

**COPPER RIVER/PRINCE WILLIAM SOUND  
MARKETING ASSOCIATION**

**BY-LAWS**

Updated: July 26, 2017

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## **Article 1. Name and Purposes**

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- 1.1 The name of the corporation is the Copper River/Prince William Sound Marketing Association (herein after referred to as “corporation”).
- 1.2 The purposes for which this corporation is formed are to:
  - (a.) To develop regional seafood brands.
  - (b.) To develop a marketing plan for the regional brands.
  - (c.) To secure funds and to implement the marketing plan.
  - (d.) To facilitate members’ marketing programs through the development of informational documents, market research and promotions.
  - (e.) To promote, foster and encourage quality assurance standards to attain the highest industry standards.
  - (f.) To promote improvements to the commercial fishing industry infrastructure in the region.
- 1.3 It is the intent of the corporation to be and remain a non-profit corporation and to qualify under relevant provisions of the Internal Revenue Code so that contributions made are deductible by the contributors under Section 170, in accordance with Title 10, Chapter 20 of the Alaska Statutes. The corporation qualifies for exemption under Section 501(c) 6 of the Internal Revenue Code.
- 1.4 Prohibitions
  - (a.) Expenditures to influence legislation: The Corporation shall not be authorized to make expenditures for carrying on propaganda or otherwise attempting to influence legislation except in amounts equal to or less than the ceiling amounts for lobbying or grass-roots expenditures permitted under Section 501(h) of the Internal Revenue Code as such expenditures are defined in Section 4911 of the Internal Revenue Code. Any lobbying of the state legislature shall be conducted under the full disclosure provisions of Alaska’s law as set forth in Title 24, Chapter 45 of the Alaska Statutes.
  - (b.) Expenditures and activities relating to political campaigns: The corporation is prohibited from participating in, intervening in and publishing or distributing statements relating to any political campaign on behalf of, or in opposition to, any candidate for public office.
  - (c.) Prohibited transactions: The corporation shall not be in violation of Section 502 of the Internal Revenue Code.

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## **Article 2. Place of Business and Definitions**

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- 2.1 The principal office of the corporation shall be located at 509 First Street, Cordova, Alaska 99574.
- 2.2 The corporation may have such other offices either within or without the State of Alaska as the Board of Directors may designate or as the business of the corporation may require from time to time.
- 2.3 Definitions: For the purposes of this corporation,

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- (a.) The “Copper River” and “Prince William Sound” regions shall be defined as those waters described by the Alaska Department of Fish and Game as “Area E”.
  - (b.) Ground fish, crab and other products harvested outside the specific boundaries of Area E, but adjacent to those boundaries may also be accepted by the membership for marketing upon joining the association and paying an assessment.

### **Article 3. Period and Fiscal Year**

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- 3.1 The period of the corporation’s duration is perpetual.
- 3.2 The fiscal year of the corporation shall end on June 30 of each year.

### **Article 4. Members**

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- 4.1 Qualifications of Voting Members: A person shall become a voting member of the corporation by:
  - (a.) Holding an Area E permit and paying an annual non-refundable membership levy of one percent (1%) of annual ex-vessel seafood sales; or
  - (b.) Paying a membership fee of \$1000.
- 4.2 Rights and Privileges of Voting Members. A voting member shall be entitled to:
  - (a.) Vote at regular and special membership meetings.
  - (b.) Serve on the Board of Directors, if elected.
  - (c.) Serve on a board committee, if appointed by the board.
- 4.3 Termination of Membership. Membership may be terminated with or without cause through an affirmative vote of a majority of qualified voters at a meeting where there is a quorum established.
- 4.4 Annual Meeting. The annual meeting of members shall be held in May at an hour and place fixed by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Incorporation or by these Bylaws, may be specified by the board of directors.
- 4.5 Special Meetings. Special meetings of the members shall be held anywhere in the United States upon the call by the President, the Board of Directors, or by the call of the holders of no less than ten percent (10%) of all voting members of the corporation by a request signed, dated and delivered to the corporation’s Secretary, or to any other officer in the case of death, absence, incapacity or the refusal of the Secretary. The place, date, hour and purpose of every special meeting of the members shall be stated in the resolution or petition therefore and the notice thereof.
- 4.6 Notice of Meeting. Notice of the place, date and hour of all meetings of the members, and in the case of special meetings of the members, the purpose or purposes for which the meeting is

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called shall be given in writing by the Secretary or the Secretary's designee to each member at his or her residence or usual place of business as it appears in the records of the corporation.

