

# **Bylaws of THORNE BAY FISHERIES ASSOCIATION**

## **Articles I Offices**

**Section 1. Principal Office.** The principal office of the Thorne Bay Fisheries Association ("the Corporation") shall be in the community of Thorne Bay, Alaska or such other place as designated by resolution of the Board of directors of the corporation.

**Section 2. Other Offices.** The Board of Directors may also elect to open other offices of the corporation both within and without the State of Alaska to conduct the business of the Corporation.

## **Article II Members**

**Section 1. Rights.** The Corporation will be controlled by members. All members shall have the same rights, privileges, restrictions and conditions. Any municipal government recognized by the State of Alaska, Tribal Government recognized by the Secretary of Interior, or Non-profit Association that has an established relationship as the governmental body recognized by the State of Alaska or Village Corporation created pursuant to the Alaska Native Claims Settlement Act for a community named in Table 21 to 50 C.F.R. Part 679 and for which the Corporation has been designated as the community's Community Quota Entity (CQE) pursuant to 50 C.F.R. §679.41(1)(1) may be a member of the Corporation. There is no limitation on the number of Members of the Corporation. Membership interests in the Corporation are not transferable.

**Section 2. Membership Application.** Any entity wishing to become a Member of the Corporation must submit a resolution from its governing body requesting membership and designating an individual who is authorized to act for the entity. For those entities which are also the "Community Governing Body", as designated in table 21 to 50 C.F. R. Part 679, the resolution must also designate the Corporation as its Community Quota Entity ("CQE") pursuant to 50 C.F.R §679.41(1)(1).

**Section 3. Membership Book.** The Corporation shall maintain a membership book listing the name and address of each corporate member and its authorized representative. The book shall also contain the date the membership of any Member in the Corporation ceases. The membership book will be kept in the principal place of business of the Corporation.

**Section 4. Non-liability of Members.** No member by virtue of just being a member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

**Section 5. Termination of Membership.** A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events:

- a. Upon receipt by an Officer or Director of a Member's written resignation of membership in the Corporation,
- b. Upon dissolution of the Member,
- c. If, after being given an opportunity to be heard, the board of Directors for the Corporation finds that a member has engaged in conduct that violates the purposes for which the Corporation was formed, or has breached the duty of good faith owed to the Corporation to such a degree that the member's membership interest in the Corporation should be terminated.

**Section 6. Annual Meetings.** At least one meeting of the Members will be held each year. This annual meeting will be held at the principal office of the Corporation designated in Article I or such other place as chosen by the Board of Directors. The annual meeting of Members shall be held on a date and at a time designated by the Board of Directors beginning in the year 2006. The purpose of the annual meeting will be to transact any and all business of the Corporation including but not limited to the election of the Board of Directors and the ratification of the acts of the Board of Directors undertaken since the last meeting of members.

**Section 7. Special Meetings.** Special meetings of the Members may be called for any purpose or purposes by:

- a. A majority of the Board of Directors, or
- b. A written request of Members representing a majority of the membership of the Corporation.

All requests for a special meeting of members must state the reason for which the special meeting of Members is being sought. Requests to have a special meeting of Members will be considered served on the Board of Directors or any Officer of the Corporation by either personal delivery or certified mail.

Upon receipt of a valid request for a special meeting by a Member, the Board of Directors will schedule a special meeting at a date not less than thirty (30) days nor no more than sixty (60) days from the receipt of the request. The Board of directors shall give notice of the special meetings to all members entitled to vote.

If the Board of Directors fails to give the notice of the special meeting, the person or persons making the request for the special meeting may set the date and time of the special meeting and give the notice themselves.

**Section 8. Notice of Meetings.** Notices of all Member meetings shall be in writing and must be signed by the President, Vice-President or Secretary of the Corporation. All notices of a Members meeting must contain a statement about the purpose for which the meeting is being called and any special business which is to be conducted therein. The notice must be either delivered, emailed or mailed to each Member at least fifteen (15) days before the meeting. If the notice is mailed, it must be sent to the last known address of the Member as it appears on the Corporations books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a member or knows that the address it has is no longer valid, it shall give notice to that Member by publishing it at least once in a newspaper of general circulation in the judicial district of the Corporation's principal office. If the notice is sent by email, a reply from the recipient to the sender shall constitute service.

