

# Bylaws of the Alaska Mariculture Alliance

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## Article 1: General

### Section 1: Name, Registered Office and Agent

The name of the organization shall be the Alaska Mariculture Alliance (hereinafter in these bylaws referred to as the AMA or the Alliance). The location of the initial registered office is the Alaska Fisheries Development Foundation (AFDF), and the registered agent is Riley Smith, Acting Director. The Registered agent and office may be changed from time to time upon resolution of the Board of Directors.

### Section 2: Statement of Purpose

Mission statement: *Develop and support a robust and sustainable mariculture industry, producing shellfish and aquatic plants for the long-term benefit of Alaska's economy, environment and communities.*

## Article 2: Membership

### Section 1: Qualifications

All eligible parties shall apply to the Board for AMA membership approval, shall have interest in development of the mariculture industry in Alaska, and shall have paid annual dues. The Board of Directors is a subset of AMA membership, as outlined in Article 4: Section 2.

### Section 2: Classes

#### A. Organization Members

Any grower, harvester, processor, nursery or hatchery of shellfish or seaweed in Alaska, whether an individual, co-partnership, or corporation; regional or village corporations formed under ANCSA; tribes; community development quota (CDQ) groups; municipalities of the State of Alaska, and research entities shall be eligible to be Organization Members.

#### B. Individual Members

1. **Grower Members** - all ADFG operating permit holders shall be eligible.
2. **Enhancement Members** – all ADFG operating permit holders shall be eligible upon approval of CSHB41 (enabling legislation) and relevant regulations.

- C. **Associate Members** – government agency representatives (i.e. DNR, DEC, NOAA, etc.) supporting businesses or non-profits which are aligned with the purposes of the AMA are eligible to be Associate Members.

### **Section 3: Voting Privileges**

Organization Members and Individual Members receive membership voting privileges. Each Organization Member must delegate a representative to serve on the Board of Directors. Individual Members elect Board Members from their relevant class and region as outlined in Article 4: Section 2. Associate Members do not have voting privileges.

## **Article 3: Finances and Dues**

### **Section 1: Assessment of Membership Dues**

The Board at their first meeting shall set the annual membership dues, with the initial dues amounts tiered by membership class as follows: 1) Organization Members, \$X; 2) Associate Members, \$X; 3) Grower Members, \$X; 4) Enhancement Members, \$X. Dues amounts shall be set by the Board of Directors and reviewed on an annual calendar year basis. Revenues derived from dues assessments shall be used for non-profit activities of the AMA. Assessment shall be due by the start of each calendar year.

### **Section 2: Special Assessments**

As determined by the Board of Directors, special assessments to finance special service activities of the Association may be imposed on the membership as a whole or on members within specific region(s), by species, or as otherwise defined by the Board.

- A. Assessments are to be submitted to the full membership to be assessed via media such as US mail, email, phone, or in person for approval by a vote of 2/3 majority of the membership as long as quorum is met as set forth in Article X, Section XX. When a special assessment only effects a subgroup of the membership, only those affected by the assessment shall vote and require 2/3 majority of those affected to ratify the assessment.
- B. Special assessments shall be written to provide clear and succinct use of funds collected from membership and include direction on allowable use of any excess/unused funds remaining.

### **Section 3: Dissolution**

Upon dissolution of the AMA, its remaining assets, if any, shall be distributed to an organization described in Section 501(c)3, and exempt from taxation under Section 501(a) and to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code as now in force or afterwards amended.

## Article 4: Board of Directors

### Section 1: Powers

The Board of Directors shall have and may exercise all the powers of the AMA, including but not limited to the management and control of business and property, formulation of policies, the establishment of committees, and the delegation thereto of specific powers, duties, authorities to officers and agents, and the appointment and the definition of the responsibilities of the Executive Director.

### Section 2: Composition<sup>1</sup>

The Board of Directors shall consist of the following:

- A. Organization Members – number varies by membership – each Organization Member must delegate a representative to serve on the Board of Directors.
- B. Grower Members – (3) regional – SE, SC, SW<sup>2</sup>
- C. Enhancement Members – (1) – at-large<sup>3</sup>
- D. Ex-officio (voting) – (1) MRC Director<sup>4</sup>
- E. Ex-officio (non-voting) – (1) NOAA Aquaculture Coordinator; (1) ADFG Commissioner, or designee; (1) ADNR Commissioner, or designee; (1) Alaska Fisheries Science Center (AFSC) Aquaculture Coordinator, or designee.

<sup>1</sup>A member cannot choose to be both an Organization and Individual Member.

<sup>2</sup>The three (3) Grower Members are elected by growers by ballot voting, with one (1) Board seat from each of the three (3) distinct regions: Southeast (SE), Southcentral (SC), and Southwest (SW) Alaska. If a region has no Grower Members or those Grower Members cannot serve on the Board of Directors, the remaining Grower Members will vote on a Board representative to fill vacant Board seat(s).

<sup>3</sup>Upon approval of CSHB41 (enabling legislation) and relevant regulations, one (1) Enhancement Member will be elected to an at-large Board seat by the Enhancement Members.

<sup>4</sup>If the MRC director is not an employee within Alaska Sea Grant (ASG), an additional (1) ex-officio (voting) seat will be delegated to an ASG representative.

### Section 3: Qualifications

All members of the Board of Directors must be 18 years of age or older, shall be members of AMA in good standing, and stakeholders in the mariculture industry in the State of Alaska.

