

Alaska: Education Matters, Inc.
Articles of Incorporation

ARTICLE I
NAME AND LOCATION

Section 1.01. Name.

The name of the Corporation shall be Alaska: Education Matters, Inc., (hereinafter the "Corporation").

Section 1.02. Location.

The Corporation's office shall be maintained in Anchorage, Alaska and, in the discretion of the Board of Directors, keep and maintain offices wherever the business of the Corporation may require.

ARTICLE II
PURPOSE

Section 2.01. Purpose.

The purpose of Alaska: Education Matters, Inc. is to promote reforms that improve student performance.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so

disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III MEMBERS

Section 3.01. Members.

The Corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Power of Board.

The affairs of the Corporation shall be managed by the Board of Directors. Directors may be residents of Anchorage, Alaska or other parts of the United States, or other countries.

Section 4.02. Number of Directors.

The number of Directors of the Corporation shall be not less than three or more than seven. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one, two, and three years. Thereafter, Board members shall serve three-year terms with approximately one-third of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04. Qualifications.

A majority of Directors must reside in Alaska

Section 4.05. Vacancies.

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06. Removal of Directors.

A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07. Resignation.

Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08. Quorum of Directors and Action by the Board.

Unless law requires a greater proportion, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.09. Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least four regular meetings a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10. Informal Action by Directors; Actions Without a Meeting.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if the directors unanimously consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by

means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11. Voting.

Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12. Compensation.

Directors shall not receive any compensation from the Corporation for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board of Directors

Section 4.13. Absence.

Each Board member is expected to communicate with the President or designee in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V
OFFICERS

Section 5.01. Duties.

The duties of the officers of the Corporation shall be those prescribed by these Bylaws, the laws of the State of Alaska, the parliamentary authority adopted by the Corporation, and such additional duties as the Board of Directors may require.

Section 5.02. Number.

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary/Treasurer, and such other officers and assistant officers and agents as may be deemed necessary or desirable.

Section 5.03. Election; Term; Qualification.

Each officer shall be a member of the Board of Directors of the Corporation. The Board Directors shall elect officers for two-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting on the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 5.04. Resignation.

An officer may resign his or her position at any time. Such resignation shall be made in writing and shall take effect at the time specified in the resignation, or if no time is specified, at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it

effective, unless expressly so provided in the resignation. Resignation of an officer shall be given to the President who shall present it to the Board of Directors of the Corporation.

Section 5.05. Removal.

The Board of Directors may terminate the term of office of an officer whenever in the Board's judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The Board, by a two-thirds (2/3's) affirmative vote of the entire Board of Directors, by secret ballot, may declare the office to be vacant. Appointment of an officer shall not itself create any contract rights.

Section 5.06. President.

The President shall be the chief executive officer and shall have general direction of the affairs of the Corporation and general supervision over its officers, subject however, to the control of the Board of Directors. The President shall preside at all meetings of the Members and Board of Directors and at each meeting, and from time to time, report to the Directors all matters within the President's knowledge which, in the President's opinion, the interest of the Corporation may require to be brought to the notice of the Board of Directors. The President shall appoint members of committees as provided in Section 6.01 of Article VI of these Bylaws.

The President shall sign and execute in the name of the Corporation all contracts and other instruments in the usual and regular course of business or as authorized by the Board of Directors, except in cases when the signing and execution thereof shall be expressly delegated or permitted by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, and, in general, shall perform all duties as from time to time may be assigned to that office by the Board of Directors or as prescribed by these Bylaws.

Section 5.07. Vice-President.

At the request of the President, or in the President's absence or disability, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. Any action taken by the Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act as the President at the time such action was taken. The Vice-President shall perform such other duties as may from time to time be assigned by the President, the Board of Directors, or these Bylaws.

Section 5.08. Secretary/Treasurer.

The Secretary/Treasurer shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

The Secretary/Treasurer shall be responsible for financial oversight, ensuring that appropriate fiscal records are kept, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Section 5.09. Salaries.

Officers, as such, shall not receive any stated salary or compensation for their services.

ARTICLE VI
COMMITTEES AND APPOINTEES

Section 6.01. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 6.02. Executive Committee.

On-going oversight of the affairs of the Corporation between Board of Directors meetings may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 6.03. Finance/Audit Committee.

The Finance/Audit Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be the chair of the Finance/Audit Committee.

Section 6.04. Council of Advisors.

The Board of Directors may create and appoint individuals to the Council of Governors. Appointees shall serve two-year terms. The Council of Advisors may provide advice and make recommendations to the Board of Directors on programs and projects that will improve student performance.

