

Aleutian Islands Waterway Safety Committee
Convening Workgroup
DRAFT Meeting Agenda
June 28th, 2017
9:00 AM
Alaska Maritime Agencies
Anchorage, AK
Teleconference

(641) 715-3580
Access Code: 511398#

Invitees:

Captain Paul Albertson, U.S. Coast Guard, Captain of the Port, Sector Anchorage
LT David Parker, U.S. Coast Guard, Sector Anchorage
Aaron Poe, Aleutian and Bering Sea Islands LCC
Geoff Merrell, Alaska Department of Environmental Conservation
Rick Entenmann, Alaska Marine Pilots Association
David Arzt, Alaska Marine Pilots Association
Mayor Frank Kelty, City of Unalaska
Andrew Mew, Alaska Maritime Agencies
Tim Robertson, Nuka Research and Planning Group
Sierra Fletcher, Nuka Research and Planning Group
Sara Nichols, Nuka Research and Planning Group

I.	Introductions	All
II.	Review and Approve Meeting Summary of May 16,2017	All
III.	Draft Charter	All
	i. Geographic Scope	
	ii. Entity Type, Non-Profit	
	iii. Committee Membership	
IV.	Board of Directors.....	All
V.	Next steps	All
VI.	Review action items	Sara Nichols
VII.	Set next meeting	
VIII.	Adjourn	

Meeting Materials:

16 May Meeting Summary
Example Committee Charter
Example Bylaws
PowerPoint Presentation

Aleutian Islands Waterways Safety Committee Convening Workgroup

Meeting Summary FINAL

**May 16th, 2017
Teleconference**

Attendees:

Captain Paul Albertson, U.S. Coast Guard, Captain of the Port, Sector Anchorage
Commander Hector Cintron, U.S. Coast Guard, Sector Anchorage
Aaron Poe, Aleutian and Bering Sea Islands LCC
Geoff Merrell, Alaska Department of Environmental Conservation
David Arzt, Alaska Marine Pilots Association
Mayor Frank Kelty, City of Unalaska
Andrew Mew, Alaska Maritime Agencies
Tim Robertson, Nuka Research and Planning Group
Sierra Fletcher, Nuka Research and Planning Group
Sara Nichols, Nuka Research and Planning Group

Opening remarks

The Aleutian Islands Waterways Safety Committee (AIWSC) is an important initiative for safe navigation in the region.

Purpose of the meeting and role of Nuka Research

This group will convene the organization we are currently calling the Aleutian Islands Waterways Safety Committee (AIWSC). The purpose of the meeting is to agree on a roadmap for establishing the Committee itself.

Nuka Research and Planning Group has been contracted as a facilitator, and is not a decision-maker in this process. This role includes facilitating meetings and the logistics involved, organizing and teeing up information for group decisions, administrating the website, providing a point of contact, keeping records, and managing the grant that is funding this process.

The role and expectations of the Convening Workgroup

The purpose of this Convening Workgroup is to recommend an organizational structure and identify the board of directors for a new AIWSC that will be entirely independent of the U.S. Coast Guard (USCG) or any other state or federal government agency. (These agencies will likely remain involved as non-voting, *ex officio* members of the committee going forward.) The USCG, Alaska Department of Environmental Conservation (ADEC) and the Fish and Wildlife Service (FWS), while being 100% in support of the establishment of the

AIWSC, must remain neutral. Their role is to support and promote the AIWSC, not control it.

The AIWSC Convening Workgroup is an ad-hoc group that will decide upon and create the initial Board of Directors for the AIWSC. Convening Workgroup members are asked to provide input based on their experience and knowledge of the region and maritime activities, with the goal of establishing an effective, sustainable organization. It is anticipated that group decisions will be based on consensus. Meeting summaries and other information will be shared on the AIWSC website with the concurrence of all members of the Convening Workgroup. The Convening Workgroup is expected to complete its functions over the course of 3 – 5 teleconferences between now and the fall of 2017 and then disband.

Key Actions/Decisions

The Convening Workgroup needs to decide/act on the following:

- Name of the organization
- Geographic scope
- Organizational structure and participation – *how Board seats will be designated (and key stakeholder groups)*
- Board of Director structure and initial membership
- Develop Committee Charter
- Advise on Bylaws – *but leave these to the Board once established*
- Share information with the public throughout the process

Both Alaska Native groups and the commercial fishing industry, while not directly represented on the Convening Workgroup, are recognized as significant stakeholders in the region and will have a representative at the table following the Convening Workgroup process.

