

# Bylaws

## BRISTOL BAY REGIONAL SEAFOOD DEVELOPMENT ASSOCIATION

Revised January 11, 2023

### ARTICLE I – NAME AND PURPOSES OF CORPORATION

**Section I. Name.** The name of the corporation is BRISTOL BAY REGIONAL SEAFOOD DEVELOPMENT ASSOCIATION, INC. (hereafter the “Corporation”).

**Section II. Purposes.** This Corporation is organized to implement the provisions of AS 44.33.065 for fishers operating within the Bristol Bay Region of Alaska. A primary goal of the corporation is to promote and market seafood harvested in the region and pursue any other legal purpose. Without limiting the generality of the foregoing, the Corporation shall implement a wide range of strategies for improving fisher income.

**Section III. Compliance with Alaska Law.** The Corporation is organized as a regional seafood development association for the Bristol Bay Region of Alaska under the terms of AS 44.33.065, as that statute may change and be implemented by regulation from time to time. In that regard, the Corporation is established for the following purposes:

- (A) Promotion of seafood and seafood by-products that are harvested in the region and processed for sale;
- (B) Promotion of improvements to the commercial fishing industry and infrastructure in the seafood development region;
- (C) Establishment of education, research, advertising, or sales promotion programs for seafood products harvested in the region;
- (D) Preparation of market research and product development plans for the promotion of seafood and their by-products that are harvested in the region and processed for sale;
- (E) Cooperation with the Alaska Seafood Marketing Institute and other public or private boards, organizations, or agencies engaged in work or activities similar to the work of the organization, including entering into contracts for joint programs of consumer education, sales promotion, quality control, advertising, and research in the production, processing, or distribution of seafood harvested in the region; and
- (F) Cooperation with commercial fishermen, fishermen’s organizations, seafood processors, the Alaska Fisheries Development Foundation, the Fisheries Industrial Technology Center, state and federal agencies, and other relevant persons and entities to investigate market reception to new seafood product forms and to develop commodity standards and future markets for seafood products.

In implementing its statutory obligations, the Corporation shall:

- (A) Provide for representation of commercial fishing permit holders for each fishery in the region that is subject to a seafood development tax levied under AS 43.76.350-43.76.399 on the board of directors of the organization;

- (B) Provide for membership in the organization by any commercial fisherman who holds a commercial fishing permit for a fishery that is conducted in the region and by other persons and groups in the region who wish to be members of the organization; and
- (C) Maintain itself as a nonprofit corporation under the laws of the State of Alaska for the purpose of marketing and promoting seafood products taken in the region and seafood products taken in fisheries subject to a seafood development tax levied under AS43.76.350–43.76.399.

In implementing its statutory obligations, the Corporation shall not distinguish between participating fishing districts, gear types, permit classes, or member residency in conducting its activities.

**Section IV. Limitation on Distributions.** 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 III hereof. 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)(6) 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.

**Section V. Use of Corporate Funds Upon Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) 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 for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the judicial district in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said courts shall determine, which are organized and operated exclusively for such purposes.

**Section VI. Outreach to Permit Holders.** It is the policy of the Corporation to make a continuous and concerted effort to communicate with all Bristol Bay permit holders who are eligible to participate in elections under AS 43.76.370 about the election process, proposed collection and use of seafood development taxes, conduct of the affairs of the Corporation, implementation of the statutes governing the operations of the Corporation, and the scheduling of all meetings of Members and the Board of Directors. Among other things, these communications will include a periodic newsletter and an actively maintained website.

## **ARTICLE II – MEMBERSHIP**

**Section I. Membership.**

- (A) Each person holding an Alaska Commercial Fisheries Entry Commission drift fisheries commercial fisheries permit authorizing them to conduct such fishery within the Bristol Bay Region of Alaska qualified under AS 44.76.370 shall be a member and entitled to vote. Upon application and after an affirmative vote of the membership of any other class of Commercial Fisheries Entry Commission commercial fisheries permit class within said Region, which vote in undertaken pursuant to AS 44.76.370, as that statute may change and be implemented by regulation from time to time, all permit holders in each such additional class shall also become members.
- (B) The Board of Directors shall establish a membership category for persons or entities that do not own a Bristol Bay commercial fisheries permit who have a significant financial stake in such fisheries and who pay dues to the Corporation at levels that are equivalent to amounts paid by permit holders.

