

TUNDRA WINGS MINISTRIES
(A Nonprofit Corporation)

Copper Center, Alaska

EIN: 36-4696484

CONSTITUTION

AND

BYLAWS

Adopted: January 12, 2012

TUNDRA WINGS MINISTRIES
BY-LAWS

ARTICLE I

Name

The name of this organization shall be Tundra Wings Ministries (the “corporation”).

ARTICLE II

Mission Statement

The mission of Tundra Wings Ministries is to honor Jesus Christ by promoting ministry to bush Alaska through affordable, efficient air transportation.

Ministry Objectives

- Help remove transportation barriers that have hindered ministry in isolated Alaskan villages.
- Make affordable air transportation available to evangelical churches, organizations, and individuals for ministry trips to remote villages.
- Encourage and enable ministry teams from the Copper River Valley to do missions work in Alaskan villages.

ARTICLE III

Statement of Faith

1. We believe there is one God, eternally existing in three persons: the Father, the Son, and the Holy Spirit. (Matthew 28:19; John 14:15, 26; 1 Peter 1:2)
2. We believe that the Bible is God's written revelation to man, and that it is verbally inspired, authoritative, and without error in the original manuscripts. (2 Timothy 3:16)
3. We believe in the deity of Jesus Christ, His virgin birth, sinless life, miracles, His death on the cross to provide for our redemption, bodily resurrection, and ascension into heaven, present ministry of intercession for us, and His return to earth in power and glory. (Colossians 2:9; Matthew 1:23; 23:37-39, 24:1-25: 46; [Romans 3:24, 25; Ephesians 1:7, 11, 14;] Revelation 19:11-22)
4. We believe in the personality and deity of the Holy Spirit, that He performs the miracle of the new eternal birth in unbelievers and indwells believers, empowering them to serve. (John 3:3, 5-7; 14:15, 16, 26)
5. We believe that man was created in the image of God, but because of sin, was alienated from God. Only through faith, trusting in Christ alone for salvation, which was made possible by His death and resurrection, can that alienation be removed. (Colossians 1:15, 16; Romans 8:38, 39)

ARTICLE IV

Members

Section 1. This Corporation shall not have members.

To the extent not otherwise specifically provided in these Bylaws or in the Articles of Incorporation, the Board of Directors shall possess all powers otherwise granted to members under the Alaska Nonprofit Corporation Act, as amended from time to time.

The Corporation is not a dues-paying organization. We are supported by charitable donations and grants. We are part of a larger movement of Christians who are becoming more active as God in their world influences them. All involved in Tundra Wings Ministries are encouraged to be committed and loyal to a local biblical Christian church of their choosing. Furthermore, Tundra Wings Ministries is not a political or partisan organization, nor is it affiliated with any denomination. We encourage men and women to commit every aspect of their lives to Jesus Christ and His word and ways.

ARTICLE V

Registered Office and Registered Agent

A majority of the Board of Directors shall adopt a resolution that sets forth the name and address of the Registered Agent of the Corporation. The resolution shall remain in effect until a new resolution identifying a new registered agent and the address of that registered agent is adopted by a majority of the Board.

Dissolution of Corporation

Upon dissolution of the Corporation and the Board of Directors, the assets of Tundra Wings Ministries will be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes, as required by Alaska state law.

ARTICLE VI

Board of Directors

The purpose of the Board of Directors will be to provide vision, direction, policies, and spiritual and practical leadership.

Section 1. Powers and Qualifications.

The Board of Directors shall manage the affairs of the Corporation.

Section 2. Number and Term.

The number of Directors of the Corporation shall be established by resolution of the Board of Directors, but in all cases shall be at least three (3), but not more than five (5). The terms of office of the Directors shall be two (2) years.

Any decrease in the number of Directors shall not have the effect of shortening the term of an incumbent Director. Each Director shall hold office for the term for which he or she is appointed and until his or her successor shall have been appointed.

Section 3. Qualification to Serve as a Director.

The Board will consist of adult men and women who qualify in accordance with these bylaws. In addition, a member of the Board of Directors must be a strong Christian leader: one that adheres to Biblical principles.

Section 4. Election.

The initial Directors of the Corporation shall be as set forth in the articles of incorporation. Thereafter, any additional Directors shall be nominated and elected by Board of Directors of Tundra Wings Ministries. Each Director will hold office until the expiration of the term of office for which he or she is appointed or until a successor is appointed.