### Section 4: Duties

A director shall perform the duties of a director, including the duties of a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the AMA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

#### **Section 5: Regular and Special Meetings**

The Board of Directors shall hold four (4) regular meetings per calendar year, which shall be held at such time and place as the Board of Directors may decide. The President, or his designee, shall give notice of a regular meeting of the Board of Directors fourteen (14) days in advance of such meeting. Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, or by any two other members of the Board of Directors. Notice shall be given similarly as a regular meeting. All meetings may be held in person, via phone, internet, or other electronic methods.

#### **Section 6: Absences and Vacancies**

If any member of the board of Directors is absent from two (2) regular consecutive meetings of the Board of Directors, without having been excused by the President, the Board of Directors may declare that position vacant. When a vacancy occurs, or a Director has submitted a written resignation, or died, the President shall appoint a new director, subject to approval of the Board of Directors, to fulfill the unexpired term.

#### **Section 7: Quorum**

The majority of the directors serving on the Board of Directors, represented in person, shall constitute a quorum. A vote of the majority of all of the Directors present shall be required for the adoption of a motion. A tie vote shall fail.

#### **Section 8: Nominations, Elections and Appointments**

By sixty (60) days prior to the Annual Meeting, Grower and Enhancement Members shall submit nominations for those Board seats to be elected by Grower and Enhancement Members. Ballots will be sent electronically to all Grower and Enhancement Members no later than thirty (30) days prior to the Annual Meeting. Grower and Enhancement Members must submit their electronic ballots no later than fifteen (15) days prior to the Annual Meeting.

#### **Section 9: Terms of Office**

Terms of office for Directors shall be three years each, and the initial terms shall be staggered.

#### **Section 10: Annual Meeting**

During one (1) of the four (4) required Board of Directors meetings each calendar year, an Annual Meeting must take place to ratify elected Grower and Enhancement Board seats, accept

Organizational Board Members, elect officers, and assess membership dues. AMA members must be given fourteen (14) day notice.

## **Article 5: Officers**

### **Section 1: Designation and Election**

The officers of the AMA Board of Directors shall be the President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. The officers shall be members of the Board of Directors and elected by the Board of Directors annually. The officers and shall hold office at the pleasure of the Board of Directors.

### **Section 2: Term**

The term of office of all of the officers of the AMA Board of Directors shall be one year. Any officer may be removed, either with or without cause, at any time by action of the Board of Directors. An officer may resign at any time by delivering notice to the President or Vice President. A resignation is made effective when notice is accepted by the Board of Directors, unless the notice specifies a later date.

### **Section 3: President**

The President of the AMA shall preside at all full meetings of the membership, the Board of Directors and the Executive Committee. The President shall appoint members and chairs of the various committees as provided in Article 6, Section 2.

### **Section 4: Vice President**

In the absence of the President, the Vice President shall perform all the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed by the Board of Directors.

### **Section 5: Secretary**

The Secretary shall keep and maintain, or cause to be kept and maintained, an accurate record of all the proceedings of the membership meetings and meetings of the Board of Directors and a record of decisions of the Executive Committee. The Secretary shall oversee the voting process for members of the Board of Directors. The Secretary shall give notice of all meetings of the members, the Board of Directors, and Executive Committee and shall perform such other duties as may be prescribed by the Board of Directors.

### **Section 6: Treasurer**

The Treasurer shall be the chief financial officer of the AMA Board of Directors. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the AMA. The Treasurer shall deposit all moneys and other valuable effects in the name of and to the credit of the AMA

with such depositories as may be designated by the Board of Directors, provide detailed reports of the receipts and disbursements of the AMA at each annual meeting, and make available the account books for inspection of any members at any time.

## **Article 6: Committees**

### **Section 1: Executive Committee**

- A. The Executive Committee shall include the Officers and additional members as designated by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the AMA, with a spending limit of \$10,000 for any one transaction.
- B. The Executive Committee may conduct their business in person, in writing, by electronic mail (email), by phone, or by other electronic communication. Decisions made by the Executive Committee shall be ratified by the whole Board of Directors at the subsequent Board of Directors meeting.
- C. A majority (51%) of the Executive Committee shall constitute a quorum for the transaction of business, and the acts of a majority of those present at a meeting at which a quorum is present shall be required to adopt motions on behalf of the Board of Directors.
- D. The Board will determine if vacancies among the Executive Committee shall be filled. Filling vacancies will be done through a vote of the Board of Directors.

### **Section 2: Committees**

The Board of Directors may create committees to serve the ongoing purposes of the AMA. The President, in consultation with the Executive Director, and submit to Board of Directors approval, shall appoint the chair and members of the committees.

## **Article 7: General Provisions**

### **Section 1: Procedure to Amend**

Accept as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws by two-thirds majority vote of the entire Board of Directors at any properly noticed meeting of the Board.

### **Section 2: Fiscal Year**

The fiscal year of the AMA shall begin on the first day of January and end of the last day of December each year. The Board of Directors may change the fiscal period from time to time by a majority vote of the Board.

### **Section 3: Indemnification**

The AMA will maintain an indemnification policy for directors, officers, employees, and agents in accordance with applicable Alaska law.

**Section 4: Application of Bylaws**

Any conflicts or ambiguities in language among Articles of the Bylaws shall be resolved by the Board of Directors, considering the intent of the Bylaws taken as a whole.

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