

**AMENDED AND RESTATED BYLAWS
OF
CALISTA CORPORATION**

Adopted, Amended, and Restated effective March 9, 2018.

ARTICLE I.
SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders of Calista Corporation “Calista” or “Corporation”) shall be held on such date and time as determined by the Board of Directors (collectively, the “Board” and individually, a “Director”), 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 these bylaws.

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board or by the Chair 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 one-tenth of all the shares entitled to vote at the meeting. Only such business shall be transacted at a special meeting as is 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 designates, provided however, that the annual meeting shall be held in the community of Bethel at least once every 5 years and in the community of Anchorage at least once every 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 regular or special meeting of the shareholders to be delivered either personally, by mail, or by electronic transmission as provided below, to each shareholder of record entitled to vote at such meeting at least 20 days and not more than 60 days before the meeting, or as otherwise prescribed by law. If the meeting is a special meeting, the notice shall include the purpose of the meeting.

(1) 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. An affidavit of the secretary or other person giving the notice or of a transfer agent of the Corporation that the notice required by this section has been given is prima facie evidence of the facts stated in the affidavit.

(2) Notice under this section may be given by electronic transmission if the shareholder authorizes delivery by electronic transmission. Authorization must be in the form of a writing signed by the shareholder or an electronic transmission that sets out or is submitted with information demonstrating that the shareholder authorized the electronic transmission. An

affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall be prima facie evidence of the facts stated in the affidavit. Notice by electronic transmission shall be considered given:

- (i) by facsimile telecommunication when directed to a number at which the shareholder has consented to receive notice;
- (ii) by electronic mail when directed to an electronic mail address at which the shareholder has consented to receive notice;
- (iii) by a posting on an electronic network together with a separate notice of the specific posting to the shareholder on the later of
 - (A) the posting; or
 - (B) the giving of separate notice; or
- (iv) by any other form of electronic transmission when directed to the shareholder.

Along with notice of shareholders' meetings, other Board proxy materials, including the annual report, proxy statement, and proxy form, may be given electronically when given in the same manner as notice of shareholders' meetings.

Calista may also send one set of the Board proxy materials – including the Notice of Annual Meeting, the Annual Report, and the Proxy Statement – per household, to all shareholders who have provided written consent or have been given notice and an opportunity to object in accordance with the requirements of AS 10.06.411. Proxy forms containing individual shareholder information, such as shareholder ID number, PIN, and number of shares and votes will still be sent separately to the individual shareholder, but only when the Board proxy materials are sent to the shared address by regular mail.

b) **Waiver Thereof**. Whenever notice is required to be given to any shareholder under the Alaska Corporations Code, 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 Chair 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, present in person or represented by proxy at a meeting of the shareholders, shall constitute a quorum, except as otherwise required by law, the Articles of Incorporation, or these Bylaws. If a quorum is initially not established 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 is established. At

such reconvened meeting at which a quorum is established, 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 for any other proper purpose, the Board may provide that the stock transfer books be closed for a stated period not exceeding 70 days. If the stock transfer books are closed to determine shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least 20 days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board may fix in advance a date as the record date for such determination of shareholders. The record date may not be more than 60 days and, in case of a meeting of shareholders, not less than 20 days prior to the date on which the particular action requiring 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 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.*) (ANCSA), may be voted by the custodian designated on the books and the records of the Corporation until the minor reaches the age of 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 minor, who is a Native or Descendant of a Native, as such terms are defined in ANCSA, may vote the shares whether or not a new share certificate is issued. In the event both the custodian and the minor seek to vote the shares, the vote of the minor shall be the vote recorded if the Inspector of Elections obtains acceptable proof that the minor has attained the age of 18 years before the closing of the polls.

c) **Voting Shareholders.** Except as provided in this subsection (c), only Natives or Descendants of Natives, as such terms are defined by ANCSA, may vote shares of the Corporation. The Board or its designee shall determine which shareholders of the Corporation are Natives or Descendants of Natives. A person who is not a Native or a Descendant of a Native may vote at a shareholders' meeting only 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 and Manner of Acting.** 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. If a quorum is established, the affirmative vote of a majority of the shares represented at any duly-organized meeting, present 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 the Alaska Corporations Code, the Articles of Incorporation, or these Bylaws.