Personal delivery of a notice to any officer of a corporation or a member of an association which is a Member of this corporation shall constitute valid service on the Member Corporation or association.

The officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

If a meeting is adjourned after being properly called for less than thirty (30) days, no new notice need be given to the Members. If a meeting is adjourned for more than thirty (30) days, a new notice of the date, time and place or the resumption of the meeting must be given to the Members.

**Section 9. Business at the Meeting.** At a special meeting of members, the business transacted therein shall be limited to that which is stated in the notice of the meeting unless all of the Corporation's members are present in person or by proxy and all agree to additional business being conducted. Participation by telephone, via internet or other such technologies yet to be devised, shall constitute "present in person."

**Section 10. Quorum for Meeting.** If Members representing a majority of the Corporate membership are present in person or by proxy, a quorum shall exist for conducting the meeting. If, however, a quorum does not exist either in person or by proxy, a valid meeting cannot be held. Participation by telephone, via internet or other such technologies yet to be devised, shall constitute "present in person."

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

**Section 11. Majority Rules.** At a duly called meeting with a present quorum, the vote of members holding a majority of the membership of the Corporation, either in person or by proxy, shall determine the passage of any corporate resolution or other business matter unless either state law or the Articles of Incorporation require a different percentage of vote.

**Section 12. Record Date.** Only those entities who are shown to be a member of the Corporation in the records of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote.

**Section 13. Proxies.** At any member meeting, a member must be represented by a person or persons to vote for the Member. Ordinarily, this will be the Member's designated representative. Any other proxy must be in writing and designate under what terms the person holding the proxy may vote. The Member and not the designated representative must appoint the proxy. A proxy shall not be valid for more than ninety days after the date of its execution unless the Member executing it specifies the time for which it will last, but in no event, shall it remain in force for more than two years from the date of its execution. Once duly created, a proxy shall remain in effect until it expires, is revoked or another proxy is subsequently given to another person.

**Section 14. Action Taken without a Meeting.** Except for the election of Directors, Members can without a meeting undertake any business that would otherwise require a meeting if authorized by the written consent of a majority of the members, unless state law or the Articles of Incorporation require a higher voting percentage.

**Section 15. Consents to Meetings.** The actions undertaken at a meeting of members that was not properly called and noticed shall nevertheless be valid if:

- a. A quorum was present either in person or proxy, and
- b. Each of the members entitled to vote and who were not present sign a written waiver of notice or a consent to the holding of such meeting and the approval of the actions taken therein.

All such waivers and consents must be filed with the corporate books and made a part of the minutes of the corporate meeting therein. A Member's attendance at a meeting which was not properly called and noticed shall constitute a waiver of notice unless an objection is made on the record of the meeting.

**Section 16. Conduct of Meeting.** The President, if present, and if not, then the Vice-president, shall call a meeting of Members together and preside over the meeting as the Chairman.

If neither the President nor Vice-President are present, the Members shall appoint a person to serve as the Chairman. The Secretary of the Corporation, if present, and if not, a person chosen by the Members, shall serve as the secretary of the meeting of the members.

## **Article III Directors**

**Section 1. Number of Directors.** The Directors which will compose its Board of Directors shall be the Officers listed in Article V, Sections 4 through 7. All Directors shall be of legal age and an American citizen. The Directors shall be elected at the annual meeting of Members except where a vacancy is filled pursuant to section 4 below. Each Director shall hold office until a successor is elected or appointed. Directors do not need to be the designated representative of Members of the Corporation.

**Section 2. Standard of Care.** Each Director shall perform his duties, including those of being a member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

**Section 3. Vacancies on the Board.** Vacancies on the Board and new positions created by increasing the number of Directors may be filled by a vote of the majority of the remaining Directors even though they may constitute less than a majority of the full Board.

A vacancy on the board shall be deemed to exist upon the death, resignation, or removal of any director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of members to elect Directors. The members may elect Directors at any time to fill vacancies on the board which have not been filled by Directors. Such election shall require consent of a majority of the Corporation's members.