Items to Disseminate

A draft news release announcing the formation of the AIWSC will be reviewed by the USCG legal team and will be distributed to participating workgroup members for final review and approval.

The website will serve as a repository for information to be shared with the public. It will be the “file box” for all documentation and the public record of the AIWSC. The names of the Convening Workgroup will be added to the website, now that all have met and agreed to participate.

Action Item Review

- Nuka Research will add the names of Convening Workgroup participants to the AIWSC website

- Participants will review and concur on the wording of the News Release once distributed; Nuka and USCG will disseminate to the media and members of the public once final wording is agreed upon.
- Participants will review the sample Charter and Bylaws for consideration at the next meeting

Next Meeting

All in attendance agreed that the last week of June is the best timeframe to use in developing the next meeting date.

Adjourn

Meeting adjourned at 3:08PM.

Meeting Materials:

- Convening Workgroup – Proposed Road Map
- Example Committee Charter
- Example Bylaws
- Proposed News Release



Sierra Fletcher 5/9/2017 9:12 AM

Comment [1]: Nuka will develop a logo for AIWSC

Charter

28th May 2015
(with amendments through 14th December 2016)

This Charter was approved on 28 May 2015 by the Cook Inlet Harbor Safety Committee Convening Work Group and amended by the CIHSC Board of Directors on September 22, 2015, November 4, 2015, September 29, 2016, and December 14, 2016.

Sierra Fletcher 5/9/2017 9:13 AM

Comment [2]: Note process: Charter developed by Convening WG, then amended by BOD.

>> Does this process seem appropriate for AIWSC? Is there a reason to do something different, or more information needed in order to decide?

1. Charter

This Charter establishes the **Cook Inlet Harbor Safety Committee (HSC)** mission, scope, organizational structure, and membership. This Charter may be amended by the Board of Directors.

2. Mission

The mission of the Cook Inlet HSC is to enhance marine safety and environmental stewardship through collaboration of the maritime community and other stakeholders.

The purpose of the Cook Inlet HSC is to provide a forum for identifying, assessing, planning, communicating, and implementing operational and environmental practices beyond statutory and regulatory requirements that promote safe, efficient and environmentally sound maritime operations in the Cook Inlet.

Maritime safety, accident prevention, and waterways management will be the primary focus of the Cook Inlet HSC. Planning and response to oil spills and hazardous substances is the domain of the Cook Inlet Subarea Committee, but the nexus of prevention and response planning will be considered by the Cook Inlet HSC.

The Cook Inlet HSC will accomplish its mission by developing Standards of Care and best practices for maritime operations in the Cook Inlet waterway. The HSC may act as an education and resource network for the dissemination of information to waterway users. The HSC may provide recommendations to regulatory bodies on maritime safety issues and seek actions to enhance maritime safety.

The HSC will serve as a subject matter expert for Cook Inlet and be the facilitator for bringing together all relevant maritime stakeholders to identify and resolve, when possible, waterway management issues through the adoption of best practices and Standards of Care.

3. Scope

The geographic scope for the HSC will be the Cook Inlet waterway encompassing the marine waters and coastal areas from the seaward boundary of a line drawn from the southernmost extremity of Kenai Peninsula at longitude 151° 44.0 W to East Amatuli Island Light; to Latx Rocks Light north of Shuyak Island; thence to the eastern most extremity of Cape Douglas.

Sierra Fletcher 5/9/2017 9:16 AM

Comment [3]: >> How might this be different for AIWSC?

Sierra Fletcher 5/9/2017 9:15 AM

Comment [4]: >> Does this require clarification or reconsideration for the Aleutians?

Given the APC context and current controversy, this has a heightened importance and likely sensitivity as compared to Cook Inlet.

Sierra Fletcher 5/9/2017 9:18 AM

Comment [5]: While it doesn't necessarily require a change to the Mission, the dissemination of information to the level of international shipping activity may warrant different mechanisms or approach than in a place like Cook Inlet

Sierra Fletcher 5/9/2017 9:23 AM

Comment [6]: >> What will be the geographic scope for AIWSC?

From the Kick off Meeting:

The geographic scope should include the Pribilof Islands to the north, the Shumagin Islands to the east and the southern great circle route to the south.

4. Organizational Structure

Cook Inlet HSC is an Alaska nonprofit corporation.

4.1 Corporate Board

The corporate Board of Directors oversees the organization and administration of the Cook Inlet HSC.