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 Director seats up for election multiplied by the number of his or her shares, or by distributing these votes on the same principle among any number of candidates. Each Director shall be elected by a plurality of the votes cast for his or her seat. There shall be no slate of nominees designated by the Board or management. All votes of a shareholder in a proxy solicited by the Board that are not voted by the shareholder shall be divided as equally as possible among all of the nominees for election to the Board 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 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, 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 his or her shares in person. A timely-filed proxy or revocation is one which is filed with the Inspector of Elections by 5 p.m., Alaska Standard or Daylight Savings Time, as applicable, on the date established by the Board 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 96 hours before the shareholders' meeting. In the event the Board does not establish a deadline for filing of proxies and revocations, then such deadline shall be 48 hours before 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 Inspector of Elections at least 48 hours before the reconvened meeting.

No person shall be informed of the results of the directed voting totals before the report of the election results from the Inspector of Elections at the annual shareholders' meeting.

Section 8. Officers. The Chair, or in his or her absence, a Vice Chair, 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 the Chair or a Vice Chair or the Secretary or 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 Corporation shall make, at least 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 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 business hours. The list shall also be produced and kept open at the time and place of the meeting and be subject to inspection by shareholders. 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 Inspector of Elections. The Board, before each 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 of the Board before the meeting or at the meeting by the person presiding thereat. Inspectors may not be Directors, officers, employees, or shareholders of the Corporation. Each inspector, before beginning his or her duties, shall take and sign an oath to faithfully 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 Inspector of Elections. The inspector(s) 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 inspector(s) 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 inspector(s) 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 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 shall consist of 11 members. Each duly-elected Director shall hold office for a 3-year term for the class and position elected and until a successor has been elected and qualified unless he or she resigns or is removed prior thereto.

There shall be three (3) classes of Directors: 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 Director shall indicate in their filing for election the seat for which they wish to run. Ballots will be cast for each position separately. The Directors in each of Classes I, II, and III shall serve for three-year terms, and at each annual meeting, the shareholders shall elect Directors in one of the three classes in this order: Class I, Class II, and Class III.

To be qualified to run for election for a Director seat, an individual must be a voting Calista shareholder over the age of 18 years. To run for election to a seat in Units 1 through 10, a candidate must hold one or more Calista shares that are associated with one of the villages listed in that unit in Calista's shareholder records. Any voting Calista shareholder may run for election as the At-Large Director. However, no person may concurrently serve as (i) an employee of the Corporation (or of any subsidiary of the Corporation in which a majority interest is owned, either directly or indirectly, by the Corporation) and (ii) as a Director of the Corporation. A candidate may run for election in only one Director seat in each election.

“Units” as referred to in these Bylaws means those villages and communities identified in ANCSA 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
Paimiut	Sheldon Point	Chuloonawick	
Chevak	Bill Moore's Slough	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	Atnautluak		Ohagmiut
Crooked Creek	Nunapitchuk		Russian Mission
Georgetown	Kasigluk		
Napaimute			
Chuathbaluk			
Aniak			
Upper Kalskag			
Lower Kalskag			

Provided that proper notice has been given as required by law, any Director may be removed from office without 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 on the Board may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board, or by a sole remaining Director. Any vacancy occurring on 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. 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 shall agree in writing to conform to the Code of Business Ethics and Conduct for Directors ("Code") 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 is removed 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 the Board. The Board may hold its meetings at such place inside or outside the state of Alaska as the Board determines. Meetings of the Board shall be conducted according to the most current revision of Robert's Rules of Order.

The Board may validly conduct a meeting by communicating simultaneously with each other by means of teleconference or similar communications equipment.

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

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

In his or her discretion, the Chair may present a slate of nominees for officer and affiliate seats for Board approval. If any Director objects to all or any part of the slate, officer and affiliate seat elections subject to such objection will be conducted by nomination. Election of individual officers and affiliate seats, or where applicable a slate, shall be by a plurality vote.

Section 5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as shall be designated by the Board. A regular meeting of the Board may be called by the Chair, President, a Vice President, Secretary, or a Director.

Section 6. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair, President, a Vice President, Secretary, or a Director.

