

BYLAWS
OF
LAKE LOUISE SNOWMACHINE CLUB, INC.

ARTICLE I

Section 1. The name of the corporation is Lake Louise Snowmachine Club, Inc., d/b/a The Wolf Pack, hereinafter referred to as "the corporation." The principal office of the corporation shall be located at HC01 Box 1684, Glennallen, AK. 99588, but meetings of the members and directors may be held at such places within the State of Alaska as may be designated by the Board of Directors.

ARTICLE II

Section 1. "The corporation" shall mean and refer to Lake Louise Snowmachine Club, d/b/a The Wolf Pack.

ARTICLE III
PURPOSE

Section 1. The corporation does not contemplate pecuniary gain or profit to the Board of Directors, officers, or private individuals thereof. Said corporation is organized exclusively for the promotion of social welfare for the public. The specific purposes of social welfare shall be to maintain snowmachine trails and educate snowmachine users so that the community is a safer place to conduct such activities, to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alaska by law may now, or hereafter, have or exercise despite any provision herein. The corporation shall not engage in any activities that are not allowed to be engaged in by a Code Section 501(c)(3) organization.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. 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, or corresponding section of any future federal tax code; or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE IV
POWERS

Section 1. The corporation may:

A. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real estate or personal property or any

interest in the property wherever situated.

B. Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property or assets.

C. Make contracts, incur liabilities, borrow money at rates of interest the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

D. Cease its corporation, corporate activities and surrender its corporate franchise.

Section 2. The corporation shall:

A. Have and exercise all powers necessary or convenient to effect the purposes for which the corporation is organized.

B. Have such other powers as are conferred to a non-profit corporation under the laws of the State of Alaska.

ARTICLE V EXEMPT ACTIVITIES

Section 1. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI MEMBERSHIP

Section 1. Number of Members. There shall be at least five (5) members of the corporation.

Section 2. Membership in the Corporation. Membership in the corporation is obtained by payment of annual dues as follows:

- A. Single Membership: \$25 annual fee;
- B. Family Membership: \$50 annual fee.

A family shall consist of two adults and any children under the age of eighteen (18). The Board may change the amount of the annual dues from year to year.

Section 3. Voting. Members over the age of sixteen (16) shall be entitled to vote.

Section 4. Failure to Pay Dues. Members who fail to pay their dues, subscriptions, or assessments within thirty (30) days from the time they become due shall be notified by the secretary, and, if payment is not made within the next thirty (30) days, shall be reported to the Board of Directors as in arrears and, if so ordered by the Board, shall be dropped from the rolls, thereupon forfeiting all rights and privileges of membership.

ARTICLE VII MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be on the second Saturday in April of each year at the hour of 11:00 a.m. or such other time on such other day within such month as shall be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alaska, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meeting. Special meeting of the members for any purpose(s), unless otherwise prescribed by statute, may be called by the president or the board of directors, and shall be called by the president at the request of the members of not less than one-tenth of all members entitled to vote.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of Alaska, as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

Section 4. Notice of Meeting. Written notice state the place, day, and hour of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than fifteen (15) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer of other person calling the meeting, to each member of record entitled to vote at such 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 books of the corporation, with postage thereon prepaid.

Section 5. Voting Record. The officer of agent having charge of the books and records of the corporation shall make a complete record of the members entitled to vote at each meeting of members of any adjournment thereof, arranged in alphabetical order with the addresses. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

Section 6. Quorum. Twenty percent of members entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If less than twenty percent of members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time-to-time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Proxies. At all meetings of members, a member may vote in person. Proxies shall not be permitted.

Section 8. Voting of Shares. Each member shall be entitled to vote upon each matter

submitted to a vote at a meeting of members.

Section 9. Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE VIII
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The Board shall consist of a minimum of seven (7) directors.

Section 2. Method of Selection. The Board of directors shall be composed of a cross-section of the community and nominated by the then existing board.

Section 3. Term of Office. Each director shall be appointed for a two-year term of office, except for three (3) members of the first Board of Directors who shall hold a one-year term of office. A term shall commence with the first Board of directors meeting following appointment. Each director shall hold office for the designated term and until his successor is appointed and accepts office.