4.2 Cook Inlet Harbor Safety Committee (HSC)

4.2.1 The Board of Directors selects and appoints the HSC's primary voting members and their alternates, from a list of qualified applicants; except that, for member agencies or organizations listed in 5.1(n), (o), (p), (q) and (r), and for all non-voting member agencies or organizations listed in 5.2, the agency or organization is represented by a delegate appointed by the head of the respective agency or organization. With the exception of the Chair of the HSC, members of the Board of Directors are not members of the HSC.

4.2.2 The terms of primary voting members and their alternates shall be three years, except for the initial appointment where half of the committee will be appointed for two years to allow for terms to be staggered. Delegates of agencies or organizations serve for the term of appointment by their organization. There are no term limits. The Board may remove any Committee or Workgroup member for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board.

4.2.3 The Board of Directors appoints the Chair and Vice-Chair of the HSC from the voting membership. Each officer serves for a two year term, with no term limits.

4.2.4 The Board of Directors appoints the Chair and Vice-chair of the HSC work groups from the membership.

4.2.5 The Cook Inlet HSC is the deliberative body responsible for carrying out the mission of the organization. The HSC provides the forum for discussion of matters of waterway safety and management, and establishes appropriate best practices and Standards of Care for safe operations in the waterway. The HSC is responsible for development and adoption of a Harbor Safety Plan for the Cook Inlet Waterway.

4.3 Work Groups

The Cook Inlet HSC shall have the ability to establish work groups as needed to address specific issues. Work groups may be standing work groups working on specific, long-range strategic goals or they may be temporary ad-hoc work groups with short-term objectives. The HSC will establish mission or scope-of-work statements that will serve as a work group's guide for measuring progress and success.

Two standing work groups are established through this charter:

Sierra Fletcher 5/9/2017 9:36 AM

Comment [7]: >> Key decisions throughout this section, including:

- 1) Non-profit structure?
- 2) BOD focuses on oversight of organization, whereas Committee "does the work"?

- Navigational Safety Work Group to be chaired by a SWAPA Pilot
- Harbor Safety Plan Work Group to be chaired by USCG Sector Anchorage Waterways Management Chief

Work group members can include members of the HSC or subject matter experts as needed to accomplish the mission of the work group. Work group members are nominated by the Chair of the Work Group and confirmed by the Managing Board of Directors.

Work groups will operate by consensus of those present and shall present their recommendations to the HSC for approval.

4.4 Secretary

The Secretary of the HSC will be the Chief of Waterways Management Division from USCG Sector Anchorage or his/her designated representative. The Secretary will take notes/minutes during the meetings and provide updates/recommendations to the USCG Captain of the Port.

5. Membership

The membership of the Cook Inlet HSC includes voting and non-voting members.

5.1 Voting Membership

The voting membership seats will be filled by a primary and alternate members appointed from qualified applicants for each of the following 20 stakeholder categories:

- | | |
|---------------------------------------------|---------------------------------------|
| (a) Commercial Fishing Organization | (k) Harbor Tug Operators |
| (b) Environmental Organization | (l) Offshore Oil Production Operators |
| (c) Marine Oil Terminal Operators | (m) Recreational Boaters |
| (d) Tanker Operators | (n) SWAPA |
| (e) Liquefied Natural Gas Carrier Operators | (o) CIRCAC |
| (f) Dry Cargo Ship Operators | (p) Port of Anchorage |
| (g) Cruise Ship Operators | (q) Port MacKenzie |
| (h) Small Passenger Vessel Operators | (r) Port of Homer |
| (i) Ferry Operators | (s) Response/Salvage Organization |
| (j) Tug and Barge Operators | (t) Ship Agents |

In order to qualify as a member for seats 5.1(a), (d), (e), (f), (g), (h), (i), (j), (k), and (n) an individual must have maritime expertise as documented by one of the following:

- Has held or currently holds a Merchant Officer's credential,
- Has held or currently holds a position on a commercial vessel that includes navigational responsibility, or

Sierra Fletcher 5/9/2017 9:37 AM

Comment [8]: >> Who is on Committee, and how to ensure that the full range of key stakeholders is engaged? In Cook Inlet, there are some designated organizations (ie, Ports) and more seats designated by stakeholder group (ie, Ferry Operators).

- iii. Has or currently holds a position in a company that operates commercial marine vessels in Cook Inlet.

Individuals with onboard navigational experience will be given preference.