Section 7. Notice of Meetings of the Board and Committees Thereof. Notice of the date, place, time of regular meetings of the Board and committees thereof for each calendar year will be given before the first meeting of each calendar year. Except as may otherwise be provided herein, neither the business to be transacted at, nor the purpose of, any regular meeting of the Board or committee thereof need be specified in the notice or waiver of notice of such meeting.

The Secretary shall give notice of each special meeting of the Board or committee thereof, including the purpose of and business to be transacted at each special meeting, by (i) sending notice in writing by mail at least 10 days before such meeting, or (ii) sending notice by electronic means, personal messenger, or comparable person-to-person communication at least 72 hours before such meeting. The Board or committee, as applicable, may act only on those items included in the special meeting notice unless all of the Directors or committee members, as applicable, are present at the meeting or each absent Director waives, in writing, prior notice of any additional items considered.

Notice of a Board or committee meeting need not be given to a Director who signs a waiver of notice, before or after the meeting, or a Director who attends the meeting without protesting the lack of notice before the meeting or at its commencement. At any meeting at which every Director or committee member, as applicable, shall be present, even though held without any notice, any business may be transacted.

Section 8. Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall be the act of the Board, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 9. Order of Business. At meetings of the Board, business shall be transacted in such order as the Board determines.

At all meetings of the Board, the Chair or, in his or her absence, a Vice Chair shall preside and, in the absence of the Chair and Vice Chair, a chair pro tem shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation, or in his or her absence an Assistant Secretary, shall act as Secretary of all meetings of the Board, but in the absence of the Secretary and Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 10. Action by Unanimous Consent. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if prior to such action, written consents, identical in content, setting out the action taken are signed by all Directors or members of such committee and such written consents are filed with the minutes of the proceedings of the Board or of such committee.

Section 11. Compensation. Directors, and members of any committee of the Board, shall be entitled to such reasonable compensation for their services as Directors and members of any such committee as shall be fixed from time to time by resolution of the Board, consistent with any sanctions imposed in accordance with the Code, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending such meetings.

Section 12. Executive Committee, Other Committees.

(a) The Board may by resolution passed by at least a majority of the entire Board, establish an executive committee and other committees of the Board, and in each case shall designate two or more Directors to serve on each committee. Such executive committee, to the extent provided in such resolution or otherwise provided in these Bylaws, has authority of, and may exercise all of the authority of, the Board in the management of the Corporation, except as provided in (b) of this Section 12. Each such committee, other than the executive committee, may exercise such authority and have such duties to the extent provided in such resolution, except as provided in (b) of this Section 12. In his or her discretion, the Chair may present a slate of nominees for committee seats for Board approval. If any Director objects to all or any part of the slate, committee seat elections subject to such objection will be conducted by nomination. Election of individual committee seats, or where applicable a slate, shall be by a plurality vote. A majority of the number of Directors elected to serve on a committee shall constitute a quorum for the transaction of the committee's business. The act of a majority of the committee members present at a committee meeting at which a quorum is in attendance shall be the act of such, unless the act of a greater number is required by law or by such committee's charter, if any.

(b) The following areas of responsibility are expressly reserved to the Board for final review and approval and shall not be delegated to any committees of the Board, except for the purpose of making recommendations to the Board:

- (1) Declaring dividends or distributions;
- (2) Approving or recommending to shareholders actions or proposals required by AS 10.06 to be approved by shareholders;

- (3) Designating candidates for the office of Director, for purposes of proxy solicitation or otherwise, or filling vacancies on the Board or any committee of the Board;
- (4) Amending the Bylaws;
- (5) Approving a plan or merger not requiring shareholder approval;
- (6) Capitalizing retained earnings;
- (7) Authorizing, approving, or ratifying contracts or other transactions between the Corporation and one or more of its Directors, or between the Corporation and a corporation, firm, or association in which one or more of its Directors has a material financial interest as defined under AS 10.06.478; or
- (8) Executing other authority of, or performing duties of, the Board, expressly excluded from committees by the Board, the Articles of Incorporation, or these Bylaws.