Section 5. Removal of a Director.

Any Director may be removed upon two-thirds vote of the Board of Directors if the Director has demonstrated a moral failure and is unwilling to work with Tundra Wings Ministries Board of Directors to address that failure, as required by biblical repentance and restoration.

Section 6. Vacancies.

A vacancy occurring in the Board of Directors and a directorship to be filled by reason of an increase in the number of Directors will be filled by the Board of Directors from a list of candidates who are qualified to serve as set forth in Section 3 of this Article. A Director

appointed to fill a vacancy is appointed for the term as established in Section 2 of this Article. If a vacancy is due to an increase in the number of Directors, the directorship shall be filled for a term that continues until a Director vacates a board seat. A vacancy may not continue longer than six months or until the next annual meeting, whichever comes first.

Section 7. Rules of Conduct.

Members of the Board of Directors have a special obligation to maintain the integrity and reputation of the Corporation. All Directors are charged with the responsibility of supervising the operation of the Corporation and to ensure that the affairs of the Corporation are administered fairly and impartially. It is essential that Directors, through adherence to high Christian and ethical standards of conduct, avoid actions that might impair the effectiveness of the Corporation or in any way tend to discredit the Corporation. Therefore, Directors should be guided by the following principles:

(a). Duty of Loyalty.

A Director has a duty of undivided loyalty to the Corporation and has a duty to make decisions for the benefit of the Corporation as a whole. In addition, a Director shall not engage in any conduct that is harmful to the interests of the Corporation. A Director does not violate the duty of undivided loyalty merely by advancing a position that is beneficial to an organization with which they are otherwise affiliated so long as the Director's actions also serve the overall interests of the Corporation and comport with the Director's general duty of care. In all deliberations of the Board of Directors or any committee of the Board of Directors, a Director shall, in situations where the conflict prevents the Director from complying with the duty of undivided loyalty to the Corporation, not participate or be present for that portion of the meeting, however the Director may continue to be counted for the purpose of determining whether a quorum exists so long as the Director remains in attendance until after that portion of the meeting is concluded.

(b). Duty of Care.

Directors owe the Corporation a duty to act as a reasonable person in similar circumstances would act. A mistake in exercise of business judgment is not a breach of the duty of care, so long as the Director is not acting in bad faith, and is not breaching his or her duty of loyalty to the Corporation.

(c). Duty to be Informed.

Directors have a duty to be familiar with and understand the Corporation's Articles of Incorporation, Bylaws and programs, policies and general affairs. Directors should be familiar with the agenda for meetings of the Board of Directors, should review Board of Directors' packets, and should be prepared for informed discussion and voting on agenda items. Directors have the right to inspect the books and records of the Corporation for proper corporate purposes and in a time, place and manner consistent with other obligations of the Corporation and its staffing levels. A Director seeking to inspect the Corporation's books and records must submit a

request to the President identifying the books and records to be inspected and purpose for such inspection. Materials may be provided to a Director electronically. Inspection of client records will be denied unless the affected client consents to the inspection. A Director shall consider and observe the duty of loyalty and duty of care that he or she owes to the Corporation before, during and after any inspection of the books and records of the Corporation.

(d). Duty of Participation.

Directors have a duty to attend Board of Directors meetings for the full session of the meetings unless extraordinary circumstances prevent attendance. A Director should be able to participate throughout meetings of the Board of Directors, and should comply with rules and regulations established by the Board of Directors.

(e). Duty of Communication and Confidentiality.

A Director shall not disclose matters discussed in executive session to any person not entitled to participate in the executive session, and a Director shall not disclose confidential information of the Corporation to third parties outside of the Corporation. Each Director should be familiar with issues of importance to the organization with which they are otherwise affiliated and should inform the Board of Directors of such issues and concerns.

(f). Duty to act as a Deliberative Body.

The Board of Directors owes a duty to the Corporation to meaningfully consider all issues on the agenda, including conducting investigations and requesting reports from persons not serving on the Board of Directors. An individual Director shall not act on behalf of the Board of Directors without proper authorization.

(g). Duty of Corporation Oversight.

The Board of Directors formulates corporate policy and oversees the operation of the Corporation.

Section 8. Leadership

The Board of Directors shall have authority to appoint leaders for Tundra Wings Ministries.