In order to qualify as a member for seats 5.1(b), (c), (l), (m), (o), (p), (q), (r), (s), and (t) an individual must reside in the Matanuska-Susitna Borough, Municipality of Anchorage, the Kenai Peninsula Borough, or another Alaska community that is contiguous to Cook Inlet and present evidence that they are a member or employee of an organization that represents their stakeholder group.

The member and alternate are charged with broadly representing their stakeholder group's interests. In order to provide effective representation, they are expected to communicate between themselves and with other members of their respective stakeholder group.

The Managing Board will appoint voting members from a list of qualified applicants, after a 30 day public solicitation for applicants.

The terms of voting members and alternates shall be three years, except for the initial appointment where half of the committee will be appointed for two years to allow for terms to be staggered. Primary and alternate members will likewise be staggered in the initial term. There are no term limits.

5.2 Non-Voting Membership

Non-voting members will include the following seats:

- a. U.S. Coast Guard (USCG)
- b. U.S. Army Corp of Engineers, Alaska District
- c. U.S. National Oceanic and Atmospheric Administration
- d. Department of Defense, Joint Base Elmendorf - Richardson
- e. Marine Exchange of Alaska
- f. Alaska Department of Environmental Conservation (ADEC)
- g. Alaska Department of Transportation and Public Facilities
- h. Kenai Peninsula Borough, Nikiski Fire Department

Sierra Fletcher 5/9/2017 9:41 AM

Comment [9]: >> Is this important for AIWSC? With some organizations based fully or partly in Anchorage – or globally – it may be too restrictive. On the other hand, it is one way to ensure the local focus and that local voices are heard.

6. Meetings

Meetings for the Cook Inlet HSC and various work groups are described below. Notice of all meetings, an agenda, and a meeting summary will be posted on the Cook Inlet HSC webpage.

6.1 Harbor Safety Committee Meetings

The Cook Inlet HSC will meet as necessary to carry out their mission, but at least quarterly. All meetings of the Cook Inlet HSC are open to the public and a limited public comment period will be provided on the agenda.

Meeting location will rotate between the Ports of Anchorage, MacKenzie, Nikiski, and Homer.

6.2 Work Group Meetings

Work groups will meet as necessary to carryout their mission. Meetings of work groups are not open to the public, but a meeting summary will be posted as a public document.

7. Governance

Governing rules for meetings shall be the Cook Inlet HSC Charter, and Robert's Rules of Order.

Members should strive to obtain a consensus on decisions and actions of the Cook Inlet HSC. Any official action or publication requires adoption by a simple majority of a quorum of the HSC. In matters requiring a vote, one vote is allowed per membership category and will be casted by the primary member, unless that person is not present at a meeting, in which case the vote will be cast by the alternate. The Chair will not vote except in the event of a tie vote, in which case the Chair will cast the deciding vote. A quorum of the Cook Inlet HSC shall be considered to be two thirds of the non-vacant seats of the HSC.

The Chair will develop agendas, distribute them to other members of the HSC, and post them on the Cook Inlet HSC website no fewer than 7 days prior to scheduled meetings.

Voting and non-voting members may participate in meetings telephonically at the discretion of the Chair, but votes cannot be cast telephonically.

Sierra Fletcher 5/9/2017 9:42 AM

Comment [10]: >> For consideration – Should the Charter be this specific, or allow for more flexibility based on who ends up on the Committee and budgeting going forward. Perhaps specify that meetings will always have a remote access option (weather, travel cost, etc.)

Sierra Fletcher 5/9/2017 9:42 AM

Comment [11]: Really?

Sierra Fletcher 5/9/2017 9:45 AM

Comment [12]: >> May want to reconsider due to travel logistics/costs...

BYLAWS
of
COOK INLET HARBOR SAFETY COMMITTEE

ARTICLE I - GOVERNING LAWS

Section 1. Adoption. These Bylaws are adopted by COOK INLET HARBOR SAFETY COMMITTEE, an Alaska nonprofit corporation, for the regulation and management of its affairs. In the event that any of these Bylaws are inconsistent with the Articles of Incorporation (“Articles”), the Articles govern.

Section 2. General Purposes and Powers. This corporation shall have the purposes or powers as are stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Alaska Nonprofit Corporation Act, or any successor legislation. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3. Primary Purpose. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the receipt of contributions for and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; including, but not limited to:

Providing a forum for identifying, assessing, planning, communicating and implementing operational and environmental practices beyond statutory and regulatory requirements that promote safe, efficient and environmentally sound maritime operations in Cook Inlet, Alaska.

