

ORIGINAL

BYLAWS
of
ALEUTIAN ISLANDS WATERWAYS SAFETY COMMITTEE

ARTICLE I - GOVERNING LAWS

Section 1. Adoption. These Bylaws are adopted by ALEUTIAN ISLANDS WATERWAYS 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 the Aleutian Islands Region, 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.

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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.

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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 election 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. Removal of a director requires a two-third (2/3) vote by the full Board. 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.

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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.

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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 employee of 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.

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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 Board and Committee member 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. Removal requires a two-third (2/3) vote of the full Board. 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 or delegated to an appropriate committee by the Board, for consideration and recommendation or action. 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 Board meeting.

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.

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ARTICLE VI - COMMITTEES, cont.

Section 5. Executive Committee. The Board of Directors may establish an Executive Committee, which consists of the officers of the corporation, as established in Article V, Section 1, above. If established, 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. Waterways Safety Committee. There is established the Waterways 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 Board or committee 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.

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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 Aleutian Islands Waterways Safety Committee at the October 16, 2017 organizational meeting.

DATE: 12/13/2017

DocuSigned by:

 Secretary, Board of Directors