

ARTICLES OF INCORPORATION
OF
FAIRBANKS CONCERT ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is an adult citizen of the United States of America and a resident of the State of Alaska, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation for educational and cultural purposes under the provisions of Chapter 4 of Title 36, Alaska Compiled Laws Annotated, 1949, and we do hereby make, execute and acknowledge the following to be our articles of incorporation:

I.

The name of this corporation shall be FAIRBANKS CONCERT ASSOCIATION, INC.

II.

The objects and purposes for which this corporation is formed are:

- a) To present, promote, conduct, and sponsor any and all manner of musical activities, and to do any and all things necessary to convenient in respect thereof.
- b) To present, promote, conduct, and sponsor any entertainment of an educational or cultural nature, and to do any and all things necessary or convenient in respect thereof.

III.

The principal place of transaction the business of the corporation shall be Fairbanks, Alaska.

IV.

The term of existence of this corporation shall commence upon the issuance by the Director of Finance of the State of Alaska of his certificate of incorporation of this corporation, and shall be perpetual.

V.

Any person may be admitted to membership in the corporation upon payment of the annual membership fee, the amount of which shall be determined from year to year by the board of directors.

VI.

The affairs of the corporation shall be managed by a board of AT LEAST twelve directors, who shall be elected for staggered terms of three years, as provided by the by-laws of the corporation. Election of directors to succeed those whose terms have expired shall be held on the day of the annual membership meeting, as provided by the by-laws.

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

VII.

These articles of incorporation may be amended at any regular meeting of the members of the corporation, or at any special meeting of the members called for that purpose, by a vote of two-thirds of the members present or represented at the meeting. No amendment of the articles of incorporation shall be made at any regular meeting, and no such action shall be taken at any special meeting, unless a notice is mailed to each member at his last regular address of record, at least thirty days before such regular or special meeting, stating that it is proposed that the articles be amended at such meeting.

VIII.

This corporation shall have the right to receive gifts and devises; to purchase, hold and convey real and personal property, as the purposes of the corporation may require; to forfeit the interests of members in the corporation for default with respect to any lawful provision of the by-laws; to enter into any lawful contracts and incur obligations essential to the transaction of its affairs for the purposes for which it was formed; to borrow money and issue notes or other evidence of indebtedness, and to mortgage its property to secure the same as its by-laws may provide; and, generally, to do all things necessary or proper to carry out the purposes of its creation.

IX.

The corporation shall serve its members on a non-profit bases, and is not organized for profit.

X.

The interest of each member of this corporation shall be equal to that of any other member, and no member shall be entitled to acquire any interest which will entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

XI.

The names and addresses of the persons who shall constitute the board of directors for the first year of existence of this corporation, or until their successors shall have been elected and qualified are:

Roxie Bergh	College, Alaska
Annette V. Bork	College, Alaska
Patricia H. Cernick	Fairbanks, Alaska
Marjory D. Flintoff	Fairbanks, Alaska
John E. Haley	Fairbanks, Alaska
Robert L. Jenks	Fairbanks, Alaska
Mary Alice Miller	Fairbanks, Alaska
Jack O'Connor	College, Alaska
Dan Redden	Fairbanks, Alaska
Kathleen Rogers	College, Alaska
Richard Scott	College, Alaska
Richard H. Zoller	Ladd Air Force Base, Alaska

XII.

The membership of this corporation shall adopt by-laws and vote of a majority of all members in good standing before the transaction of any business or the acquisition of any property by the corporation.

IN WITNESS WHEREOF, the persons named herein as directors, being also the incorporators of this corporation, have hereunto set their hands and seals this ____ day of _____, 2007.

**BYLAWS
OF
FAIRBANKS CONCERT ASSOCIATION, INC.**

ARTICLE I --- ORGANIZATION

Section 1. Name. The name of the corporation shall be FAIRBANKS CONCERT ASSOCIATION, INC.

Section 2. Fiscal Year. The books of the corporation shall be kept on a Fiscal Year which shall begin July 1 and end on June 30 of each year thereafter.

ARTICLE II --- MEMBERS

Section 1. Definition of Member. A person may become a member of Fairbanks Concert Association, Inc., by purchasing season tickets in one of the following price categories: Angel, Champion, Benefactor, Patron, Donor, Contributor or Friend. The contribution required to become either a Benefactor, Patron, Donor, Contributor or Friend shall be established, from time to time, by action of the Board of Directors. The person purchasing the tickets shall be the member. *[NOTE: Is, or should, Friend category be a member.]*

Section 2. Privileges of Membership. Each member shall be entitled to attend all concerts and other cultural activities of the corporation; shall be entitled to cast one vote upon each matter submitted to the membership at the annual meeting of members or at any special meeting of members; and shall be exempt from liability for the debts of the corporation.

Section 3. Meetings. The members of the corporation shall hold annual meetings at a time and place established after the last regular concert of each season and announced in the last two (2) concert programs. The meeting shall be for the purpose of electing directors, hearing reports from the previous year, and transacting such other business as shall come before the meeting.

Section 4. Special Meetings. Special meetings of the members may be called by resolution of the Board of Directors or upon written request of any three (3) directors or by ten percent (10) or more of the members. The secretary shall cause notice of any such special meeting to be given by publication in a newspaper printed in the English language in Fairbanks, Alaska, such publication to appear at least once and no less than seven (7) days before the meeting. The publication shall state the date, time, and location of the meeting, and the purpose for which it has been called.

Section 5. Quorum. A minimum of 12 members of the corporation shall constitute a quorum at any regular or special meeting of the members. If a quorum is present, the affirmative vote of a majority of the votes present or represented at the meeting shall be sufficient to adopt any motion or resolution.