- (a.) Annual meetings shall be noticed at least ten (10) days, but not more than fifty (50) days prior to such a meeting
- (b.) Regular meetings shall be noticed at least three (3) days prior to such meeting.
- (c.) Special meetings shall be noticed at least twenty-four (24) hours prior to such a meeting.

- 4.7 Voting and Ballots. Every voting member shall be entitled to one and only one vote. Members may vote either in person or by written ballot, or by electronic means. There shall be no voting by proxy. Ballots shall be filed with the Secretary or the Secretary's designee. Any action by members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws.
- 4.8 Quorum. At any meeting of the members, twenty percent (20%) of the voting members shall constitute a quorum for all purposes, except where any greater Quorum is required by law, by the Articles of Incorporation or by these Bylaws. Written or mailed-in ballots count as a member's presence for the purpose of establishing a quorum to verify the results of the election referred to in the write-in ballots.
- 4.9 Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of the meeting.
- 4.10 Reimbursement of Expenses. Upon prior approval from the Executive Director, actual expenses incurred for the benefit of the corporation by a member may be reimbursed by the corporation upon approval of the Executive Director. No expense may be reimbursed unless it has prior approval. Records of reimbursed expenses shall be kept on file at least seven years.
- 4.11 Liability. Except as provided by the laws of the State of Alaska, no member shall be personally liable for the debts, liabilities or obligations directly incurred by the corporation. As 10.20.051 (b) (1ch 99 SLA 1968)

## **Article 5. Directors**

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- 5.1 Powers and Duties. The properties, business and activities of the corporation shall be managed under the direction of the Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Incorporation or these Bylaws. These activities include, but are not limited to, the power and duty to:
  - (a.) Control the business affairs of the corporation, establish policies by resolution under which the corporation shall operate, and make rules and regulations for the guidance of its officers and management.
  - (b.) Appoint and remove at will the Executive Director and fix his or her compensation.
  - (c.) Keep a complete record of all of its acts and the proceedings of its meetings.
  - (d.) Provide that a full report and statement showing the financial condition and operating results of the corporation is presented at each regular annual meeting of the membership.

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- (e.) Call special meetings of the members when the board deems it necessary, and at any time upon the written request of ten percent (10%) of the voting members.
  - (f.) Satisfy itself that proper records are kept of all corporation transactions, including a proper accounting system and cause a financial review to be made of its books by a Certified Public Accountant not continuously employed by the corporation every three years.
  - (g.) Select one or more banks to act as a depository of the funds of the corporation designate and authorize the persons who may write checks and disburse the funds of the corporation and change such banks and persons at will.
  - (h.) Fund raise for any corporation purpose; and
  - (i.) Purchase, lease or otherwise acquire and sell, lease or otherwise dispose of real and personal property or interests therein, as may be necessary or appropriate for the proper conduct of the affairs of the corporation.

5.2 Number. The number of the Directors may vary between a minimum of seven (7) and a maximum of thirteen (13). Board seats will be allocated to each assessed fishery in proportion to its fraction of the total revenue generated for the association by each assessed fishery. A minimum of one board seat shall be allocated to each assessed fishery. Dues-paying, non-assessed members may fill no more than two (2) board of director seats. The number of Directors may be increased or decreased by resolution of the Board of Directors, provided, however, in no event shall there be fewer than seven (7) Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

5.3 Qualifications. Each director shall be a member of the corporation.

5.4 Election.

- (a.) Elected Directors: A minimum of seven (7) of said Directors shall be elected by the membership via mail-in ballots or voting in person, the results of which become official at the time of the board meeting following the election certification.
- (b.) Nominations: Nominations for elected or appointed Directors may be made verbally or in writing at any time by submitting same to the Board President. Nominations will be accepted until 30 days before the election ballot postmark date. Nominees will be confirmed by corporation staff.