**Section 4. Removal of Directors.** The members may at any time remove the entire Board of Directors or any individual Director as provided by these Bylaws. The remaining Board, or the Members, at a special meeting, may elect Directors to fill such vacancies as may result.

**Section 5. Powers of the Board of Directors.** The Board of Directors is responsible for the management of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts which are not prohibited by either state laws or the Articles of Incorporation.

## **Meetings of the Board of Directors**

**Section 6. Directors Meetings.** The Board of directors shall set all meetings of the Board, both regular and special, pursuant to these Bylaws. Such meetings may be held both within and without the State as designated by the Board.

### **Section 7. Annual Meetings.**

Regular meetings of the Board of Directors may be held without notice at such time and place as set by the Board of Directors. The Board of Directors shall hold an annual meeting of members. Regular non-annual meetings of the Board of Directors (weekly, monthly, or quarterly) shall be held at the corporate offices or such other place as may be designated, as follows;

Time of the Meeting:

Date of the Meeting:

If the date for the regular meeting falls on a holiday or weekend, the meeting shall be held on the next business day. No notice for a regular meeting set in these Bylaws need be given.

**Section 8. Special Meeting.** Special meetings of the Board of Directors may be called by the president or secretary upon receipt of a written request to do so from a Director. Written notice of Special Meetings shall be given to each Director at least fifteen (15) days prior to the meeting. Such notice shall be given either personally to each Director or by mail or email. If the notice is sent by email, a reply from the recipient to the sender shall constitute service.

If the notice is mailed, then it must be sent to the last known address of the Director as it appears on the Corporation books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Director or knows that the address it has is no longer valid, it shall give notice to that Director by publishing it at least once in a newspaper of general circulation in the judicial district of the Corporation's principal office.

The actions taken at a Special meeting of Directors which was not properly called and noticed will nonetheless be considered valid if:

- a. All of the Directors are present at the meeting and sign a written consent to the meeting and the actions taken there under, or
- b. A majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken there under. Such consent may be given either before or after the meeting has been held.

If a Director attends a Special Meeting which was not properly called and noticed without objecting upon arrival, that director waives such notice and the actions taken there under shall be as valid as if the meeting was properly called.

**Section 9. Quorum.** At any meeting of the Board of Directors no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute a majority of duly elected and appointed Directors. Unless State law specifies a higher percentage, every act or resolution of the Board shall need only a majority vote of the quorum to pass.

**Section 10. Resignation.** A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation the Board shall notify the Members and either fill the vacancy by appointment or schedule a special meeting of Members for the election of a new Director.

**Section 11. Compensation of Directors.** The Corporation shall pay any expenses incurred by its Directors in attending any meeting of the board. In addition, the Directors may be paid a fixed amount for attending the meeting as set by the Board. The receipt of any payment for services rendered as a Director shall not prevent the person from serving the Corporation in any other capacity and receiving compensation for such other work.

### **Committee of Directors**

**Section 12. Utilization of Committees.** The Board of Directors has the authority to create necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. A committee so formed may be given the power to affix the Corporate Seal to documents which it may execute.

**Section 13. Committee Minutes.** All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

**Section 14. Consultants.** The Board of Directors have the authority to appoint one or more persons to serve as consultants to the Board. Such consultants perform such special assignments as delegated to them by the President and furnish such consultations on such matters as requested by the Board.

**Section 15. Community Bid Review Committee.** For each community named in Table 21 to 50 C.F.R. Part 679 and for which the Corporation has been designated as the community's Community Quota Entity (CQE) pursuant to 50 C.F.R. §679.41 (l) (1), the Board of Directors will appoint a review committee of one or more Directors from that community. This committee will be solely responsible for reviewing and acting on all bids for quota Share leases from that community. By separate resolution, the Board of Directors shall adopt the bidding requirements and criteria to use for purposes of determining the most acceptable bids.

## Article IV Notices

**Section 1. Notices to Directors and Members.** All notices to Directors and Members must be in writing and given by personal delivery, by facsimile transmission, email or by mail. If the notice is mailed, then it must be sent to the last known address of the Director or Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Director or member or knows that the address it has is no longer valid, it shall give notice to that Director or Member by publishing it at least once in a newspaper of general circulation in the judicial district of the Corporation's principal office. If the notice is sent by email, a reply from the recipient to the sender shall constitute service.

