

BYLAWS
of
CROSS COUNTRY ALASKA, INC.
An Alaska Nonprofit Corporation

ARTICLE I - NAME

The name of this corporation is Cross Country Alaska, Inc.

ARTICLE II – VISION

Alaskan cross country skiers succeeding at the highest levels of competition.

ARTICLE III – MISSION

To create and support a cross country skiing culture and environment in Alaska that allows cross country ski racers to succeed at regional, national and international competitions.

ARTICLE IV - PURPOSE AND FUNDAMENTAL PRINCIPLES

Section 4.1 Purpose. The corporation is organized exclusively for charitable purposes, as defined in Section 510(c)(3) of the Internal Revenue Code.

Section 4.2 Tax Status The corporation is organized for charitable purposes as defined under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. These bylaws shall at all times be construed to support such tax status.

Section 4.3 Restricted Activities No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall only carry on activities permitted to be carried on (a) by an organization 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 an organization, 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 V – ANNUAL ALASKAN NORDIC SKI SUMMIT

The corporation shall not have members but shall hold a summit each spring for anyone interested in the functions of CCAK

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1 Number, Qualifications and Term of Office The board of directors shall be composed of nine (9) directors. The number of directors may be changed from time to time by amendment to these bylaws. No decrease in the number of directors shall shorten or eliminate an existing director's term in office. Except for the initial directors elected to serve a one-year term, each director shall serve for a staggered term of three years and until his or her successor is elected and qualified. One-third of the total director seats shall be elected at the annual meeting of the board of directors held each year. The board may determine other qualifications for directors that will further the purpose of the corporation.

Section 6.2 Powers of the board of directors The affairs of the Corporation shall be managed by the board of directors, which shall exercise all powers vested in a board of directors under the laws of the State of Alaska except to the extent otherwise provided in the articles of incorporation or these bylaws. The board of directors may not incur indebtedness in excess of the income of the corporation.

Section 6.3 Removal of directors; Vacancy A director may be removed by the majority vote of the remaining directors at a meeting of the board duly noticed and called for such purpose. A director may resign at any time by giving written notice to the president. Vacancies may be filled by the board of directors. A director appointed to fill a vacancy shall serve the remaining term and until his or her successor is elected and qualified.

Section 6.4 Annual and Regular Meetings of the board of directors An annual meeting of the board of directors shall be held in the spring of each year for the purpose of electing directors and, appointing officers, and for such other matters as may properly come before the directors. The board shall hold at least one more regular meeting each year at such time and place as may be determined by the board of directors. This meeting will be open to anyone interested in the functions of the corporation. Any director or the president may also call a special meeting of the board of directors. The secretary shall provide written, telephonic, or electronic notice of the meeting at least five (5) days in advance of the meeting. No notice for regular meetings shall be required. The notice need not specify the purpose of the meeting. Telephonic meetings may be held as long as all of the directors present can hear one another simultaneously.

Section 6.5 Quorum; Voting A majority of the board of directors specified in Section 6.1 of these bylaws shall constitute a quorum for the transaction of business. If a quorum is present, an act approved by the majority of the directors present shall be the act of the board of directors.

Section 6.6 Action by Consent Any action which may be taken by the board of directors at a meeting of the board may be taken without a meeting if written consent to the action is signed by all of the directors. Such written consent shall be filed with the minutes of the corporation.

Section 6.7 Audit, Nominating, and other Committees The board of directors shall appoint an audit and finance committee consisting of the treasurer, at least one additional director, and at least one other individual, preferably with financial expertise, to review the annual report and the financial books and records of the corporation, and to perform such other audit and financial duties as may be assigned to them from time to time by the board of directors. In addition, the board of directors may, from time to time, appoint a nominating, competition, and other committees to assist the board. Each committee shall elect a committee chair and vice-chair on an annual basis. The board may, to the extent permitted by law, delegate decision-making authority to the committees. All committee members shall serve at the pleasure of the board.

ARTICLE VII - OFFICERS

Section 7.1 Number, Title and Terms of Office The officers of the corporation shall be the president, one or more vice presidents, secretary and treasurer, and such other officers as the board of directors may from time to time appoint. All officers shall be appointed by the board of directors one board meeting after the board is elected, and shall serve at the pleasure of the board of directors. Each officer shall hold office until his or her successor has been duly appointed and qualified, or until his or her resignation or removal. One person may hold more than one office, except that the president may not hold the office of secretary. All officers must be directors. All officers shall be elected for a term of one year.

