

Bylaws of the Alaska Mariculture Alliance

DRAFT 2020-10-25

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). The location of the initial registered office is the Alaska Fisheries Development Foundation (AFDF), and the registered agent is AFDF. The registered agent and office may be changed from time to time upon resolution of the Board of Directors.

Section 2: Initiation of the AMA

To implement the initiation of the AMA, the Alaska Mariculture Task Force (MTF) will be responsible for accepting initial Full Members and ratifying the Full Members' representatives to the Board of Directors. Thereafter, the mission and responsibilities associated with the AMA will solely lie with the AMA Board of Directors and staff, as outlined below.

Section 3: 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 for approval as Full Members, 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. **Full Members** – any grower, harvester, processor, nursery or hatchery of shellfish or seaweed in Alaska¹, 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 Full Members.

- B. **Ex-officio** – MRTC Director² (voting); NOAA Regional Aquaculture Coordinator; Alaska Fisheries Science Center (AFSC) Director, or designee; ADFG Commissioner, or designee; ADNR Commissioner, or designee; ADEC Commissioner, or designee.
- C. **Associate Members** –supporting businesses or non-profits which are aligned with the purposes of the AMA are eligible to be Associate Members.

¹ Shellfish and seaweed enhancement permit holders will be incorporated into AMA membership upon approval of enabling legislation and relevant regulations.

²If the MRTC 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: Voting Privileges

Only Full Members and the MRTC Director (and, if applicable under ² above, ASG representative) receive voting privileges. Each Full Member must delegate a representative to serve on the Board of Directors.

Article 3: Finances and Dues

Section 1: Assessment of Membership Dues

The Board of Directors at their first meeting shall set the annual membership dues, with the initial dues amounts tiered by membership class as follows: 1) Full Members, excluding ex-officio members, \$75; 2) Associate Members, \$50. Dues amounts shall be subsequently set by the Board of Directors and reviewed on an annual calendar year basis. Revenues derived from dues shall be used for non-profit activities of the AMA. Dues shall be due within six (6) weeks of the Annual Meeting.

Section 2: Special Assessments

As determined by the Board of Directors, special assessments to finance special service activities of the AMA may be imposed on all Full Members or on Full Members within specific region(s), by species, or as otherwise defined by the Board. The assessment process will be defined by the Board.

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. The Executive Director may hire and direct staff as necessary.

Section 2: Composition

The Board of Directors shall consist of the following:

- A. Full Members – each Full Member must delegate a representative to serve on the Board of Directors.
- B. Ex-officio (voting) – (1) MRTC Director and (1) ASG representative, if applicable
- C. Ex-officio (non-voting) – NOAA Regional Aquaculture Coordinator; Alaska Fisheries Science Center (AFSC) Director, or designee; ADFG Commissioner, or designee; ADNR Commissioner, or designee; ADEC Commissioner, or designee, ADCCED Commissioner, or designee.

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 a representative of 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 of Directors 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 or his/her substitute 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 contact the member or organization regarding a replacement representative. When a vacancy occurs, or a Director has submitted a written resignation, or died, the President shall approve a new member representative as needed, subject to approval of the Board of Directors, to fulfill the unexpired term.

A member of the Board of Directors may designate his or her substitute representative.

Section 7: Quorum

The majority of the Directors serving on the Board of Directors, represented in person or virtually at regular or special meetings, 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

All new Full Member applications shall be submitted to the Board of Directors for approval. By thirty (30) days prior to the Annual Meeting, nominations for open Board of Director Offices shall be submitted to the President and/or Vice President for consideration by the Board of Directors for relevant elections at each Annual Meeting.

Section 9: Annual Meeting

During the first of the four required Board of Directors meetings each calendar year, an Annual Meeting must take place to accept any new Full Members, ratify the Full Members' representatives to the Board of Directors, elect Officers, and assess membership dues. AMA members and prospective 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. The Officers shall hold office at the pleasure of the Board of Directors.

Section 2: Term

The terms of office of the President and Vice President shall be two (2) years. The terms of office for the Secretary and Treasurer shall be three (3) years. Officers may serve consecutive terms. 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 regular 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 carry out the voting process for Officers of the Board of Directors and for other issues requiring Board action outside the regular meetings. 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 Board of Directors and shall handle all AMA financial obligations at the direction of the Board of Directors or the Executive Committee. 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 four (4) additional members of the Board, representing a diversity of sectors and/or geography, plus the MRTC Director. 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 purposes of the AMA. The President, in consultation with the Executive Director, and subject to Board of Directors' approval, shall appoint the chair and members of the committees.

Article 7: General Provisions

Section 1: Procedure to Amend

Except as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws by three-quarters majority vote of the Board of Directors present 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

Subject to the provisions of the AMA's Articles of Incorporation, the AMA shall indemnify and defend all present and former Officers, Directors, employees, or agents of the AMA against any expenses of any proceeding (including by or in the right of the AMA) to which they are parties because they are, or were, Officers, Directors, employees, or agents of the AMA, all as defined and to the fullest extent permitted by law, if it is decided that:

- (a) the person acted honestly and in good faith with a view to the best interests of the AMA; and
- (b) the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that conduct was lawful.

The AMA may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the AMA, or who is or was serving at the request of the AMA as an Director, Officer, employee, or agent of another entity against any liability asserted against such person and incurred by such person in any such capacity or arising out of such

person's status as such. The AMA's ability to indemnify such person against such liability shall be permitted by relevant 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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