**Section II. Rights of Members.** So long as they remain qualified under AS 44.76.370, as that statute may change and be implemented by regulation from time to time, or as otherwise qualified by these Bylaws, each assessed permit shall have one vote in the annual election in determining the membership of the Board of Directors. There shall be no voting by proxy. No member shall have any right, title or interest, legal or otherwise, in or to the corporate property or to any gifts or contributions to the Corporation.

**Section III. Outreach to Members.** It is the policy of the Corporation to make a continuous and concerted effort to communicate with all Members and other persons eligible to participate in the Corporation's activities about the conduct of the affairs of the Corporation, implementation of the statutes governing the operations of the Corporation, and the scheduling of all meetings of the Members and the Board of Directors. Among other things, these communications will include a periodic newsletter and an actively maintained website.

**ARTICLE III – BOARD OF DIRECTORS**

**Section I. Number and Qualifications.** The management and administration of the affairs of this organization shall be by a Board of Directors consisting of not less than seven (7) nor more than eleven (11) members, all of whom shall serve for staggered three (3) year terms. No person convicted of a felony or having been removed from the Board of Directors may hold a seat on the Board of Directors. The Board of Directors may establish qualifications for persons to serve as directors.

Members of the Corporation shall be qualified and run for designated Board of Directors seats based on their residence, the ADF&G permit they hold, and other factors, as follows:

**Seats A, B, and C:** Reserved for holders of Bristol Bay drift commercial fisheries permits who are residents of Alaska.

**Seats D and E:** Reserved for holders of Bristol Bay drift commercial fisheries permits who are not residents of Alaska.

**Seats F and G:** Reserved for holders of Bristol Bay drift commercial fisheries permits regardless of their place of residency.

**Seats H and I:** Reserved for holders of Bristol Bay setnet commercial fisheries permits if they choose to participate with the operations of the Corporation after an affirmative vote undertaken pursuant to AS 44.76.370, as further described in Article II.

**Seat J:** Reserved for holders of Bristol Bay herring commercial fisheries permits if they choose to participate with the operation of the Corporation after an affirmative vote undertaken pursuant to AS 44.76.370, as further described in Article II.

A gear group's representation on the board shall be generally proportionate to that group's potential contribution to the BBRSDA's revenues, based on the most recent five-year average of gross earnings for the gear type as reported by Alaska's Commercial Fishery Entry Commission.

**Appointed Ex Officio Members:** No more than three Ex-Officio Members shall be appointed by a vote of two-thirds of the total composition of the board, whether present or not, at any regular or special meeting. Persons, including Members of the Corporation, shall be qualified to be appointed to a nonvoting Ex-Officio seat on the Board of Directors upon the Board finding that they have an interest in the purposes of the Corporation as determined from time to time by stated policy of the board.

Board composition shall be revised from time to time to ensure that Board seats are balanced between permit classes based on relative assessments receive by the Corporation from each permit class.

**Section II. Duties.** The duties of the Board of Directors shall be to establish the general policies and standing rules of the Corporation and to manage the business affairs of the Corporation in compliance with the Articles of Incorporations and Bylaws. From its number, the Board of Directors shall annually elect the officers of the Corporation.

**Section III. Removal.** Any member may be removed from the Board of Directors by a two-thirds majority vote of the total composition of the Board of Directors, whether present or not, at any regular or special meeting properly held by the Board of Directors, provided, notice of the proposed removal has been given to all Directors in writing at least 10 days before said meeting and after such affirmative vote that Director seat shall be considered vacant.

**Section IV. Vacancies.** The board will fill vacancies as they arrive by developing a slate of candidates and choosing a new member by a 2/3 vote of all seated board members. The new member will serve for the balance of the vacant term.

**Section V. Compensation.** Directors shall not receive a salary for service as directors, but by resolution of the Board, may receive per diem and a meeting fee for attending board meetings.

