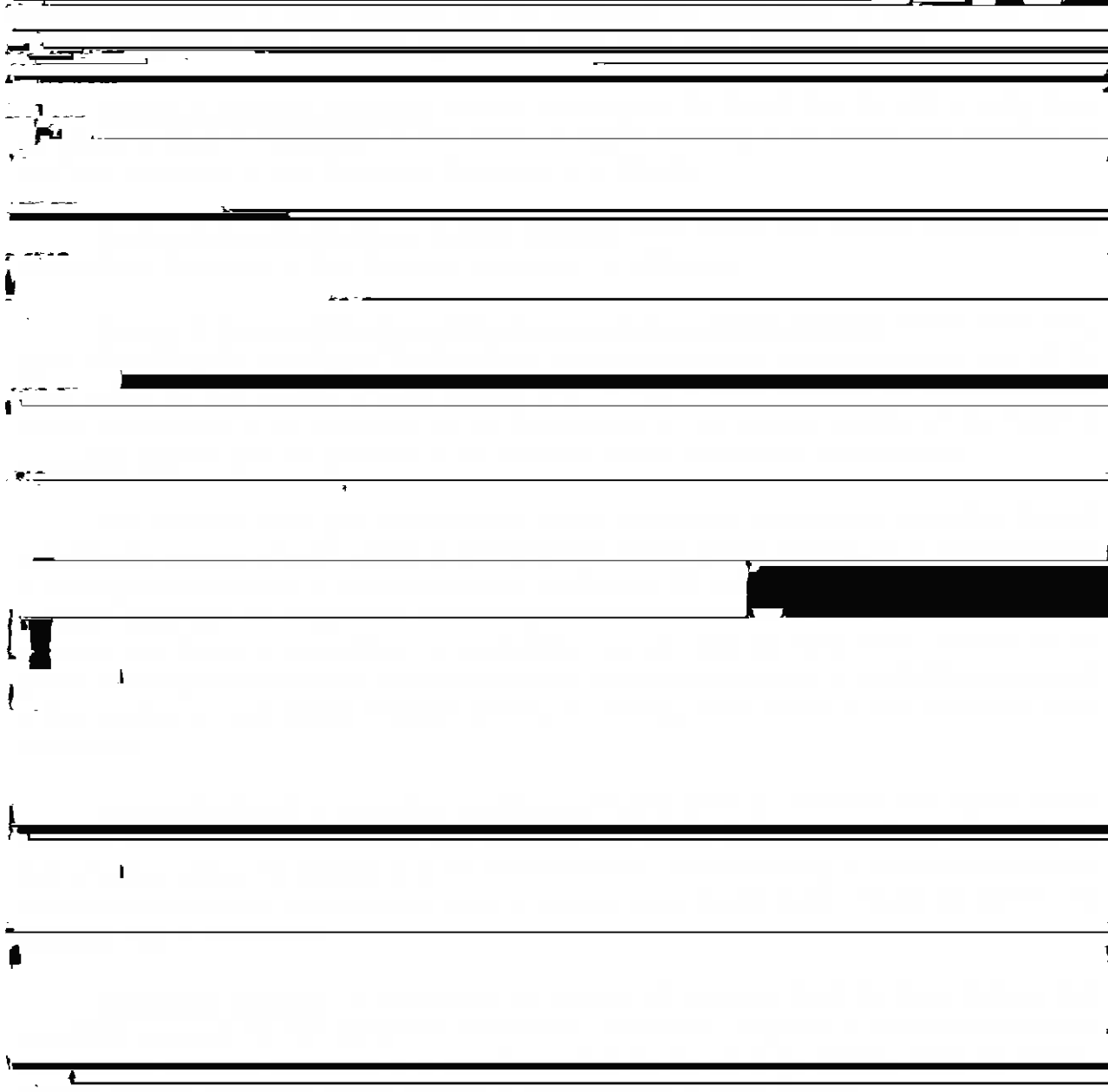
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The Board may validly conduct a meeting by communicating simultaneously with each other by means of teleconference or similar communications equipment.

Section 3. First Meeting. Each newly elected Board shall hold its first meeting for the purpose of organization and transaction of business, if a quorum is present, at the next regularly-scheduled quarterly meeting of the Board, and no notice of such meeting shall be necessary.

Section 4. Election of Officers. Each year at the first meeting of the Board held after the annual meeting of shareholders, if a quorum shall be present, the Board shall elect the officers of the Corporation, provided that no person is allowed to serve as Chair of the Board for more than 3 consecutive annual terms.

In his or her discretion, the Chair may present a slate of nominees for officer and affiliate seats for Board approval. If any Director objects to all or any part of the slate, officer and affiliate



Section 9. Order of Business.
such order as the Board determines.

At all meetings of the Board, the Chair or, in his or her absence, a Vice Chair shall preside and, in the absence of the Chair and Vice Chair, a chair pro tem shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation, or in his or her absence an Assistant Secretary, shall act as Secretary of all meetings of the Board, but in the absence of the Secretary and Assistant Secretary the presiding officer may appoint any person to act as Secretary of the meeting.

proceedings of the Board or of such committee.

Section 12. Executive Committee, Other Committees.

(a) The Board may by resolution passed by at least a majority of the entire Board

establish an executive committee and other committees of the Board, and in each case shall designate two or more Directors to serve on each committee. Such executive committee, to the

extent provided in such resolution or otherwise provided in these Bylaws, has authority of, and may exercise all of the authority of, the Board in the management of the Corporation, except as provided in (b)(2) of this Section 12. Each such committee, other than the executive committee, may exercise such authority and have such duties to the extent provided in such resolution, except as

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**ARTICLE III.
OFFICERS AND AGENTS**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

incident to the such

President, a Secretary and a Treasurer and such other officers as are chosen and appointed. The terms of office shall be one year. The Chair, Vice Chair, Secretary and Treasurer shall be shareholders and Directors of the Corporation. Any two or more offices may be held by the same person, except that no person may simultaneously hold the offices of President and Secretary. Such

signatures of any such President or Vice President and Secretary or Assistant Secretary may be
facsimile. They shall be representative and shall be in the name of the Corporation.

_____ by _____

_____ or _____

_____ of certificates

ARTICLE VI.
MISCELLANEOUS PROVISIONS

Section 1. Offices. The principal place of business of the Corporation in the State of Alaska shall be located at such place as designated by the Board. The Corporation may have such other offices, within or outside the State of Alaska, as the Board designates or as the business of the Corporation requires.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31, or any other lawful date as the Board establishes by resolution.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

_____ of the Corporation shall be such as approved by the Board.

Section 5. Notice and Waiver of Notice. Whenever notice is required to be given to a

[REDACTED]

Section 7. Contracts.

[REDACTED]

ARTICLE VII.
AMENDMENTS

These Bylaws may be altered, amended or repealed by an affirmative vote of the holders of a majority of the outstanding stock at any annual meeting, or any special meeting if notice of the proposed amendment be contained in the notice of the meeting, or by the Board at any regular

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