

RESTATED

ARTICLES OF INCORPORATION Alaska Municipal League

The undersigned hereby certify that these restated articles of incorporation correctly set out the provisions of the articles of incorporation as amended, and have been adopted as required by law. These restated articles supercede the original articles of incorporation and all amendments thereto.

ARTICLE I

Name of Corporation

The name of the corporation is the Alaska Municipal League.

ARTICLE II

Purposes and Objectives

The purpose for which the corporation is organized are as follows:

- (a) To perpetuate and develop the League as an agency for the cooperation of municipalities in the state of Alaska for the practical study of municipal affairs.
- (b) To promote application of the best methods in all branches of municipal service by holding at least one conference annually for the discussion of problems of administration.
- (c) To gather and circulate information and experience concerning the most approved methods of municipal administration.
- (d) To secure general and municipal legislation at the state and federal levels which will be beneficial to the municipalities and inhabitants thereof, and to oppose legislation injurious thereto.
- (e) To safeguard the interests, rights and privileges of Alaskan municipalities as they may be affected by Federal and State governmental actions.
- (f) To secure cooperation among municipalities of the State in a thorough study of local problems and in the application of efficient methods of local government.
- (g) To provide means whereby municipal officials may interchange ideas, experiences, and obtain expert advice.
- (h) To engage in the study and preparation of uniform ordinances, resolutions, and practices; and to do any and all other things necessary and proper for the benefit of the municipalities of Alaska.
- (i) To develop appropriate membership services and programs that strengthen Alaskan local governments' ability to govern their own affairs and improve the well being and quality of life of their constituents.

ARTICLE III
Principal Office

The principal office of the corporation is in Juneau, Alaska.

ARTICLE IV

The period of the corporation's duration is perpetual.

ARTICLE V
Membership

Any incorporated Alaska municipality or federally incorporated community shall be eligible for membership in this League. Associate membership may be provided for in the Bylaws. When any municipality becomes a member of the League, any official of such municipality may be selected by its governing body or chief executive officer (municipal manager level) as a delegate to any meeting of the League. Any member municipality which shall be in arrears for more than one year's dues shall be stricken from the roll of the League until its dues shall be paid in full. Any member City or Borough may withdraw from the League after thirty (30) days written notice thereof is given to the Executive Director.

ARTICLE VI
Board of Directors and Officers

- Section 1. Board of Directors: The Board of Directors shall consist of the President, First Vice President, Second Vice President, Immediate Past President, up to five (5) past presidents, and eleven (11) additional Directors elected in accordance with Article VI, Section 5 below and the President of the Alaska Conference of Mayors. If there are more than five eligible Past Presidents, the positions shall be filled by the five most recent Past Presidents who are eligible. The Board of Directors shall exercise supervision over all the affairs of the organization. Elected Board members shall be mayors or elected members of the governing body of their municipality.
- Section 2. The Alaska Association of Municipal Attorneys, the Alaska Association of Municipal Clerks, the Alaska Municipal Management Association, the Alaska Government Finance Officers Association, Chair of the AML Legislative Committee, and Alaska Board of Directors members of the National Association of Counties and the National League of Cities shall enjoy ex-officio nonvoting status on the Board of Directors. Their seats shall be filled by their respective associations at the Annual Meeting of the Alaska Municipal League. Their attendance shall not count for a quorum. The Board of Directors may by motion add or remove ex-officio nonvoting members of the Board

Section 3. Officers: The officers of this organizations shall be President, First Vice-President, Second Vice-President, and Immediate Past President. The First Vice President shall be the Secretary/Treasurer

Section 4. Term of Office: The terms of office for the President and Vice Presidents shall be one (1) year. Except as provided in Section 4, the terms of a district director shall be two (2) years. The term of director elected at large shall be one (1) year. The term of office of a Past President shall continue until replaced by a more recent Past President or until no longer eligible to serve.

Section 5. Director Districts: Ten of the directors shall be elected from numbered geographic districts as set out in the Bylaws, with one director to be elected from each district and one director at large.

The terms of the directors office elected to even numbered districts shall end in even numbered years, and the terms of directors elected to odd numbered districts shall end in odd numbered years. The term of the director at large shall be one year.

Section 6. Vacancies: Any vacancy in office shall be filled by appointment by the President, subject to the approval of the Board of Directors, and any exception and any other provision for the Bylaws; however, if the vacancy occurs within forty-five (45) days before the annual meeting, the vacancy shall be filled by election. Appointments by the President shall be effective until a successor takes office at the next annual meeting the President shall fill a vacancy with a person from the same district.