**Section VI. Term of Board Seats.** Each director shall hold office for a three-year term and until his/her successor shall have been elected and qualified. New terms for each seat on the Board of Directors shall begin at the first board meeting following the publication of qualified results from that year's annual election. Initially and each time the number of directors is increased by three, one-third of the initial number or increase shall be elected to a one-year term, one-third to a two-year term, and one-third to a three-year term; thereafter, as each term is ended, the new term is three years. No director will serve more than two consecutive three-year terms in office on the Board of Directors. Sitting directors, as of November 21, 2021, are considered to be in the first term of their Board service. In the case of a director originally elected to a term of office of less than three years, such term shall not be counted in applying this two-term rule. A former director who has been out of office for a period of one year or more will be eligible for reelection. No amendment of these Bylaws reducing the number of directors shall reduce the terms of any incumbent director

#### **ARTICLE IV – ELECTIONS OF THE BOARD OF DIRECTORS**

**Section I. Annual Election.** There shall be an annual election for expiring seats on the Board of Directors held during March, or as soon thereafter as practical, of each year.

**Section II. Eligibility.** Each Member of the Corporation shall be eligible to vote in the annual election of the Board of Directors. The holder of more than one permit in an assessed gear group may vote each permit for a seat and gear group associated with that permit. Voter eligibility will be determined based on S03T permit ownership as of a date selected by the Corporation falling between March of the election year and September of the preceding year.

**Section III. Notice.** Notice of the annual election shall be published at least seventy-five (75) days prior to the voting deadline of each board election. This notice will describe the method and time frames for the election process.

**Section IV. Candidates.** At least seventy-five (75) days prior to the voting deadline, the Corporation shall publish a "Call for Candidates" for any Board of Directors seat which expires following that year's annual election. The deadline for candidates to submit required materials will close at least forty-five (45) days prior to the voting deadline for each board election. To be considered a qualified candidate for the Board election, the Corporation must receive at least five (5) petitions of support from separate members for each candidate and candidates must submit a candidate statement prior to the candidate deadline. Candidates may submit other informational materials for dissemination to members as provided by the Corporation's election policy. The names of all nominees meeting these requirements will appear on ballots provided to eligible voters. If no nominees are received for a seat, the Board will make at least one nomination for that seat. The Corporation reserves the right to withhold from publication and dissemination to eligible voters candidate statements and other materials which contain

potentially defamatory, slanderous, false light, and/or libelous claims, or those which exceed 350 words.

**Section V. Voting and Voting Deadline.** The Corporation shall employ an independent election vendor to perform the functions of receiving votes, counting votes, and qualifying election results. Votes may be submitted electronically or by mailing paper ballots to the election vendor, as provided by the Corporation and published in that year's annual election notice. Ballots shall be provided at least seven (7) days prior to the voting deadline established in the notice of the annual election, or upon request until the voting deadline has passed.

**Section VI. Conduct of Elections.** The Board of Directors shall establish other procedures for the conduct of elections consistent with this Article.

## **ARTICLE V – MEETINGS OF THE MEMBERSHIP AND BOARD OF DIRECTORS**

**Section I. Annual/Regular Meetings.** The Annual Meeting of the members and Board of Directors of the Corporation shall be held during May or June of each calendar year on such date and time as may be designated by the Board of Directors. The Board of Directors may hold Regular Meetings, provided a quorum of directors is present.

**Section II. Place of Meetings:** The annual meeting shall be held in a community with the Bristol Bay Management Region. The Board may approve, via a two-thirds majority vote, to hold the Annual Meeting by teleconference or web conference. Other Board meetings shall be held within the Region, another community, via teleconference or web conference, or as designated by the Board of Directors.

**Section III. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by a simple majority of the Board of Directors.

**Section IV. Notice of Meetings.** Notice of the time and place of the Annual Meeting of the Board of Directors shall be provided to each director and published to the Corporation's website at least ten (10) days before such meetings. Notice of the time and place of Regular Meetings of the Board of Directors shall be provided to each director and published to the Corporation's website at least seven (7) days before such meetings. Notice of the time and place of Special Meetings of the Board of Directors shall be provided to each director and published to the Corporation's website at least twenty-four (24) hours before such meetings. The Corporation shall have discretion to inform Members of meetings via other means of communication.