ARTICLE III --- DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by a board of at least twelve (12) directors who shall exercise all the powers of the corporation except such as are by law, the Articles of Incorporation, or these By-Laws conferred upon or reserved to the members.

Section 2. Election and Tenure of Directors. Directors shall be elected by the members of the corporation at the annual meeting as hereinabove set forth. Directors shall be elected to staggered terms of three (3) year, or until their successors have been duly elected and qualified. One-third of the directors shall be elected annually.

Section 3. Vacancy. In the event a vacancy occurs on the Board of Directors, the president shall appoint someone to fill the unexpired term on the board, such appointment to be with the concurrence of the Board of Directors.

Section 4. Qualification for Board of Directors. Any adult member of the corporation shall be qualified for election to the Board of Directors.

Section 5. Nominations. The president shall, not less than twenty (20) days nor more than fifty (50) days before the annual meeting of the members of the corporation, appoint a nominating committee of (3) three members. The nominating committee shall select the names of one member of the corporation for each vacancy in the Board of Directors to be filled at the annual meeting, shall secure the consent of each such nominee to stand for election to the Board of Directors and shall prepare a ballot for use at the annual meeting listing the name of each such nominee. This method of selecting nominees for the Board of Directors shall not preclude nominations from the floor at the annual meeting of the members of the corporation. Nothing herein shall preclude Directors from re-nomination and re-election for successive terms as a Director.

Section 6. Meetings. A regular meeting of the Board of Directors shall be held, without notice, immediately after, and at the same place as the annual meeting of the members of the corporation. Periodic meetings, normally monthly, of the Board of Director shall also be held at such time and place as the Board of Directors shall from time to time determine.

Special meetings of the Board of Directors shall be called by the president or by any (3) three directors. The secretary shall give notice of the calling of such special meetings in writing or by telephone at least (2) two days prior to the date set for such meeting. No notice need be given for regular meetings.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors.

ARTICLE IV --- OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, vice president, secretary and treasurer, together with such other officers as the president with the concurrence of the Board of Directors, shall from time to time appoint.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at its meeting following the annual membership meeting. Each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members or until a successor is duly elected and qualified. Officers may be removed by a two-thirds vote of a quorum of the members of the Board of Directors if such removal is determined to be in the best interest of the corporation. Said removal vote may be held at any regular or specially called meeting of the Board of

Directors. Nothing in this article shall preclude the possibility of any officer, including the president, from being re-elected and succeeding himself/herself if such be the wish of the Board of Directors.

Section 3. President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors and the members. He or she shall perform all duties incident to the Office of President and such other duties as the Board of Director shall from time to time prescribe.

Section 4. Vice President. In the absence of the president, the vice president shall act for and on behalf of the president and shall have all of the powers which are herein conferred upon the president. The vice president shall also perform such other duties as from time to time shall be assigned him or her by the Board of Directors.

Section 5. Secretary. The secretary shall keep the minutes of all meetings of the members of the corporation and of the Board of Directors.

Section 6. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; be responsible for the receipt of all monies due and payable to the corporation and for the deposits of all such monies in the name of the corporation in such bank or banks as shall be selected from time to time by the Board of Directors; and in general, perform all of the duties incident to the office of treasurer and such other duties as may be assigned from time to time by the Board of Directors. Nothing in this section shall preclude the assignment of certain duties of the treasurer by the Board of Directors to a bookkeeper who shall not be considered an officer of the corporation but shall provide such clerical assistance as shall be assigned by the Board of Directors.

Section 7. Executive Committee. The executive committee shall consist of the officers of the corporation. The Executive Committee may exercise the powers of the Board of Directors during any period when the Board of Directors is not meeting subject to such terms as may be imposed by the Board of Directors. The Executive Committee shall report to the Board of Directors as to any actions taken. The Executive Committee shall supervise the Executive Director.

Section 8. Staff and Supervision Provisions. The Board of Directors may appoint an Executive Director to perform such duties as the Board of Directors may direct. The Executive Director may appoint an Operations Manager to perform such duties as the Executive Director may direct. Salaries and benefits for the Executive Director and Operations Manager shall be set by the Board of Directors. The Executive Director shall service^(HAC1) at the pleasure of the Board and shall be supervised by the Executive Committee. The Operations Manager shall serve at the pleasure of the Executive Director and be under the supervision of the Executive Director.

Section 9. Reports. The officers of the corporation shall report to each annual meeting of the members of the corporation the activities carried out by the corporation during the preceding year and the general condition of the corporation up to the date of the annual meeting.

ARTICLE IV --- COMMITTEES

Section 1. Committees. The Board of Directors may establish such standing or special committees as it shall see fit and establish guidelines and job descriptions for the committees so established. At the adoption of these bylaws, the standing committees are the:

- a) Executive Committee comprised [HAC2]of the officers of the corporation,
- b) Hospitality/Receptions,
- c) Artist Selection,
- d) Education and Outreach Committee,
- e) Finance,
- f) Development,
- g) Hospitality/Artists, and
- h) Nominating

The President, with the concurrence of the Directors may disband any committee other than the Executive Committee and establish such other committees, standing or special, as it deems necessary to the efficient operation of the corporation.

ARTICLE VI --- COMPENSATION

Section 1. Compensation. No member of the Board of Directors shall receive any compensation for his or her services as a director nor shall any officer receive compensation for his or her services as such officer. However, any director or officer may receive reimbursement for actual expenses incurred in the conduct of corporation business.

ARTICLE VII --- AMENDMENT

The By-Laws may be amended by the Board of Directors at any duly called meeting.

Adopted: July 9, 1984

Updated: 2/22/88

Further updated _____, 2007