ARTICLE VII

Meetings of Board of Directors

Section 1. Regular Meetings.

In addition to the annual meeting, the Board of Directors shall meet at least quarterly, at an agreed upon time and place.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be held at any place and time, whenever called by the President, Secretary, or by any three Directors. The only business which may be legally conducted at a special meeting is the business which is identified in the notice of the meeting.

Section 3. Notice of Meetings.

(a). Regular Meetings.

A notice of each regular meeting of the Board of Directors stating the place, day and hour of the meetings, shall be given by the Secretary or by a person authorized by a majority of the Board of Directors to provide notice of the meeting to each Director. The notice may be sent by facsimile, radio, telephone (including cellular telephone), e-mail, telegram, overnight delivery service, or United States mail to each Director's address, telephone number, facsimile number or e-mail address appearing in the books and records of the Corporation. The notice must be sent at least ten (10) days before the date scheduled for the meeting.

(b). Special Meetings.

A notice of each special meeting of the Board of Directors stating the place, day and hour of the meetings, and the purpose(s) of the meeting shall be given by the Secretary or by a person authorized by a majority of the Board of Directors to provide notice of the meeting to each Director. The notice may be sent by facsimile, radio, telephone (including cellular telephones), e-mail, telegram, overnight delivery service, or United States mail to each Director's address, telephone number, facsimile number or e-mail address appearing in the books and records of the Corporation. The notice must be sent with a reasonable expectation that each Board member will have been notified at least twenty-four (24) hours before the date scheduled for the meeting.

Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Agendas.

The President, or his/her designee, may prepare all agendas for regular and special meetings of the Board. The agenda may be distributed to the Directors at least seven (7) days prior to regular meetings and, if practicable, one (1) day prior to special meetings.

Section 5. Minutes of Board Meetings.

The Secretary shall keep, or cause to be kept, complete records of meetings of the Board of Directors. Following the meeting, the Secretary shall prepare, or shall cause to be prepared, written minutes to include a record of the date, time and place of the meeting; the identities of all persons present; all actions taken by the Board of Directors, with the vote of each Director

recorded, except in cases of unanimous votes or voice votes; resolutions and motions in full; and a record of the disposition of all matters which come before the Board of Directors.

Section 6. Quorum.

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Board member shall have one vote. A quorum must remain for the meeting to continue. Proxy voting is not permitted.

Section 7. Meetings Held by Telephone or Similar Communications Equipment.

Members of the Board of Directors may participate in a meeting of the Board of Directors or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute “presence” in person at a meeting for purposes of attendance and establishing a quorum.

Section 8. Executive Sessions.

All meetings shall convene in open session. However, the Board of Directors or any Board committee may discuss the following matters in closed or executive session on a simple majority vote of those present. The President, or the person acting as such, shall declare when the Board of Directors or committee is in executive session and reasons for the Board of Directors or committee to declare executive session include, but are not limited to, instances which involve one of the following:

- (a). Personnel issues;
- (b). Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the Corporation, including pending or threatened litigation;
- (c). Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
- (d). Matters which by law are required to be kept confidential, including client matters; and
- (e). Matters relating to professional qualifications, privileges or discipline;

ARTICLE VIII

Officers

Section 1. Officers Enumerated.

For the purpose of managing the affairs of Tundra Wings Ministries, the Officers of the Corporation shall be elected from and by the Board of Directors, and include a President, a Vice President, a Secretary, and a Treasurer. The Directors may elect or appoint other necessary Officers and assistant Officers and agents and designate their duties. Any two or more offices may be held by the same person except the offices of President and Secretary. The term of office of all Officers of the Corporation shall be for one year, but the Officers shall hold office until their successors have been duly appointed and qualified.

Section 2. President.

The President shall preside at all meetings of the Board of Directors and committees exercising any authority of the Board of Directors, and shall perform all duties incident to the office. He or she shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex officio member of all committees.

Section 3. Vice President.

The Vice President shall discharge such duties as may be assigned to him or her by the President or Board of Directors and as are incident to the office of Vice President. In the absence or disability of the President, the Vice President will act as President.

Section 4. Secretary.

It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments, in the name of the Corporation, to keep the corporate seal, and to affix the same to proper documents. In addition, the Secretary shall perform all other duties incident to the office of Secretary.