**Section V. Teleconference and Virtual Meetings.** Any duly called meeting of the Board of Directors may be held by teleconference or web conference, if so indicated in advance. In cases where the weather is inclement, any member may attend via teleconference or web conference and such attendance shall be counted for quorum purposes.

**Section VI. Quorum.** A quorum shall consist of a majority of the Board of Directors present in person, by telephone, or web conference, and a majority vote of those present shall be the acts of the Board. For a meeting of the Members and as provided in state law; the quorum shall consist of Members controlling at least 10% of the permits in the Bristol Bay management area assessed under AS 43.76 or 10% of the members of the Corporation, whichever is greater.

**Section VII. Election of officers.** At the Annual Meeting of the Board of Directors in each year, at which a quorum shall be present, the Board of Directors shall elect the officers of the Corporation.

**Section VIII. Presiding Officers.** At each meeting of the Board of Directors, the President, or in his/her absence the Vice-President, shall preside at the meeting. The Secretary, Secretary's appointee, or the President's appointee (in the absence of the Secretary), shall keep minutes and record the transactions of business at said meeting.

**Section IX. Authority and Responsibility of the Board of Directors.** The Board of Directors shall have full power and authority to prudently manage the affairs and assets of the Corporation, and may establish standing committees to guide Corporate affairs.

## **ARTICLE VI – OFFICERS, AGENTS AND EMPLOYEES**

**Section I. Number, Titles, and Terms of Office.** The officers of the Corporation shall be chosen by the Board and shall consist of a president, vice-president, secretary, and treasurer, whose duties shall be those usually performed by such officers, and those specified in these Bylaws, as well as such duties as the Board of Directors may prescribe. Other officers, assistant officers, agents, and employees that the Board of Directors may from time to time deem necessary may serve as officers of the Corporation; however, two or more offices may be held by one person with the exception that one person shall not serve as president and vice-president, president and secretary, or president and treasurer.

**Section II. Salaries.** The Board of Directors may fix salaries of the officers, agents, or employees of the Corporation.

**Section III. Removal of Officers and Agents.** The Board of Directors may remove an officer or agent of the Corporation whenever in its judgment, the best interests of the Corporation will be served. Removal is without prejudice to the contract right of the person removed. Election or appointment of an officer or agent does not of itself create contract rights.

**Section IV. Powers and Duties of the President.** The President, or in his/her absence the Vice President, shall preside at all meetings of the Board of Directors and shall perform the duties provided in these Bylaws and such other duties usually assigned to a presiding officer. The President shall, at the direction of the Board of Directors, appoint the members of all standing committees. He/she shall serve as an ex-officio member of all standing committees. He/she

shall with the secretary, sign all contracts and obligations authorized by the Board of Directors. He/she shall at the direction of the Board of Directors appoint legal counsel.

**Section V. Powers of the Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He/she also shall perform whatever other duties and have whatever other powers the Board of Directors and the President from time to time delegate and assign to him/her.

**Section VI. Treasurer.** The Treasurer shall have custody of the funds and securities that come into his/her hands subject to the control of the Board of Directors. He/she shall be responsible for keeping full and accurate account of receipts and disbursements and shall deposit all Corporation monies and other valuable effects in the name and to the credit of depository or depositories designated by the Board of Directors. The Treasurer may be bonded in an amount determined by the Board of Directors and shall have the authority to open such bank accounts in the name of the organization and sign checks, drafts, and other papers requiring the payment of money and may sign all receipts and vouchers for payment made to the Corporation either alone or jointly or with such other officer as may be designated by the Board of Directors. All accounts, books, and receipts handled by the Treasurer shall be open for inspection by the Board of Directors and auditors at all times and shall give a report of his/her accounts at each meeting of the Board of Directors. The Treasurer shall cause the financial records to be audited annually by an independent public accountant.

**Section VII. Secretary.** The Secretary shall attend all meetings of the membership and the Board of Directors, and shall keep a true and complete record of the proceedings of those meetings. He/She shall be the custodian of all records of the corporation and shall give notices of all meetings as required by the Articles of Incorporation and these Bylaws. He/she shall keep the corporate seal of the Corporation and when directed by the Board of Directors or the president shall affix it to any instrument requiring it. The Secretary shall attest the signatures of the President, Vice-president, and other officers except him/herself where legally required. The Secretary shall perform whatever additional duties the Board of Directors and the President from time to time prescribe.