**Section 2. Waiver of Notice.** If a person who is entitled to vote at any meeting, be it a Members or Directors meeting, is not given such a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of notice. A waiver of notice is accomplished by:

- a. Being present at the meeting and either not objecting to the meeting or entering oral consent to the meeting on the record, or
- b. Executing a written waiver of notice for the meeting and the business to be transacted therein.

Once a waiver of notice has been validly executed, the transaction undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called and noticed.

## **Article V Officers**

**Section 1. Appointment.** The Board of Directors shall appoint the officers of the Corporation.

The initial Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. The Board may appoint assistants to the above Officers as it deems appropriate. Any person can hold two or more offices unless precluded by State law. The election of Officers shall normally occur, except for the filling of vacancies, at the Annual Meeting of Members.

**Section 2. Officer's Salaries.** The Board of Directors shall set by resolution the compensation, if any, to be paid by the Corporation to the Officers.

**Section 3. Officers' Term of Office.** The term of office for the Officers of the Corporation shall continue until their death, resignation or removal. Any Officer may be removed from the office by the Board at any time by a majority vote. Any vacancy in any office of the Corporation shall be filled by the Board of Directors. A resignation shall take effect on the date specified in the Notice unless the Board of Directors votes to have a sooner date and removes the resigning Officer prior to the effective date of the resignation.

**Section 4. President.** The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. The President shall have all the general powers and duties which are usually vested in the Office of the President or Chairman of a Corporation.

**Section 5. Vice-President.** The Vice-president shall take the place of the President and perform those duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other Member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed by the Board of Directors.

**Section 6. Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Members of the Corporation. The Secretary shall have the custody of the Seal of the Corporation; shall have charge of the Membership books and such other books and papers as the Board of Directors may direct; and shall in general perform all the duties instant to the Office of the Secretary.

**Section 7. Treasurer.** The Treasurer shall be responsible for Corporate funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may from time to time be designated by the Board of Directors.

## **Article VI**

### **Corporate Seal**

The Board of Directors shall provide a suitable Corporate Seal containing the name of the Corporation, which Seal shall be in the charge of the Secretary.

## **Article VII**

### **Fiscal Management**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January every year, except that the first fiscal year of the Corporation shall begin at the date of Incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors, should corporate practice subsequently dictate, but not without prior approval of the Membership.

**Section 2. Books and Accounts.** Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with standard practices of accounting.

**Section 3. Financial Review.** At the close of each fiscal year, the books and records of the Corporation shall be reviewed by a Certified Public Accountant or other person acceptable to the Board of Directors, whose report will be prepared and certified in accordance with the requirements of the Board of Directors. Based on such report, the Corporation will make available to the Members a statement of the income and disbursements of the Corporation for each fiscal year.

**Section 4. Inspection of Books.** Fiscal reports and the Membership records of the Corporation shall be available at the principal office of the Corporation for inspection, at reasonable times, by any Director, Member, or Members.

**Section 5. Execution of Corporate Documents.** With the prior authorization of the Board of directors, all notes and contracts or other legal documents shall be executed on behalf of the Corporation by the President or the Vice-president. All checks shall be executed on behalf of the Corporation by either the President or the Vice-President and countersigned by either the Secretary or the Treasurer.

**Section 6. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 7. Gifts.** The board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## Article VIII Amendments

These Bylaws may be amended by two-thirds (2/3) vote of the Directors present and voting at any Regular or Special Meeting, provide that a quorum, as prescribed in these Bylaws, is present at such meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty percent (20%) of the Directors. A statement of any proposed amendment shall accompany the notice of any Regular or Special meeting at which a vote shall be taken upon such amendment.

KNOW BY ALL MEN BY THESE PRESENTS:

I, the Secretary of the Thorne Bay Fisheries Association, a Non-Profit Corporation, hereby certify that the above and foregoing Bylaws for governing the operation and management of said Corporation, having been recommended for adoption by the Board of Directors of the Corporation, were duly adopted by the Board of Directors of the Corporation as the Bylaws of this Corporation on the 4th day of January, 2017. . .

ATTEST:

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David A. Egelston, President

Date