ARTICLE II - OFFICES AND AGENCY

Section 1. Principal Office. The principal office (principal place of business) of this corporation in Alaska shall be located at such place as the Board of Directors from time to time may designate. In addition, the corporation may maintain other offices within or without the State of Alaska as its business requires.

Section 2. Registered Office. The registered office of this corporation is the corporation’s place of business address as registered with the State of Alaska. The corporation shall continuously maintain a registered office at a street address within the State of Alaska for the duration of this corporation. The registered office of this corporation is the same as the street address of the corporation’s registered agent.

Section 3. Registered Agent.

A. Appointment. The registered agent of this corporation is that person or entity upon whom any process, notice or demand, required or permitted by Alaska statutes to be served upon the corporation, may be served. A registered agent shall be appointed by the Board of Directors, and shall serve until a new registered agent is appointed. The registered agent may be either an individual resident of the State of Alaska, or a domestic or foreign Alaska corporation.

ARTICLE II - OFFICES AND AGENCY, Sec. 3(A), cont.

A new registered agent shall be appointed if the office becomes vacant for any reason, or the agent becomes disqualified or incapacitated to act, or if the corporation, through its Board of Directors, revokes the appointment. The registered agent shall immediately forward a copy of any process, notice or demand served on the registered agent to the President of the corporation.

B. Limitations of Appointment. The registered agent's authority is limited to accepting service for the corporation as provided in the Alaska statutes, and preparing and filing the biennial report for the corporation, upon request by the appropriate corporate officer. The registered agent is not an employee, officer, director or agent for the purpose of conducting any other business of the organization; and, therefore, the agent is not authorized to conduct any other business for the organization, including accepting service of subpoenas requiring testimony regarding the corporation or requiring production of the records of the corporation.

C. Resignation. The registered agent may voluntarily resign, and the Board of Directors shall accept that resignation, but only under the following conditions:

1. The agent must prepare and file the paperwork required in order to resign, with the appropriate state agency, and send a copy of such paperwork to the corporation by registered or certified mail, addressed to the principal office of the corporation as it is known to the agent, within five (5) days after the date of filing.

2. The effective date of resignation must be at least thirty (30) days after the date of the resignation is filed with the appropriate state agency.

Section 4. Change of Office or Agent. The Board of Directors shall ensure that notice of a change of the registered agent or registered office is submitted to the appropriate state agency.

ARTICLE III - MEMBERSHIP

The corporation has no members and the voting power of the corporation is vested in the Board of Directors. The corporation may establish one or more classes of members by amendment to these Bylaws. If such class or classes are established, the designation of the class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set out in these Bylaws. In the absence of such bylaws amendment, the corporation may use the term "member" to describe a supporter of the organization with no membership rights of the kind described in Alaska law.

ARTICLE IV - DIRECTORS

Section 1. Management. The Board of Directors is vested with the management of the affairs of this corporation.

Section 2. Qualifications.

A. The qualifications to become and remain a director of this corporation are as follows: directors must be over 18 years of age, and a resident of the State of Alaska. The board may establish other qualifications by resolution.

ARTICLE IV - DIRECTORS, Sec. 2, cont.

B. Employees of the corporation may not serve as board members while so employed or within one year after termination of employment. Spouses, children (including stepchildren), parents (including stepparents) or siblings (including half siblings) of employees of the corporation may not serve as board members.

Section 3. Number of Directors. The number of directors of this corporation shall be no less than three (3) and no more than nine (9). The initial Board of Directors is three (3) members. The initial Board of Directors shall designate the number of directors for the successor Board of Directors by resolution at the organizational meeting. A decrease in the number of directors shall not have the effect of shortening the term of an incumbent director.

Section 4. Term of Office. The directors shall be elected for a term of three (3) years, and shall serve until a successor is qualified and elected; except that the terms may be staggered so that one-third (1/3) of the members of the Board shall be elected each year. The initial Board of Directors shall set the seats and staggered terms of the successor Board of Directors by resolution at the organizational meeting.

Section 5. Election of Directors. The initial Board of Directors shall nominate and appoint a successor Board of Directors at the organizational meeting, which may also be the first annual meeting; after which, Board members shall be elected by the directors at the annual meeting. Nominating and election procedures may be established by resolution of the Board.

Section 6. Vacancy.

A. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled by Board of Directors appointment at a regular or special meeting, within six (6) months of the vacancy, or at the next annual meeting, whichever comes first. The newly elected board member filling a vacant seat shall serve for the unexpired term of the predecessor. The newly elected Board member occupying a seat created by an increase in the number of directors shall serve until the next annual meeting.