Section 4. Annual Designation of Directors. Directors shall be appointed by the Board at the second to the last meeting of each calendar year.

Section 5. Vacancies. Interim vacancies shall be filled by appointment by the Board of Directors. The replacement shall serve the remainder of the predecessor's term.

Section 6. Removal of Directors. Unless otherwise prohibited by statute, the Articles of Incorporation, or an express provision of these bylaws, any director may be removed, with or without cause, by a two-thirds majority vote of the entire Board of Directors at a meeting called for that purpose.

Section 7. Powers. The business and affairs of the corporation shall be managed by the Board of Directors who shall exercise or direct the exercise of all corporate powers except to the extent required by law, the Articles of Incorporation, or these Bylaws.

Section 8. Meetings.

A. Meetings of the Board of Directors shall be held at such place as may be designated from time-to-time by the Board of Directors or any other person calling the meeting.

B. Regular meetings of the Board of Directors may be held, upon notice, at such time and place as shall from time-to-time be determined by the Board.

C. Special meetings of the Board of directors for any purpose or purposes may be called at any time by the President, and shall be called by the President or Secretary upon the written request of any three or more directors.

D. All meetings of the Board of Directors shall be held in open session except when the Board has agree by majority vote to a closed session.

E. Telephone. Meetings may be held by telephone. A director may attend a meeting by telephone.

Section 9. Quorums. A majority of the directors at a meeting duly assembled shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum initially shall not be present at any meeting of directors, the directors present may adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present. No legal action can be taken without a quorum present.

Section 10. Notice of Special Meetings.

A. Notice of the time and place of special meetings of the Board of Directors shall be given orally, or delivered in writing personally, by mail, or telegram at least twenty-four hours before the meeting. Notice shall be sufficient if actually received at the required time or if mailed or telegraphed not less than forty-eight hours before the meeting. Notice mailed or telegraphed shall be sent to the director's address shown on the corporate records or to the director's actual address ascertained by the person giving the notice.

B. Notice of the time and place of holding an adjourned Board of Directors meeting need not be given if such time and place be fixed at the meeting adjourned.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Corporation shall be: president, vice-president, secretary, and treasurer, and such other officers as the Board may from time-to-time, by resolution, create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Corporation shall be elected annually by the board and each shall hold office for one (1) year unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the

Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time-to-time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of president and secretary may not be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

(a) President: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes;

(b) Vice President: The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board;

(c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the member so the Corporation together with their addresses, and shall perform such other duties as required by the Board;

(d) Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the member.

ARTICLE IX INDEMNIFICATION

Section 1. Actions. Subject to the provisions of Sections 2, 4, and 5 below, the corporation shall indemnify any person who was, or is, a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of or arising from the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, or trustee of another corporation, partnership, joint venture, trust or other enterprise, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if: (i) he acted in good faith and in a manner he reasonably believed to be in (or not opposed to) the best interests of the corporation and, with respect to any criminal action or proceeding, did not know his conduct was unlawful; or, (ii) his act or omission giving rise to such action, suit, or proceeding is ratified, adopted or confirmed by the corporation or the benefit thereof received by the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence that the person did not act in good faith and in a manner which he reasonably believed to be in (or not opposed to) be the best interest of the corporation, with respect to any criminal action or proceeding, did not know that his conduct was unlawful.

Section 2. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of sections 4 and 5 below, indemnification under section 1 of this article automatically shall be made by the corporation unless it is expressly determined by a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit or proceeding that indemnification of the person who is or was an officer or director, or is or was serving at the request of the corporation, as an officer, director, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, is not proper under the circumstances because he has not met the applicable standard of conduct set forth in section 1.

Section 3. Indemnification of Persons Other Than Officers of Directors. In the event any person not included with the group of persons referred to in section 1 of this article was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in section 1 of this article by reason of, or arising from, the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the Board of Directors of the corporation by a majority vote of quorum (whether or not such quorum consists in whole or in part of the directors who were parties to such action, suit, or proceeding) may, but shall not be required to, grant to such person a right of indemnification to the extent described in section 1 of this article as if he were an officer or director referred to therein, provided that such person meets the applicable standard of conduct set forth in such section.