Section 6.05. Term of Office.

Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 6.05. Vacancies.

The Chair of the Board may fill vacancies in the membership of committees.

Section 6.06. Other Committees, Working Groups, Advisors.

The Board of Directors may create and appoint individuals to such other committees, working groups, as advisors, or to other organizational groups as they shall deem appropriate.

Committees shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board.

Such other entities shall serve at the pleasure of the board for a period designated by the Board, and shall have only such authority or obligations as the Board of Directors may from time to time determine. Members of such entities shall not receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors.

Section 6.07. Rules.

Each committee and other entities may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII
FINANCES

Section 7.01. Fiscal Year.

The fiscal year of the Corporation shall be from January 1st through December 31st of each year.

Section 7.02. Checks and Drafts.

Checks drawn against the funds of the Corporation shall be signed by the President or by such person or persons as the Board of Directors may from time to time designate, except that disbursements over a specific amount to be set by the Board shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.03. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.04. Annual Financial Review.

The Corporation shall engage, at the beginning of each fiscal year, a qualified Certified Public Accountant who shall at such time or times as may be specified by the Executive Committee, examine the records, books, inventories, and reports of the Corporation, the Treasurer and any and all other persons who receive, handle, commit, expend, or disburse funds of the Corporation. As soon as practicable after the end of the fiscal year, the final review shall be submitted by such accountant to the Executive Committee of the Corporation.

ARTICLE VIII
MISCELLANEOUS

Section 8.01. Parliamentary Procedures.

The rules and procedures for meetings of the Board and committees of the Board shall be determined by the Board from time to time and where no such rules or procedures have been established shall be those as contained in Robert's (Revised) Rules of Order which shall govern in all matters to which they are applicable, provided that they are not inconsistent with the laws of Alaska and these Bylaws.

Section 8.02. Contracts and Other Documents.

The Board of Directors may authorize the Chair to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 8.03. Books and Records to be Kept.

The Corporation shall keep at its registered office in Anchorage, Alaska (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 8.04. Gifts.

The Board of Directors or its designee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as the contribution, bequest or devise is consistent with the gift acceptance policy adopted by the Board of Directors. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest or device is in the best interest of the Corporation.

Section 8.05. Loans to Directors and Officers.

The Corporation shall make no loans to its directors or officers.

ARTICLE IX
STANDARDS OF CONDUCT FOR DIRECTORS

Section 9.01. Director's Duties.

(a) A director shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation.

(b) In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (iii) a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

ARTICLE X
CONFLICTS OF INTEREST

A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

Section 10.01. Conflict of Interest Defined.

A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:

- (a) has an economic interest in a transaction that is the subject of proposed action by the Corporation and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Corporation;
- (b) is a member or holds a significant interest in another entity that is the subject of the proposed action by the Corporation;
- (c) is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Corporation; or
- (d) is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Corporation.

However, a Director does not have a Conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the Corporation generally or of other Directors.

Section 10.02. Determination of Substantial and Material Conflict of Interest.

When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors. The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

Section 10.03. Disqualification of Director.

If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

ARTICLE XI
INDEMNIFICATION AND INSURANCE

(a) Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another Corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XII
AMENDMENTS

The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

ARTICLE XIII
DISSOLUTION

The Corporation may be dissolved by unanimous vote of its Board of Directors. After winding up, the remaining assets of the Corporation shall be distributed in accord with the Dissolution provisions of the Articles of Incorporation of the Corporation.

CERTIFICATE BY SECRETARY

The undersigned, being the Treasurer/Secretary of Alaska: Education Matters, Inc., hereby certifies that the foregoing Bylaws were duly adopted by the Members of said Corporation on _____, 2012.

IN WITNESS WHEREOF, I have signed this certification on this the _____ day of _____, 2012.

Secretary/Treasurer

ATTEST:

President

Notes:

12/19/2012 revisions changed the organization's name from "Education Matters, Inc." to "Anchorage: Education Matters, Inc."

7/11/2013 revision amended Article VI (Committees and Appointees) Section 6.04 to rename the "Board of Governors" to "Council of Advisors"

11/16/2015 revisions made the following changes:

- Revised the organization's name to "Alaska: Education Matters"
- Section 2.01 Purpose: deleted reference to "in Anchorage."
- Section 6.04 Council of Advisors: deleted ". . . chaired by the Mayor of the Municipality of Anchorage"

Note: Technical correction was made to the document's footer to so it reads "Articles of Incorporation of Alaska: Education Matters, Inc."; had incorrectly stated "Bylaws . . ."