

AMENDED AND RESTATED BYLAWS

OF

CALISTA CORPORATION

Adopted, Amended, and Restated effective February 23, 2013.

Revised

ARTICLE I.

SHAREHOLDERS

**Section 1. Annual Meeting.** The annual meeting of shareholders shall be held on such date and at such time as may be determined from time to time by the Board of Directors, for the purpose of electing directors by a majority vote. Any business properly brought before the meeting may be transacted at an annual meeting, except as otherwise provided by law or by these bylaws.

**Section 2. Special Meetings.** Special meetings of the shareholders may be called at any time by the Board of Directors or by the Chairman of the Board or by the President of the Corporation and shall be called by the President or Secretary upon written request of the holders of at least not less than one-tenth of all the shares entitled to vote at the meeting. Only such business shall be transacted at a special meeting as shall be stated in the notice of such meeting.

**Section 3. Place of Meeting.** All meetings of the shareholders shall be held at such place as the Board of Directors may designate, provided however, that the annual meeting shall be held in the community of Bethel at least once every five (5) years and in the community of Anchorage at least once every seven (7) years.

**Section 4. Notice of Meetings.**

a) **Required Notice.** The Secretary shall cause written or printed notice of the day, hour, and place of each meeting of the shareholders to be delivered either personally or by mail to each shareholder of record entitled to vote at such meeting at least twenty (20) days and not more than sixty (60) days before the meeting. If the meeting is a special meeting, the notice shall include the purpose of the meeting. If the notice is mailed, it shall be mailed, postage prepaid, to the shareholder's mailing address as it appears on the stock transfer books of the Corporation as of the date of record, or, his or her new address if the shareholder has filed a written request with the Secretary of the Corporation that notice be mailed to a different address.

b) **Waiver Thereof.** Whenever notice is required to be given to any shareholder under any provision of the Alaska Corporations Code, as amended from time to time, or the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the shareholder entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a shareholder at a meeting shall constitute a waiver of notice of such meeting.

except when the shareholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of the notice.

c) **Adjourned Meetings.** If a meeting is adjourned, it shall end for all purposes unless the Chairman states on adjournment a time and place for it to be reconvened. No notice of any reconvened meeting of the shareholders need be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and provided a new record date is not set for the reconvened meeting.

**Section 5. Quorum.** The holders of a majority of the shares entitled to vote, represented at a meeting of the shareholders, in person or by proxy, shall constitute a quorum, except as otherwise required by law, the Articles of Incorporation, or these Bylaws. If a quorum is present, the affirmative vote of a majority of the shares represented at any meeting, 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 law. If a quorum initially shall not be present nor represented at any meeting of the shareholders, those shareholders present in person or represented by proxy and entitled to vote, shall have the power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present or represented. At such reconvened 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 shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, provided however, that any action taken other than adjournment must be approved by at least a majority of shares required to constitute a quorum, unless approval by a greater number of shares is required by the Articles of Incorporation or law.

#### **Section 6. Voting Rights.**

a) **Closing of Stock Transfer Books and Fixing of Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not exceeding seventy (70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least twenty (20) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record book for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is

adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this subsection, such determination shall apply to any adjournment of such meeting of shareholders.

b) **Minors.** Shares held of record by a custodian for a minor who is a Native or Descendant of a Native, as such terms are defined in the Alaska Native Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may be voted by the custodian designated on the books and the records of the Corporation until the named minor reaches the age of eighteen (18) and submits proof of age in a form acceptable to the Secretary of the Corporation. Thereafter, the Secretary shall cause an appropriate notice to be placed on the records of the Corporation and the named minor, who is a Native or Descendant of a Native, as such terms are defined in the Alaska Native Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may vote the shares whether or not a new share certificate is issued. In the event both the custodian and the named minor seek to vote the shares, the vote of the named minor shall be the vote recorded if the Election Inspectors obtain acceptable proof of the age of the named minor prior to the shareholders' vote.