5.5 Vacancies. Vacancies on the Board of Directors will be filled by a majority vote of the directors then on the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or until the next annual meeting.

5.6 Tenure.

- (a.) Elected Directors. The term of office for elected Directors shall be three (3) years. Elected Directors shall hold office until their successor shall have been elected and qualified, unless the Director resigns or is removed. At each annual election, one-third of the elected Directors, as nearly as may be, shall be elected on a rotating basis.
- (b.) Appointed Directors. Directors appointed to the Board shall serve one (1) to three (3) year terms or until the next board election to fill out the term of a vacancy in an elected position due to resignation, death or termination. A Director's seat filled by reason of an increase in the number of directors shall be filled only until the next election of directors. No vacancy may continue longer than six (6) months or until the next annual meeting of the members,

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whichever occurs first. Insofar as possible, the terms of appointed Directors shall be staggered so that approximately one-third of the terms of all Directors shall expire at the end of each year.

- (c.) Any Director may hold office for three consecutive terms, if re-elected by the members. After serving three consecutive terms, any director shall wait at least one full year before being elected, or appointed, to serve on the Board. The initial term of a director appointed to fill a vacancy, being less than one year in length, shall not count as one of the three consecutive terms to which directors are limited.
- (d.) Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

- 5.7 Removal. Any Director may be removed at any time, with cause, by the affirmative roll call vote of a majority of Directors at any meeting at which a quorum is present.
- 5.8 First Elected Board. Notwithstanding the foregoing, and for the purpose of staggering the terms of the Directorships, at the first annual membership meeting, all the elected Directors shall draw lots numbered one, two or three, and those Directors drawing lots one (1) shall serve for only a one (1) year term, those drawing lots two (2) shall serve a two (2) year term and those drawing lots three (3) shall serve a three (3) year term. Only Directors serving a one (1) year term may serve three (3) consecutive terms if re-elected by the members at the annual election
- 5.9 Founding Board. Notwithstanding the foregoing, and for the purpose of maintaining a founding board of nine (9) Directors until the first annual meeting of the members, Directors on the founding board shall elect new founding board Directors to replace Directors who resign from the Board prior to the first annual meeting of the members.
- 5.10 Regular Meetings. Regular meetings of the Board of Directors may be held with at least three (3) days notice at such time, date and place as the Board of Directors may determine. A regular board meeting of the Board of Directors may be held without notice at the same place as the annual meeting of the members, immediately prior or after such meeting of members.
- 5.11 Special Meetings. Special board meetings may be called, orally or in writing, by or at the request of the President or three (3) or more Directors other than the chair of the board. Notice of such meetings, designating the sate, time and place, shall be delivered to each Director by the Secretary or the Secretary's designee (or by the officer or one of the Directors calling the meeting). Notice shall be given to each Director in person, by telephone, facsimile, e-mail sent to the Director's business or home address not less than twenty-four (24) hours prior to the special meeting, or by written notice mailed to the Director's business or home address in advance of the meeting. Such meetings may be held by conference call, facsimile or e-mail.
- 5.12 Quorum and Action. A majority of the Directors of the board (not just those Directors present at the meeting) shall constitute a quorum for the transaction of business at any board meeting. Members of the board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in

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person at a meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the board.

- 5.13 Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a meeting of the board, may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the record of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.
- 5.14 Compensation. Any Director or members of their immediate family shall not be eligible for any paid positions in the corporation. However, Directors may be reimbursed for out-of-pocket expenses incurred in carrying out corporation business as the board may fix from time to time.
- 5.15 Limitation of Liability of Directors. The personal liability of the directors of the corporation shall be eliminated or limited to the maximum extent permitted by AS 10.20.151(d), as the same may be hereafter amended, except that a director's liability shall not be eliminated or limited in the case of
- (a) A breach of a director's duty of loyalty to the corporation;
  - (b) Acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; or
  - (c) A transaction from which the director derives an improper personal benefit.