B. At any regular meeting with a quorum present, by majority vote of the Board members present, the Board of Directors may declare vacant the seat of any Board member who has four absences from regular meetings of the Board within any consecutive twelve month period.

Section 7. Resignation and Removal. A director may resign from the Board of Directors, by delivering a letter of resignation to the president, secretary or other director. The resignation is effective upon the date specified in the letter of resignation, or upon receipt of the letter of resignation if no date is specified in the letter of resignation. Any director elected or appointed to office may be removed by the Board of Directors whenever in its judgment the best interest of this corporation will be served. The removal is effective on the date of Board action to remove the director.

Section 8. Meetings of Directors.

A. **Location.** Meetings of the Board of Directors, annual, regular or special, shall be held at the principal or registered office of this corporation or at the place designated by Board resolution.

ARTICLE IV - DIRECTORS, Sec. 8, Meetings of Directors, cont.

B. Annual Meeting. An annual meeting of the Board of Directors shall be held each year, at a time and place designated by the Board. The purpose of the annual meeting is to nominate Board of Director candidates, to elect directors, and to transact any other business of the corporation.

C. Regular Meetings. Regular meetings of the Board of Directors shall be held at the date, time and place designated by Board resolution. The Board of Directors shall meet **at least quarterly.**

D. Special Meetings. A special meeting of the Board of Directors may be called by:

1. The president or vice-president in the absence of the president;
2. The secretary or treasurer; or
3. Two members of the Board of Directors.

Section 9. Notice of Meetings. Notice of a Board of Directors meeting shall be delivered no less than ten (10) days before a regular meeting or the annual meeting, and three (3) days before a special meeting. The notice may be delivered by mail, electronic mail, telephone, texting or in person. The notice shall include the date, time and place of the meeting, and, for special meetings, the purpose of the special meeting. If notice is by mail, the notice is considered delivered when deposited in the U.S. mail, addressed to the director at his/her address as it appears in the records of this corporation, with postage prepaid.

Section 10. Waiver of Notice. Attendance of a director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting, except where such director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A director may also waive notice of any meeting in writing.

Section 11. Board Quorum and Action.

A. A majority of the Board of Directors entitled to vote shall constitute a quorum for the conduct of all business. The act of a majority of the directors present at a meeting at which a quorum is present, by motion or resolution, shall be the act of the Board of Directors, unless a greater number is required under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation, or any provision of these Bylaws. The Board may by resolution establish rules to govern the conduct of Board meetings.

B. Any Board action required by law or under the Articles of Incorporation of this corporation, or these Bylaws, or any action which otherwise may be taken at any Board meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter of such consent. Such consent shall have the same force and effect as a unanimous vote.

C. Any Board action required or allowed to be taken by resolution under the Articles of Incorporation, or these Bylaws, shall be in written resolution form.

ARTICLE IV - DIRECTORS, cont.

Section 12. Responsibilities of Board. The Board of Directors has the following responsibilities and duties:

- A. Establish and annually review and evaluate the corporation's operations plan, and services provided by the corporation;
- B. Establish, review and approve an annual corporate budget and annual financial report;
- C. Establish, and review, evaluate and modify governing policies and procedures periodically, as appropriate;
- D. Employ employees if necessary;
- E. Appoint primary voting members and alternates from a list of qualified applicants to the Harbor Safety Committee.
- F. Any other duties as may be appropriate or authorized by law.

Section 13. Board Conflict of Interest. No officer or director of the corporation may have any financial interest, either directly or indirectly, in their own name or in the name of any other person or entity, in any business of the corporation about which such officer or director may be called upon to act or vote. No officer or director may represent, either as agent or otherwise, any person or entity, with respect to any application or bid for any contract or work about which such officer or director may be called upon to vote. No officer or director may take or receive, or offer to take or receive, either directly or indirectly, any money or other thing of value as a gift or means of influence in their vote or action in their official capacity. No spouse, child (including stepchild), parent (including stepparent) or sibling (including half sibling) of a director may be an employed by the corporation. The Board may adopt a conflict of interest policy as necessary to effectuate this section.

ARTICLE V - OFFICERS

Section 1. Description. The officers of this corporation shall consist of president, vice-president, secretary and treasurer. Two or more offices may be held by the same person, except the offices of president and secretary. The secretary may also serve as the treasurer, in which case that officer's title is secretary-treasurer.

Section 2. Election of Officers/Terms. Each of the officers of this corporation shall be elected and appointed for the term of one year by the Board of Directors. Each officer shall remain in office until a successor has been qualified and elected. The election of officers shall be held at the annual meeting.