(c) The designation of a committee, the delegation to the committee of authority, or action by the committee under that authority does not alone constitute compliance by a Director or the committee in question with the responsibility to act in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(d) The standing committees of the Board shall include the following, each with authority and duties as set forth in these Bylaws or by resolution of the Board:

- (1) Akilista Fund Committee;
- (2) Audit, Finance & Investment Committee;
- (3) Corporate Governance, Employee & Compensation Committee;
- (4) Proxy Committee; and
- (5) Shareholder Relations Committee.

The Board may adopt committee charters setting forth the composition, purpose, powers, and duties of each standing committee.

Section 13. Presumption of Assent. A Director who is present at a meeting of the Board at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes of the meeting or unless the Director files a written dissent to such action with the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 14. Code of Business Ethics and Conduct for Directors. As provided in Article II, Section 1, candidates for Director and Directors must agree to conform to the Code of Business Ethics and Conduct for Directors adopted by the Board, and all amendments thereto, which is incorporated by reference as part of these Bylaws. Directors shall be contractually bound to Calista

to comply with the Code. The Board shall have the authority necessary to implement and enforce the Code.

ARTICLE III. **OFFICERS AND AGENTS**

Section 1. Officers. The officers of this Corporation shall consist of the Chair, Vice Chair, President, a Secretary and a Treasurer and such other officers as are chosen and appointed. The terms of office shall be one year. The Chair, Vice Chair, Secretary and Treasurer shall be shareholders and Directors of the Corporation. Any two or more offices may be held by the same person, except that no person may simultaneously hold the offices of President and Secretary. Such other officers, or agents, as may be elected or appointed, need not be shareholders or Directors of the Corporation. The officers shall be elected for one-year terms. Each officer shall hold office until the first of the following to occur: (i) until such officer's successor shall have been duly elected or appointed and qualified; (ii) until such officer's death; (iii) until such officer resigns; or (iv) until such officer shall have been removed in the manner hereinafter provided.

Section 2. Chair. The Chair shall, when present, preside at all meetings of the shareholders and shall preside at meetings of the Board.

Section 3. Vice Chair. Except as specifically limited by the Board, the Vice Chair shall perform the duties and have the powers of the Chair during the absence or disability of the Chair. He or she shall perform such other duties and shall have such other powers as the Board designates.

Section 4. Secretary. The Secretary or the Secretary's designee, shall issue notices of all Board and shareholders' meetings, and shall attend and keep accurate minutes of the same. He or she shall countersign all certificates of stock of the Corporation. Assistant Secretaries, if any, shall have the same duties and powers, and such other duties, if any, as the Board designates.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. He or she shall receive and give receipt for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks or other depositories as determined by the Board and in general perform all duties incident to the office of Treasurer and such other duties as assigned by the Chair or the Board.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation and shall perform such duties and exercise such authority as is necessary to carry out the programs authorized by the Board. He or she shall perform such other duties and have such other powers as the Board designates.

Section 7. Removal. Any officer or agent may be removed, with or without cause, by the Board whenever in its best 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; provided, however, that the Board does not have direct hiring or disciplinary authority over any Calista employees other than the President and Chief Executive Officer. Election or appointment

of an officer or agent shall not of itself create contract rights. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

ARTICLE IV. **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Subject to the limitations and conditions imposed by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a Director, officer, or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by this Corporation to the full extent permitted under the Alaska Corporations Code, as amended. Any determination required by said Code to be made as to the propriety of any indemnification shall, whenever appropriate and permitted by the Code, be made by (i) the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or (ii) independent legal counsel in a written opinion if a quorum under (i) is (a) not obtainable; or (b) obtainable but a majority of disinterested Directors so directs; or (iii) approval of the outstanding shares. Any indemnification under this Article shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors, provisions of law or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

The Corporation shall have the power, to the extent permitted by the Alaska Corporations Code, to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article. The Board may, in accordance with the Disciplinary Procedures and Sanctions provided in the Code, limit or reduce indemnification provided under this Article.