## **Article 6. Officers**

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- 6.1 Principal Officers. The principal officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except by the President or Secretary.
- 6.2 Other Officers. The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.
- 6.3 Election. The principal officers of the corporation shall be elected annually by the Board of Directors at the next board meeting held after the election has been certified, or within seven (7) days thereafter. Other officers may be chosen by the Board of Directors at such meeting or at any other meeting.
- 6.4 Tenure. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the principle officers and any other officers or committee Chairs shall hold office until the next board election is certified when their respective successors are chosen and qualified. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the Chair of the board, or Secretary, and as such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

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- 6.5 Removal. The Board of Directors may remove any officer, with cause, by a vote of a majority of the Directors present at any meeting at which there is a quorum.
- 6.6 Vacancy. A vacancy in any office shall be filled, for the unexpired portion of the term, in such a manner as may be determined by the Board of Directors.
- 6.7 President. The President shall be the chief officer of the corporation and shall act as the Chair of the board. The President votes in the event of a tie. The President's overall responsibility is to provide leadership to the corporation, integrating its board, staff and resources so to effectively and efficiently achieve the corporate goals. The Chair shall be the principal liaison between the board and executive Director in carrying out the mission of the corporation and ensuring the operations are in accord with the policies and directives as established by the board. The President shall have any other power and duties as may be prescribed by the Board of Directors.
- 6.8 Vice President. The Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate, and shall preside in the absence of the President. In addition, the Vice-President shall perform, or cause to be performed, the scheduling of all meetings of the Board of Directors and membership meetings.
- 6.9 Secretary. The Secretary shall have overall responsibility for all record keeping of the corporation. The Secretary shall perform, or cause to be performed, the following duties:
- (a.) Official recording of the minutes of all meetings of the Board of Directors and members.
  - (b.) Provision for notice of all meetings of the Board of Directors and members.
  - (c.) Authentication of the records of the corporation.
  - (d.) Maintain current and accurate membership lists.
  - (e.) Any other duties as may be prescribed by the Board of Directors.
- 6.10 Treasurer. The Treasurer shall, subject to the direction of the Board of Directors, oversee financial record keeping of the corporation. The Treasurer shall perform, or cause to be performed, the following duties:
- (a.) Keep full and accurate accounts of all financial records of the corporation.
  - (b.) Deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
  - (c.) Disbursement of all funds when proper to do so.
  - (d.) Make financial reports as to the financial condition of the corporation to the Board of Directors
  - (e.) Any other duties as may be prescribed by the Board of Directors.
- 6.11 Executive Director. The designation of an Executive Director and the delegation of authority to him or her do not relieve the Board of Directors or any member of the board from responsibility imposed by law.

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## **Article 7. Board Committees**

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- 7.1 Executive and other Board Committees. The Board of Directors may elect an Executive Committee consisting of three (3) or more Directors. The Executive Committee, except as otherwise limited by these Bylaws or by law, shall have, and may exercise, when the board is not in session, the powers specified by the Board of Directors. In addition, the Executive Committee shall be responsible for recommending board action on strategic plans and personnel matters conferred on them by these Bylaws. The Board of Directors, or the Executive Committee, may establish or abolish such other board committees, as it deems necessary and desirable. All actions taken by the Executive Committee are subject to review and approval at the next regular or special meeting of the full Board of Directors. Other board committees may exercise functions of the board or may be advisory committees.
- 7.2 Composition, Quorum and Action of Board Committees. Any board committee shall be composed of one or more Directors, and up to three (3) non-directors who are voting members of the corporation. All committee members will be appointed or removed by the Board of Directors or by the President. If there is a disagreement between the President and the board regarding the appointment or removal of a committee member, the vote of the board shall rule. A quorum at a board committee meeting shall be a majority of all board committee members in office immediately before the meeting begins. Members of any board committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. If a quorum is present, action may be taken by a majority of committee members present. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Any such action taken by a board committee shall be presented as a recommendation to the full board at any meeting where a quorum is present for action by the majority of the board.
- 7.3 Committee Records. Reports denoting the date, location, list of attendees, purpose of the meeting, recommendations and a brief discussion of the recommendations will be kept for each meeting of every committee.
- 7.4 Filing committee Records. Reports of board committees and issue working groups will be filed with the corporation Secretary as soon as they are available, but not more than two (2) weeks after the meeting.
- 7.5 Limitations on the Powers of Board Committees. None of these committees may authorize payment of a dividend or any part of the income of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint or remove Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend or repeal the Articles, Bylaws or any resolution of the Board of Directors.