Section 3. President/Vice President. The president's duties are as follows: (a) call and preside at Board meetings; (b) subject to the control of the Board of Directors, supervise and control the affairs of the corporation; (c) present a detailed report of the business affairs of the corporation at the annual meeting; and (d) perform any other duties incident to such office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be assigned by the Board of Directors. The vice-president shall perform the president's duties in the absence of the president.

ARTICLE V - OFFICERS, cont.

Section 4. Secretary. The secretary's duties are as follows: (a) ensure that minutes are kept of all meetings of the board of directors, (b) custodian of the corporate records; (c) ensure that membership rolls are established and maintained; (d) ensure that all notices are given as required by law or by these Bylaws; (e) ensure that documentation required by State or federal law for the corporation is filed in a timely and complete manner; and (f) perform any other duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors.

Section 5. Treasurer. The treasurer's duties are as follows: (a) responsible for all funds of the corporation and ensuring that such funds are deposited as required by the Board of Directors; (b) ensure that adequate and correct accounts of the corporation's properties and business transactions are kept; (c) render reports and accounting as required by the Board; and perform any other duties incident to office of treasurer and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors.

Section 6. Vacancy and Removal From Office. Should any officer resign, or the office become vacant for any other reason, the Board shall elect a successor to fill that office for the rest of the term at the first meeting following the resignation. Any officer elected or appointed to office may be removed by the Board of Directors whenever the best interest of this corporation will be served. However, such removal shall be without prejudice to any contract rights of the officer so removed. Removal from such office does not constitute removal from the Board.

ARTICLE VI - COMMITTEES

Section 1. Committees. Board committees may be established by these Bylaws or by resolution or charter approved by the Board of Directors. For each committee so established, the powers and duties, and operating procedures, shall also be established in these bylaws, or in the resolution or charter establishing such committee.

Section 2. Committee System. If the Board of Directors establishes committees, the Board may utilize a committee system, meaning that matters to be considered by the Board for action may first be referred to an appropriate committee by the Board, for consideration and recommendation. However, the majority of the Board members present at a meeting may elect to consider and act upon any business without committee referral. Matters may be assigned to the appropriate committee by the president or presiding officer at a meeting of the Board.

Section 3. Committee Duties. Board committees may make reports to the Board of Directors, advise the Board of Directors, or perform any other duty assigned by the Board of Directors.

Section 4. Appointment to Committees. Except as otherwise provided in these bylaws, or in the resolution or charter establishing the committee, committee members, including committee chairs, shall be appointed by the president at the annual meeting or when there is a vacancy on the committee.

ARTICLE VI - COMMITTEES, cont.

Section 5. Executive Committee. There is established an Executive Committee of the Board of Directors, which consists of the officers of the corporation, as established in Article V, Section 1, above. This committee has the following powers and duties: to meet and take action on behalf of the Board of Directors between regular Board meetings to the extent allowed by law; to take action as delegated by the Board of Directors; to make recommendations or report to the Board of Directors regarding any matter referred to it by the Board. All actions taken by the Executive Committee must be reported to the full Board of Directors at the next regular or special Board meeting. The president of the Board of Directors is the chair of the Executive Committee.

Section 6. Harbor Safety Committee. There is established the Harbor Safety Committee, which is a standing committee of the Board. The powers, duties, and operational procedures of this committee are as provided in the committee's charter, approved by the Board.

ARTICLE VII - GENERAL CORPORATE MATTERS

Section 1. Access to Records. All books and records of this corporation may be inspected by any director, their agent or attorney, for any proper purpose at any reasonable time.

Section 2. Change of Director or Officer. The Board of Directors shall ensure that notice of a change of director or officer is submitted to the appropriate state agency, if required.

Section 3. Code of Ethics Policy. The Board may establish a code of ethics to govern actions of Board members, officers, committee members and employees of the corporation. Violation of a provision of the written Board-approved code of ethics shall be grounds for removal from office, membership or employment.

Section 4. Confidentiality. Recognizing that confidential matters may from time to time come before the Board, all Board members, officers, committee members and employees of the corporation are subject to the provisions of the Alaska laws and Board policy governing confidentiality, to the extent they apply to the corporation and its directors, officers, employees and members. A violation of the provisions of such laws or policies shall be grounds for dismissal from office or employment.

Section 5. Corporate Records. The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors, individual committees, and members, if any. The corporation shall keep at its principal office a record giving the names, addresses, other contact information, and status (as voting or non-voting member) of its directors, officers, committee members and members, if any.