Section 5. Treasurer.

The Treasurer shall be the custodian of all the funds and investments of the Corporation, shall keep regular books of account, deposit all funds and valuable effects in the name of the Corporation in depositories as designated by the Board of Directors, under the direction of the Board of Directors, shall invest, and disburse the same, and shall perform all duties incident to the office of Treasurer.

Section 6. Removal of Officers.

An Officer of the Corporation may be removed by the vote of two-thirds of the Board of Directors whenever in its judgment the best interests of the Corporation will be served.

Section 7. Vacancies.

A vacancy in an office of President, Vice President, Secretary or Treasurer may be filled by the Board of Directors at any regular or special meeting.

ARTICLE IX

Financial Accountability

Section 1. Tundra Wings Ministries is dedicated to maintaining financial integrity at all times.

In Matthew 5:37, Jesus admonishes us to “let your ‘yes’ be ‘yes’ and ‘no’ be ‘no’”. This simple but profound statement is at the heart of our commitment. We endeavor to be faithful stewards of all His provisions. Tundra Wings Ministries is committed to dealing honestly and fairly with other organizations, properly recording transactions according to accepted accounting principles, and making our annual financial statements available to interested parties. No area is any more vital to us than our stewardship of the resources, God provided, through our supporters.

ARTICLE X

Administrative and Financial Provisions

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 2. Loans Prohibited.

No loans shall be made by the Corporation to any Officer or to any Director.

Section 3. Shares of Stock and Dividends Prohibited.

No shares or stock shall be held or issued by the Corporation. No dividend will be paid and no part of the income or profit of the Corporation will be distributed to its Directors or Officers. The Corporation may, however, pay reasonable compensation to Directors or Officers for services rendered.

Section 4. Salaries.

The salaries of all Officers and agents of the Corporation, if any, shall be fixed by the Board of Directors.

Section 5. Corporate Seal.

The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the Corporation, the year and state of incorporation and the words "Corporate Seal".

Section 6. Books and Records.

The Corporation shall keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall also keep at its registered office or principal place of business the names and addresses of its Directors and Officers. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

Section 7. Execution of Written Documents.

Contracts, deeds, grant acceptances, documents and instruments shall be executed by the President and attested to by the Secretary.

Section 8. Signing of Checks and Notes.

Checks, notes, drafts, and demands for money shall be signed by a person or persons who shall be Officers of the Corporation, or other corporate employees, as designated by resolutions of the Board of Directors. Such authorized personnel will be required to sign a "Corporate Bank Resolution" which authorizes the Corporation's banks to approve the checks, notes, drafts, and demands for payment.

Section 9. Indemnification of Directors and Officers.

The Corporation may indemnify a Director, Officer, or former Director or Officer of the Corporation 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 part 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 to make any other indemnification authorized by the articles of incorporation or bylaws, or resolution adopted after notice by the members entitled to vote, and to the fullest extent such indemnity may be provided pursuant to AS 10.20.011(14), as may be amended.

Section 10. Limitation of Director Liability.

Directors, past and present, shall have no liability to the Corporation for breach of such Director's fiduciary duty as a Director, except for:

- (a) conduct that constitutes a breach of the Director's duty of loyalty to the Corporation;
- (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (c) a transaction from which the Director derives an improper personal benefit. If the Alaska Nonprofit Corporations Code is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Alaska Nonprofit Corporations Code as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

Section 11. Indemnification of Employees and Agents.

The Corporation may, by action of its Board of Directors, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of Section 9 with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

Section 12. Insurance.

The Corporation may maintain insurance at its expense, to protect itself and any Director, trustee, Officer, employee or agent of the Corporation against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Alaska Stat. 10.20. et. seq. or any successor statute thereto.

Section 13. Amendment of Bylaws.

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any annual, regular or special meeting of the Board of Directors. The proposed change shall be communicated to the directors at least five days prior to the meeting so that directors can have time to analyze the implications of the change effectively.

ARTICLE XI

Severability

Section 1. If any of the articles are found to be invalid the rest of the corporation articles shall remain in force.

Certificate

Jeffrey Urich, being the Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted by the Board of Directors at a duly convened meeting at which a quorum was present on the 12 day of January, 2012, by a vote of 3 in favor and 0 against.

Date: Jan. 12, 2012

, Secretary