**Section VIII. Executive Committee.** The Executive Committee of the BBRSDA is composed of its officers: the President, Vice-president and the Secretary/Treasurer.

The Executive Committee is a standing committee responsible for working in support of the full board between board meetings. The work of the committee revolves around five major areas.

1. Handle urgent issues, resolve any emergency or organizational crisis.
2. Perform policy work, carry out specific directions of the board, and take action on policies when they affect the work of the Executive Committee or when the full board directs the committee to do so.
3. Act as a liaison to the Executive Director.
  - a. Provide counsel, feedback, and support when needed.



- b. Facilitate annual assessment of the Executive Director by the board and report the results of the assessment to the Executive Director.
  - c. Review compensation and benefits for the Executive Director.
- 4. Help develop a strategic plan:
  - a. Initiate the board's involvement in establishing a strategic framework or direction.
  - b. Assist staff in developing the strategic plan.
- 5. Conduct executive searches:
  - a. Conduct and/or oversee Executive Director searches.
  - b. Conduct research to determine the appropriate Executive Director salary range.
  - c. Seek full board approval for a compensation package and the hiring of a new Executive Director.

**Section IX. Delegation of Duties.** Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or any director and directors.

**Section X. Liability/Indemnification.** Except as expressly provided by law, the officers and directors shall have no personal liability to the Corporation for monetary damages for the breach of fiduciary duty when acting in their official capacity as an officer or director. The Corporation shall indemnify any person who has 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 (whether or not by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the full extent permitted by law.

## **ARTICLE VII – GENERAL POWERS**

**Section I. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section II. Loans.** No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section III. Deposits and Accounts.** The Corporation shall have a savings account(s) and a checking account(s). The Board of Directors shall establish as a separate account a budget reserve account. The Board of Directors shall establish by resolution the method for setting, attaining, and maintaining the reserve account balance set by resolution. Not more than twenty-five percent of the budget reserve fund may be annually withdrawn from the budget reserve account to cover expenditures authorized in the Corporation's budget unless the Board of Directors, by a vote of two-thirds majority of the full board adopts a resolution approve the

expenditure. The Board of Directors may establish other special accounts for purposes designated by it.

**Section IV. Checks of the Corporation.** All checks, drafts, or other orders for the payment of money, notes, and/or other evidences of indebtedness issued in the name of the Corporation shall be signed by such an officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors. All withdrawals from special accounts and the savings account must be deposited in the checking accounts or another special account.

#### **ARTICLE IX – AUDIT**

The books of the Corporation shall be audited annually by a certified public accountant selected by the Board of Directors. The auditor's report shall be filed with the records of the organization. A summary of this reports shall be presented for action at the next regular meeting of the Board of Directors following completion of the audit.

#### **ARTICLE X – FISCAL YEAR**

The fiscal year of this corporation is January 1 through December 31.

#### **ARTICLE XI – NON-DISCRIMINATION**

The officers, directors, committee members, employees and person served by the Corporation shall be selected entirely on a nondiscriminatory basis respect to age, sex, race, religion, national origin, and physical disabilities.

#### **ARTICLE XII – STANDING RULES**

In order to comply with the specific provisions of these Bylaws, the Board of Directors, may from time to time establish Standing Rules that will have the same force and effect as the Bylaws. Standing Rules may be amended or rescinded by the Board of Directors by majority vote.

#### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order this Corporation may adopt.

#### **ARTICLE XIV – AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote of the total composition of the Board of Directors, whether present or not, at any regular or special meeting properly held by

the Board of Directors, provided, notice of the proposed amendments has been given to all Directors in writing when notice of said meeting is given to each director. The foregoing Bylaws of the Corporation have been duly adopted by the Board of Directors at the meeting held on the 13<sup>th</sup> day of June 2005 and was revised on the 11<sup>th</sup> day of April 2018; the 16<sup>th</sup> day of November 2018; the 17<sup>th</sup> day of September 2020; the 21<sup>st</sup> day of April 2021; the 17<sup>th</sup> day of November 2021; and the 11<sup>th</sup> day of January 2023.

**Doug Morgan, Secretary-Treasurer**