Section 6. Corporate Transactions. No application, bid, contract, transaction or instrument, whether verbal or in writing, or any term therein, shall be executed on behalf of the corporation or shall be effective to bind the corporation, without prior approval by the Board. The Board may delegate approval by resolution.

Section 7. Fiscal Year. The fiscal year of this corporation is January 1 to December 31.

ARTICLE VII - GENERAL CORPORATE MATTERS, cont.

Section 8. Indemnification. The corporation indemnifies the current and former directors, officers, committee members, members (if any) and employees of the corporation against any expenses actually and reasonably incurred by that person or entity in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party merely by reason of being or having been a director, officer, committee member, member or employee, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties. The corporation may negotiate to indemnify, defend and hold harmless a party in a contract to which the corporation is a party. The corporation may provide for other kinds of indemnification by Board resolution.

Section 9. Insurance. The corporation may obtain and maintain directors and officers liability insurance, if such insurance is available at a reasonable cost. The corporation may obtain other insurance policies, as necessary to protect the interests of the corporation.

Section 10. Loans. This corporation shall make no loans to any of its directors, officers, management or personnel employed by the corporation. No loan or other such instruments of indebtedness, or application or bid therefor, shall bind or be effective against the corporation without prior approval by the Board by resolution. Any loan or other such instrument of indebtedness, or application or bid therefor, executed in the name of and on behalf of the corporation shall be signed by the secretary and countersigned by the president; and shall have attached copies of the resolution of the Board of Directors, certified by the secretary, authorizing their execution.

Section 11. Name/Business Code. The corporation may use one of more business names that are different from the name of the corporation. The corporation may use any business code appropriate to the operations of the corporation.

Section 12. Nondiscrimination. The corporation, and its officers, directors, employees and agents shall not discriminate against any person because of that person's race, religion, color, national or ethnic origin, age, sex, physical or mental disability, marital status (or changes in marital status), pregnancy or parenthood in employment or the provision of services by the corporation.

Section 13. Nonliability of Directors, Officers, Employees or Members. No person or entity, merely by virtue of being a member, director or officer of the corporation, shall be liable for the debts, liabilities or obligations of the corporation.

Section 14. Signature Authority.

A. Except as otherwise provided by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation shall be signed by a designated signer(s), appointed as such by Board resolution. In the event the designated signer(s) is or are not available to sign, then the signature or countersignature shall be by the alternate signer(s) appointed by Board resolution. The provisions of this section shall not prevent the Board of Directors from establishing a petty cash fund or other funds to be managed as directed by the Board.

B. Contracts, leases, or other such instruments executed in the name of and on behalf of the corporation shall be signed by the secretary and countersigned by the president; and shall have attached copies of the resolutions of the Board of Directors, certified by the secretary, authorizing their execution. The Board may delegate authority to sign any contract, lease or the like by resolution.

ARTICLE VII - GENERAL CORPORATE MATTERS, cont.

Section 15. Special Tax Provisions. The Board of Directors shall ensure that corporate operations comply with the Special Tax Provisions in the Articles.

Section 16. Stock, Income and Dividends. This corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this corporation shall be distributed to its directors, officers or members. However, the corporation may pay compensation or reimbursement in a reasonable amount to officers and directors for services tendered or expenses incurred.

Section 17. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation of this corporation, or these bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to giving of such notice.

ARTICLE VIII - DISSOLUTION

The corporation may dissolve and wind up its affairs in compliance with the Alaska Nonprofit Corporation Act, the Articles, and these Bylaws; provided, however, that in the event of a corporate dissolution, any net proceeds of charitable gaming activities shall be distributed to another charitable gaming permittee, other than a multiple-beneficiary permittee, which has established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX - AMENDMENT

The power to alter, amend or repeal these bylaws, or to adopt new bylaws, is vested in the Board of Directors. Any such amendment may be made at any regular meeting of the Board and shall become effective at the conclusion of the meeting at which made, or at a later time so specified, provided that: the proposed amendment is presented to the Board at a meeting prior to the meeting at which a vote on the amendment is sought; and the amendment is approved by two-thirds (2/3) of the Board members serving at the time the amendment is voted on.

CERTIFICATE

I certify that these Bylaws were approved and adopted by affirmative vote of the Board of Directors of Cook Inlet Harbor Safety Committee at the September 22, 2015 organizational meeting.

DATE: 9-30-15

[Signature]
Secretary