## **Article 8. Revenues**

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- 8.1 Designation of Expenditures. Revenues collected from a participating, assessed fishery will be collected in a general fund, with expenditures determined by the board of directors.

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## **Article 9. Contracts, Loans, Checks and Deposits**

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- 9.1 Contracts. The board may authorize, as from time to time may be determined, any officer or officers, agents or agents, to enter into any contract with an interested person, 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.
- 9.2 Liability and Accountability of Interested Persons. The corporation shall indemnify a Director, Officer or former Director or Officer of the corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal in which he or she is made a party by reason of being or having been a Director or Officer, except in relation to matters in which he or she was adjudged to be liable for negligence or misconduct.
- 9.3 Definition. For the purposes of this Article, “interested person” means any person or organization in any way interested in the corporation, whether as a Director, Officer, member, employee or otherwise and any other entity in which any such person or organization or the corporation is in any way interested.
- 9.4 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 a resolution of the board. (Executing a contract without sufficient funds to meet the terms of the contract will constitute indebtedness.) Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its Officers or Directors.
- 9.5 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation in the ordinary course of its business may be executed by such officers, agents or employees of the corporation or any one of them, and in such a manner as is from time to time determined by resolution of the board.
- 9.6 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

## **Article 10. Corporate Indemnity**

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- 10.1 Corporate Indemnity. The corporation shall indemnify a Director, Officer or former Director or Officer of the corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or Officer, except in relation to matters in which he or she was adjudged to be liable for negligence or misconduct.

## **Article 11. Liquidation and Dissolution**

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- 11.1 Procedure. Upon dissolution of the corporation, the Board of Directors shall, after paying all liabilities of the corporation, dispose of all the assets of the corporation, as the Board may determine. Any of such assets not so disposed shall be disposed of by the appropriate court in which the principal office of the corporation is located, exclusively for such purposes, or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article 12. Conflicts of Interest**

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- 12.1 Directors, staff and other officials of the corporation have an affirmative obligation to reveal to the Board any and all possible conflicts of interest relating to policies, goals and operations of the corporation, including but not limited to financial or policy interests inuring to the Director or any member of her or his family. Directors shall also reveal how they propose to separate themselves from a conflict on a case-by-case basis for approval by a disinterested majority of the Board of Directors.

## **Article 13. Miscellaneous Provisions**

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- 13.1 Corporate Records. The original or attested copies of the Articles of Incorporation, Bylaws and records of all meetings of the incorporators, members and Board of Directors, except as otherwise provided by the law, shall be kept at the principal office of the foundation as the Board may from time to time designate, and shall be open at all reasonable times to the inspection of any member or Directors for any purpose.
- 13.2 Amendments. The Board of Directors shall adopt the initial Bylaws of the corporation. These Bylaws may be amended or altered by the Directors, provided that the voting members are sent notice of the proposed changes at least thirty (30) days in advance of the board meeting to address the proposed bylaw changes. Notice shall be given in writing by the Secretary or the Secretary's designee to each member at his or her residence or usual place of business as it appears in the records of the corporation. The Bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.
- 13.3 Saving Clause. Any portion of these Bylaws found to be contrary to law shall not invalidate the other portions.