Section 7. Compensation: The Board of Directors shall not receive any compensation for their services, but by Board of Directors resolution the Board members may receive reimbursement for actual and necessary expenses incurred in the performance of their duties.

Section 8. Limitation of Expenditures: The Board of Directors may not incur indebtedness in excess of the estimated revenues, including prior year fund balance, unless otherwise authorized by a majority vote of all municipalities voting in an annual or special meeting of the League. This limitation shall not necessarily apply to affiliated entities, such as the AML/JIA, that are governed by an independent Board or Directors or Trustees, and which have budgets, sources of revenue and liabilities independent of the Alaska Municipal League.

ARTICLE VII
Annual Meeting

An annual meeting of the League shall be held each year at a time and place to be determined by the by the Board of Directors. The program of the annual meeting shall be arranged by or under the direction of the Board of Directors. Immediately prior to election of officers at the annual business meeting, the President shall vacate the office and succession of officers as provided for in the Bylaws shall take place. Nominations for Second Vice President and Directors shall be made by resolution by the governing body or in writing by the mayor, of a member municipality. The Board of Directors may prescribe the form and content of nominations and the date by which nominations must be received. There shall be no limit upon the number of delegates to be sent by any member municipality to a meeting of the League. All delegates may be heard in debate. Each member municipality is entitled to only one vote in the annual business meeting. No member may vote by proxy.

ARTICLE VIII
Dues

The annual dues to each member municipality shall be established by the Board of Directors and shall be based on the population within the municipality as determined annually by the appropriate agency of the State of Alaska. The dues shall be payable on the first day of January for that year. The League may prorate the annual dues of municipalities that join the League for a partial year.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to the State of Alaska or to a local government body of the State of Alaska for use exclusively for public purposes, or to a nonprofit foundational corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section S01(c)(3) of the Internal Revenue Code, and Section 237091 -d of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the Judicial District in which this corporation's principal office is located upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X
Nonpartisan

The League shall always be nonpartisan in its organization and in the conduct of its affairs. It shall be the duty of the presiding officer to suppress the discussion of partisan politics and to suppress efforts to make a personal or political attack upon any official or any member of this League.

ARTICLE XI

Bylaws

The Board of Directors shall adopt Bylaws and amendments thereto. Amendments to the Bylaws shall be by two-thirds (2/3) vote of all directors present at a meeting in which a quorum is present. The Bylaws may contain provisions for the regulation and management of the affairs of the League not inconsistent with law or the Articles of Incorporation. Bylaws may be amended by two-thirds (2/3) vote of all members voting at an annual or special meeting, and when so amended the Board of Directors shall take no action by way of further amendment or revocation of Bylaws or an provision thereof, that is contrary to such amendment.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended at the annual meeting or special meeting by a two thirds (2/3) vote of all municipalities voting, provided the proposed amendment shall have been submitted in writing and read to the delegates on the first day of the meeting. Any amendment approved by the membership shall become effective immediately prior to succession/election of officers at an annual meeting or upon the adjournment of a special meeting at which the amendment was approved, unless otherwise specified in the amendment. Amendments to these Articles of Incorporation proposed and approved by the Board of Directors shall be mailed to each member municipality at least (30) days prior to the annual meeting or special meeting at which the amendments are to be considered.

ARTICLE XIII

Limitation of Liability

No member of the Board of Directors shall be personally liable to the corporation for monetary damages for the breach of fiduciary duty as a director. Nothing in these Articles shall be construed as eliminating or limiting the liability of a director for a breach of a director's duty of loyalty to the corporation; for any act or omission not in good faith that involved intentional misconduct or a knowing violation of law; or for a transaction from which the director, officer or former director or officer of the League, or a person who has served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a director or officer, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties, and may make any other indemnification as may be authorized by the League pursuant to its Bylaws or resolution adopted after notice to the members entitled to vote, not inconsistent herewith, or contrary to state law. The Board of Directors may establish policies and procedures for the implementation of this Article.

ARTICLE XIV
Initial Registered Agent

As originally stated.

ARTICLE XV
Initial Directors

As originally stated.

ARTICLE XVI
Incorporators

As originally stated.

DATED at Homer, Alaska on this 9th day of September, 1994.

DATED at Anchorage, Alaska on this 20th day of November, 2005

John Torgerson (signature)
President

Donald Long (Signature)
Secretary

Acknowledgement

State of Alaska Municipal League

First Judicial District

I HEREBY CERTIFY that on this 9th day of September, 1994 personally appeared before me the foregoing people who have signed the above signatures, who being duly sworn severally declared that they are the persons who signed the foregoing document and that the statements therein contained are true.

Lejane Ferguson (signature)
Notary Public, State of Alaska
My Commission Expires: 1-20-95