c) **Voting Shareholders.** Except as provided in this subsection (c) of this Section 6, only Natives or Descendants of Natives, as such terms are defined by the Alaska Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may vote shares held in the Corporation. The Board of Directors or its designee shall determine which shareholders of the Corporation are Natives or Descendants of Natives and therefore entitled to vote. A person who is not a Native or a Descendant of a Native may vote at any shareholders' meeting if he or she votes as custodian for a shareholder who is Native or 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.** 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. All matters shall be decided by a majority of the shares represented, by person or timely filed proxy, unless the vote of a greater number of shares or voting by classes is expressly required by the Alaska Corporations Code, as amended from time to time, the Articles of Incorporation, or these Bylaws, at a duly organized meeting at which a quorum shall have been established.

e) **Election of Directors.** At an election for directors, every shareholder entitled to vote may vote, in person or by timely filed proxy, the number of shares owned by him or her for as many persons as there are directors to be elected, or may cumulate his or her votes by giving one candidate votes equal to the number of directors multiplied by the number of his or her shares, or by distributing these votes on the same principle among any number of candidates. The directors shall be elected by a plurality of the votes cast in the election. There shall be no board nominated or "management slate" nominees designated by the Board of Directors. All votes of a shareholder in a proxy solicited by the Board of Directors that are not voted by the shareholder for a specific nominee shall be divided as equally as possible among all of the nominees for



election to the Board of Directors listed in the proxy, provided that the nominee has not withdrawn from the election.

**Section 7. Proxies.** A shareholder may vote either in person or by timely filed proxy executed by the shareholder or an authorized attorney-in-fact in writing, or by electronic transmission; provided, however, that no proxy is valid after eleven (11) months from the date of its execution. A proxy timely submitted by electronic transmission is deemed to be a timely filed proxy executed in writing. Any such proxy, whether solicited by management, the Board of Directors, or any other party, must comply with 3 AAC 08.305 through 3 AAC 08.365 of the Alaska Regulations or any amendment thereof. A signed proxy may be revoked at any time before the actual voting thereof, by a timely filed proxy bearing a later date, or by a writing delivered or transmitted to the Corporation stating that the proxy is revoked, or by the shareholder's attendance at a shareholders' meeting and voting in person his or her shares. A timely filed proxy or revocation is one which is filed with the Election Inspectors by 5 p.m., Alaska Standard Time, on a date reasonably established by the Board of Directors and specified in the proxy statement or notice of the meeting sent to all shareholders, but in no event shall such deadline be greater than ninety-six (96) hours before the time scheduled for the shareholders' meeting. In the event the Board of Directors does not establish a deadline for filing of proxies and revocations, then such deadline shall be forty-eight (48) hours before the time scheduled for the shareholders' meeting. In the event a meeting is adjourned, new proxies may be solicited and shall be voted at such adjourned meeting if filed with the Election Inspectors at least forty-eight (48) hours prior to the time scheduled for the reconvened meeting.

No holders of proxies shall be informed of the results of the direct voting totals before the report of the final election results by the Inspector of Elections. | \*

**Section 8. Officers.** The Chairman, or in his or her absence, a Vice-Chairman, shall preside at, and the Secretary, or in his or her absence, an Assistant Secretary, shall keep the records of each meeting of shareholders, and in the absence of either the Chairman and a Vice-Chairman or the Secretary and an Assistant Secretary, his or her duties shall be performed by a person appointed at the shareholders' meeting.

**Section 9. List of Shareholders.** The officer or agent having charge of the stock transfer book for the stock of the Corporation shall make, at least twenty (20) days before each meeting of shareholders, a list of the shareholders entitled to vote at the meeting or an adjournment of the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. For a period of twenty (20) days prior to such meeting, this list shall be kept on file at the registered office of the Corporation and is subject to inspection by a shareholder, or agent or attorney of a shareholder, at any time during the usual business hours. The list shall also be produced and kept open at the time and place of the meeting and be subject to the inspection of a shareholder during the meeting. Failure to comply with the requirements of this paragraph does not affect the validity of the action taken at the meeting.