Section 4. Successful Defense. Notwithstanding any other provisions of sections 1, 2, or 3 of this article, but subject to the provisions of section 5 below, if a director, officer, employee or agent is successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1, 2, or 3 of this article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection

therewith.

Section 5. Condition Precedent to Indemnification Under Sections 1, 3, or 4. Any person who desired to receive the benefits otherwise conferred by sections 1, 3, or 4 of this article shall notify the corporation reasonably promptly that he has been named a defendant to an action, suit, or proceeding of a type referred to in sections 1 or 3 and that he intends to rely upon the right of indemnification described in sections 1, 3, or 4 of this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the corporation at the executive offices of the corporation or, in the event the notice is from the President, to the registered agent of the corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the corporation by a majority vote of a quorum (consisting of directors which, insofar as action, suit, or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) to make a determination, in their sole discretion, that such failure was prejudicial to the corporation under the circumstances and that, therefore, the right to indemnification referred to in sections 1, 3, or 4 of this article shall be denied in its entirety or reduced in amount.

Section 6. Insurance. At the discretion of the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article.

Section 7. Advance of Expenses. Expenses incurred by an person referred to in sections 1, 3, or 4 in defending a civil or criminal action or proceeding may be paid by the corporation in advance of the final disposition of the action or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person to repay the amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

Section 8. Purpose and Exclusivity. The indemnification referred to in the various sections of this article shall be deemed to be in addition to, and not in lieu of, any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of Board of Directors, or otherwise. The purpose of this article is to augment, pursuant to A.S. 10.20.011(14) the other provisions of A.S. 10.20.011(14).

ARTICLE XI
PROHIBITION AGAINST SHARING
IN CORPORATE EARNINGS

Section 1. No director, officer, or employee of, member of a committee of, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of

such reasonable compensation for services rendered to or for the corporation is effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation.

ARTICLE XII DISSOLUTION

Section 1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or recreational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Alaska, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII GENERAL PROVISIONS

Section 1. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time-to-time by resolution of the Board of Directors.

Section 2. Calendar Year. A calendar year shall be the basis of the year end of the corporation.

Section 3. Headings. The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.

Section 4. Usage. The use herein of the feminine gender shall include the masculine, the use of the singular shall include the plural, and vice versa.

ARTICLE XIV TRANSACTIONS WITH OFFICERS AND DIRECTORS

Section 1. No contract or other transaction between this corporation and any other corporation or concern shall be invalid or voidable merely by reason of the fact that one or more directors, or officers of such other corporation of concern, and any director or officer of this corporation may be a party to, interested in, or profit from, any contract or transaction with this corporation, provided that the relationship, interest, or profit is disclosed to the Board of directors of this corporation and the contract or transaction is duly approved by a majority vote of the directors present when such contract or transaction is authorized, approved or ratified, without counting the vote of any director so interested or related; however, such director may be counted for purposes of determining existence of a quorum. No such director or officer shall be disqualified from acting as such, nor be liable for any loss incurred under or by reason of such relationship or interest. Where such director's vote is necessary to the entering of such contract or transaction, the contract or transaction shall not be void or voidable if it is fair

to this corporation at the time it is authorized or approved.

ARTICLE XV
AMENDMENT OF BYLAWS

Section 1. Amendment and Repeal. Except as otherwise provided by law, the power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested exclusively in the Board of Directors.

Section 2. Procedure. These bylaws may be altered, amended or repealed by a two-thirds majority vote of the entire Board of Directors at a meeting called for that purpose.

Section 3. Recordation. Whenever an amendment or new bylaw is adopted, a copy thereof shall be kept in the minute book with the original bylaws. If any bylaw is repealed, the fact of such repeal and the date upon which it occurred shall be recorded in the minute book and a copy thereof shall be placed next to the original bylaws.

IN WITNESS WHEREOF, the President and Secretary of the corporation, have hereunto set their hands this _____ day of _____, 2015 after adoption of these by-laws by an affirmative vote of the Board of Directors.

SIGNATURES:

By: _____
 , President

Date: _____

By: _____
 , Secretary

Date: _____