ARTICLE V. **CAPITAL STOCK**

Section 1. Certificates of Shares. Unless otherwise provided by the Articles of Incorporation, the Board may provide that shares of the Corporation shall not be represented by certificates, provided however, that such information as is required by law to be on certificates is otherwise provided to the shareholders in writing. Should the Board authorize the issuance of certificates, such certificates for shares of the capital stock of the Corporation shall be in such form as approved by the Board. The certificates shall be signed by the President or a Vice President, and also by the Secretary or an Assistant Secretary, and may be sealed with the seal of this Corporation or a facsimile thereof. Where any such certificate is signed by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation, the

signatures of any such President or Vice President and Secretary or Assistant Secretary may be facsimile. They shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued and shall exhibit such information as may be required by law. In addition, all such certificates shall exhibit the following legend:

The transfer, sale, assignment or alienation in any manner of the shares represented by this certificate, or any rights belonging thereto, are subject to certain restrictions, set forth in the Alaska Native Claims Settlement Act, Public Law 92-203, and in the Articles of Incorporation and Bylaws of the Corporation.

Any other legend permitted or required by law shall likewise be exhibited on the certificates.

Section 2. Transfer of Shares. Each transaction with respect to issuance, reissuance, renewal, transfer, cancellation, and the like, of shares, shall be recorded in the books of the Corporation. Transfer of shares of the Corporation, as provided for in the Articles of Incorporation, and as permitted by law, shall be made only on the stock transfer books of the Corporation by the holder of record or by his or her legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. All certificates surrendered to the Corporation for transfer shall be canceled, and no new certificate shall be issued until the former certificate for a like number of shares has been surrendered and canceled.

Section 3. Regulations. The Board shall have the power and authority to make all such rules and regulations as they deem expedient concerning the issue, transfer, and registration or the replacement of certificates for shares of the capital stock of the Corporation.

ARTICLE VI. **MISCELLANEOUS PROVISIONS**

Section 1. Offices. The principal place of business of the Corporation in the State of Alaska shall be located at such place as designated by the Board. The Corporation may have such other offices, within or outside the State of Alaska, as the Board designates or as the business of the Corporation requires.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31, or any other lawful date as the Board establishes by resolution.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 4. Seal. The seal of the Corporation shall be such as approved by the Board.

Section 5. Notice and Waiver of Notice. Whenever notice is required to be given to a shareholder or Director of the Corporation, under the provisions of these Bylaws, the Articles of Incorporation, or as required by law, said notice shall be deemed to be sufficient or to be delivered if given (a) to shareholders, pursuant to Article I, Section 4 of these Bylaws, or (b) to Directors, pursuant to Article II, Section 7 of these Bylaws, (c) unless subject to a different requirement of the Alaska Corporations Code or other applicable law, the Articles of Incorporation, or these Bylaws. A waiver of notice, signed by the person(s) entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. Resignations. Any Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation.

Section 7. Contracts.

(a) Subject to Alaska law, a contract or other transaction between the Corporation and one or more of the Directors of the Corporation, or between the Corporation and a corporation, firm, or association in which one or more of the Directors of the Corporation has a material financial interest, is neither void nor voidable because the Director(s) or the other corporation, firm, or association are parties or because the Director(s) is/are present at the Board meeting that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to the Director's interests are fully disclosed or known to the (i) shareholders and the contract or transaction is approved by the shareholders in good faith, with the shares owned by the interested Director(s) not being entitled to vote; or (ii) Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by sufficient vote without counting the vote of the interested Director(s), and the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

(b) A contract or other transaction between the Corporation and a corporation or association of which one or more Directors of the Corporation are directors is neither void nor voidable because the Director(s) is/are present at the Board meeting if the material facts of the transaction and the Director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common Director(s) or the contract or transaction is approved by the shareholders in good faith. This subsection does not apply to contracts or transactions covered by subsection (a) of this Section.

ARTICLE VII.
AMENDMENTS

These Bylaws may be altered, amended or repealed by an affirmative vote of the holders of a majority of the outstanding stock at any annual meeting, or any special meeting if notice of the proposed amendment be contained in the notice of the meeting, or by the Board at any regular

or special meeting, provided notice of said proposed amendment be contained in the notice of the meeting.

The undersigned Vice Chair of CALISTA CORPORATION, a corporation organized and existing under the laws of the State of Alaska, and created pursuant to ANCSA, does hereby certify that these Amended and Restated Bylaws of Calista Corporation were duly adopted at a meeting of the Board of Directors in Anchorage, Alaska on the 9th day of March 2018.



CALISTA CORPORATION

By: 
Paul George Guy, Vice Chair

ATTEST:

By: 
Robert L. Beans, Secretary