Section 7.2 President The president shall be the chief corporate officer and shall preside at all meetings of the board of directors. The president shall perform all duties required by law and usually pertaining to such office, including scheduling meetings of the board of directors and appointing members of committees. Along with the treasurer, the president shall establish the corporation's bank accounts in such bank(s) as may be determined by the board of directors. The president shall be authorized to sign official and contractual documents on behalf of the corporation.

Section 7.3 Vice President The vice president shall perform all duties in the absence of the president, and shall perform such other duties as may be delegated from time to time by the president or the board of directors.

Section 7.4 Secretary The secretary shall record the minutes of the meetings of board of directors, give notice of the meetings of the board of directors, and maintain the records of the corporation.

Section 7.5 Treasurer The treasurer shall keep the financial books and records of the corporation; establish, along with the president, such bank accounts as authorized by the board of directors; receive and deposit the funds of the corporation in the corporation's bank accounts;

along with the president sign checks, drafts and other orders for the payment of money; and prepare quarterly and annual financial reports for the board of directors.

ARTICLE VIII - AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors.

ARTICLE IX - DISSOLUTION

Section 9.1 Authorization to Dissolve The board of directors may authorize dissolution of the corporation at a meeting of the board upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office.

Section 9.2 Notice of Dissolution Upon approval of a resolution to dissolve by the board of directors, the corporation shall cease to conduct its affairs except as may be necessary to wind them up, shall immediately cause a notice of the dissolution to be mailed to each known creditor of the corporation, and shall proceed to collect its assets and apply and distribute them as required by law and these bylaws.

Section 9.3 Filing of Resolution Upon adoption of a resolution to dissolve, a copy of it executed by the corporation's president or vice president and a secretary or assistant secretary shall be immediately filed with the Commissioner of the Alaska Division of Commerce, Community & Economic Development.

Section 9.4 Plan of Distribution A plan of distribution shall be adopted at a meeting of the board of directors upon receiving a vote of a majority of the directors in office to the extent required to distribute the assets of the corporation in accordance with section 9.5 of these bylaws. The adopted plan of distribution shall be filed with the Alaska Commissioner of Commerce, Community and Economic Development in the matter provided by law.

Section 9.5 Distribution of Assets The assets of the corporation shall be applied and distributed as follows:

- (1) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision made therefor;
- (2) Any and all assets held upon condition requiring the return, transfer or conveyance in the event of dissolution shall be returned, transferred or conveyed;
- (3) Assets held subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational or similar purposes shall be transferred or conveyed to a nonprofit 501(c)(3) corporation whose purposes are similar to the corporation's, pursuant to a plan of distribution prepared by the corporation; and

(4) Any remaining assets of the corporation shall be distributed, in accordance with the plan of distribution established pursuant to section 9.4 of these bylaws, to any other organization which then qualifies for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code for a purpose or purposes similar to those set forth in Section 3.1 of the corporation's articles of incorporation. Any such assets not so disposed of shall be disposed of by the Superior Court of the Third Judicial District, State of Alaska, exclusively for a purpose or purposes similar to those set forth in Section 2.1 of the articles of incorporation, or to such organization or organizations as said Court shall determine, which are organized and operated for similar purposes.

In no event shall any assets of the corporation inure to any private individual or organization.

Section 9.6 Articles of Dissolution. After all of the affairs of the Corporation have been wound up, and the assets distributed, the officers shall file articles of dissolution with the Alaska Commissioner of Commerce, Community and Economic Development.

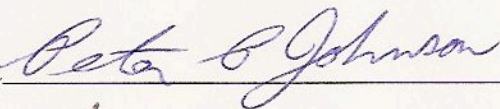
ARTICLE X - INDEMNIFICATION

To the full extent permitted by the Alaska Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she is or was a director or officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and the board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Alaska Nonprofit Corporation Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

UNANIMOUSLY ADOPTED THIS 20th day of September, 2005, by the board of directors of the corporation.

UNANIMOUSLY AMENDED THIS 10th day of July, 2007 by the Board of Directors of the corporation

President



Secretary