**Section 10. Selection of Election Inspectors.** The Board of Directors of the Corporation, in advance of any shareholders' meeting, shall appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at the shareholders' meeting shall appoint one or more inspectors. In case any person appointed

fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors of the Corporation in advance of the meeting or at the meeting by the person presiding thereat. Any inspectors so appointed shall not be directors, officers, employees, or shareholders of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of the inspector at such meeting with strict impartiality and according to the best of his or her ability.

**Section 11. Duties of Election Inspectors.** The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of quorum, the validity and effect of proxies, and shall receive votes or ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes and ballots, determine the results, and do such other acts as are proper to conduct the election or with fairness to all shareholders. On request of the person presiding at the meeting or any shareholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question, or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the fact stated and of the vote certified by them. Any appeal from a determination made by the inspectors shall be made to the courts of the State of Alaska.

**Section 12. Action by Shareholders Without a Meeting.** Action which is required to or may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, identical in content, setting forth the action to be taken, is signed by all of the shareholders entitled to 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 of Directors 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 of Directors shall consist of eleven (11) members. All directors shall be shareholders of the Corporation over the age of eighteen (18).

Each director duly elected shall hold office for a term of three (3) years for the class and the position in which he or she is elected, until his or her successor is elected and qualified or until he or she resigns or is removed.

There shall be three (3) classes of directors designated as follows: 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 directorships shall indicate in their filing for election the position for which they

wish to stand. No candidate may stand for more than one position. Ballots will be cast for each position separately.

The shareholders shall elect a director for each unit and the at-large seat for a term of three (3) years. At the first annual meeting following the effective date of this Section 1, elections shall be held for the units in Class II. Thereafter, at the next annual meeting, an election shall be held for the units in Class III and at the next annual meeting, an election held for the units and At-Large seat in Class I. Each Class will cycle through director elections in the same order at each subsequent annual meeting. To be qualified to run for election for a director seat, an individual must be a Calista shareholder and hold one or more Calista shares that are associated with one of the villages listed in the unit for which the director is running for election. Any Calista shareholder may run for election as the At-Large director. A director may stand for election in only one director seat in each election.



Units as referred to in these Bylaws means those villages and other communities identified in the Alaska Native Claims Settlement Act which are combined for purposes of administration as follows:

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
Paiumiut	Sheldon Point	Chuloonawick	
Chevak	Bill Moore's	Mountain Village	
Scammon Bay	Hamilton	Pitka's Point	
	Emmonak	St. Mary's	

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 or communities:

Unit 7	Unit 8	Unit 9	Unit 10
Lime Village	Tuluksak	Bethel	Andreafski
Stony River	Akiak		Pilot Station
Sleetmute	Akiachak		Marshall
Red Devil	Atmaultuak		Ohagmiut
Crooked Creek	Nunapitchuk		Russian Mission
Georgetown	Kasigluk		
Napaimute			
Chuathbaluk			
Aniak			
Kalskag (Upper)			
Lower Kalskag			

Provided that proper notice has been given as required by law, any director may be removed from office without assigning any 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 a director if voted cumulatively at an election at which the same total number of votes were cast.

Except for a vacancy created by the removal of a director, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any vacancy occurring in the Board by reason of removal of a director may be filled only by approval of the shareholders by an affirmative vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of shareholders. The shareholders may elect a director to fill any vacancy not filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Each candidate for the Board of Directors shall agree in writing to conform to the "Code of Business Ethics for Directors" if elected. Upon election or appointment, and at every annual meeting of shareholders thereafter, each director shall agree publicly and in writing to conform to said Code. No Director who has been removed from that position in accordance with AS 10.06.463 or its successor statute shall be eligible to be re-elected as a Director.

**Section 2. Meetings of Directors.** The directors may hold their meetings at such place inside or outside the state of Alaska as the Board of Directors may from time to time determine. Meetings of directors shall be conducted according to the parliamentary procedures set out in Roberts' Rules of Order, latest revision.

The directors may also validly conduct a meeting by communicating simultaneously with each other by means of conference telephones, or similar communications equipment.

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

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

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by the Board of Directors. Notice of such regular meetings shall not be required. A regular meeting of the Board of Directors may be called by the Chairman of the Board, the President, a Vice-President, the Secretary, or a Director.