

BY-LAWS
OF
ALASKA FISHERIES DEVELOPMENT FOUNDATION, INC.
An Alaska Non-Profit Corporation

ARTICLE I

Principal Office

The principal office for the transaction of the business of the corporation, hereinafter, called "Foundation," is located at 900 Fifth Ave, Suite 400, Anchorage, Alaska 99501. The Board of Directors may at any time or from time to time change the location of the principal office within Anchorage, Alaska.

ARTICLE II

Purpose, Activities and Limitations

The purpose, activities and limitations of the Foundation, as set forth in its Articles of Incorporation, are:

1. To identify the research and development needs of the Alaskan seafood/fishing industry, solicit funding for projects and studies which address those needs, oversee those projects, and disseminate the resultant information to the public.
2. To work in cooperation with private citizens and organizations and with public officials and organizations at national, state and local levels to stimulate and encourage the development of programs in furtherance of the Foundation's purposes as stated therein.
3. To provide the industry lead in fisheries development.
4. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein, or necessary or incidental to the powers so conferred, or conducive to the attainment to the attainment of the purposes of the Foundation, subject only to such limitations as are or may be prescribed by state or federal law and the Articles of Incorporation.

The Foundation aims to establish cooperative research and development plans for those fishery resources that the Trustees believe have commercial potential. Thus, while the Foundation is a private, nonprofit corporation, it works closely with state, federal, and private organizations that share similar goals and objectives. This working relationship includes: (a) the identification of problems that require limited development; (b) the establishment of projects that will attempt to solve these problems; and (c) the clarification of each group's role in such efforts.

Foundation contracts are awarded to qualified individuals and organizations who use their expertise to ensure the wisest and most efficient use of time and money. Since 1978, over 600 projects or activities in harvesting, processing and/or marketing, supported all or in part by the Foundation, have been conducted.

The Foundation does not conduct research itself.

A. Purposes of the Foundation

The purposes of the Foundation as described in the Articles of Incorporation are as follows:

The object of incorporation shall be to form a nonprofit educational and scientific research and development organization, the purpose of which organization shall be:

1. To provide a nonpolitical, nonpartisan, industry-wide organization interested in the commercial development of the fisheries of Alaska.
2. To conduct business and plan industry research and development needs, secure financing, administer projects on contract, and disseminate results and conclusions.

ARTICLE III

Membership

The regions recognized by the Foundation are as follows:

- Region 1. Dixon Entrance to Yakutat
- Region 2. Prince William Sound and Cook Inlet
- Region 3. Kodiak to Chignik
- Region 4. Aleutian/Pribilof and Bering Sea

Each harvester member applicant may choose or will be assigned a regional affiliation. Processor and support memberships do not have a regional affiliation.

ARTICLE IV

Membership

Section 1. Class of Memberships

There shall be two classes of membership – voting and associate.

Section 2. Voting Membership.

A voting member shall be entitled to vote in membership matters and otherwise fully participate in the affairs of the Foundation. All voting members shall be eligible to serve as directors of the Foundation.

There shall be three categories of voting membership:

1. Commercial seafood harvesters.
2. Commercial seafood processors.
3. Commercial seafood industry support services or consumers, excluding government, research and educational institutions.

An applicant for voting membership shall designate the applicable category of membership for which it is applying and, if a harvester applicant, designate its regional affiliation, if any.

Membership may also be conditioned upon the payment of such single, periodic or special contributions to the Foundation as the Board of Directors shall provide.

Section 3. Associate Membership

An associate member shall not be entitled to vote in membership matters or be eligible to serve as a director of the Foundation. However, an associate member shall otherwise be entitled to fully participate in the affairs of the Foundation.

Section 4. Other Qualifications

(A) Each applicant for membership shall affirmatively demonstrate it has significant operations or participation in the Alaska commercial fishing industry. In this regard members shall provide the Board of Directors with evidence satisfactory to the Board of the applicant's purpose, objectives and operations.

(B) An applicant shall not be eligible for membership in the Foundation if there is a current member of the Foundation representing the same organization, corporation or other entity as the applicant.

Section 5. Application Procedure

(A) Any person, association, corporation or other entity desirous of becoming a member of the Foundation shall complete an application form provided by the Foundation and submit it to the Executive Director.

(B) The Executive Director shall review the application form and, upon finding it complete, shall submit applications for voting memberships for approval at the next regularly scheduled Board meeting at which membership applications are to be acted upon by the Board of Directors. The Executive Director shall approve applications for associate membership.

(C) The Board of Directors shall consider each voting membership applications in good faith and shall approve or reject each application upon a vote of no less than a majority at which a quorum is present.

(D) Any approval of an applicant for membership is conditioned upon that applicant paying Foundation dues in the amount and within the time period provided by the Board of Directors

Section 6. Resignation.

Any member may withdraw from the Foundation either by non-payment of dues or by giving written notice of such intention to the Board of Directors.

Section 7. Suspension.

A member may be suspended for a period or expelled for cause such as violation of any of the By-laws or rules of the Foundation, or for conduct prejudicial to the best interests of the Foundation. Suspension or expulsion shall be by a majority vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member at his last known address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place of the proposed action of the Board of Directors. The member shall be given an opportunity to be heard at the time and place in the notice.

ARTICLE V

Dues

Section 1. Annual Dues

Voting membership shall be conditioned upon the payment of an annual fee of \$450.00, \$750.00 for Sustaining members and \$1500.00 for Partners. Annual dues will be due and payable fifteen (15) days prior to each annual meeting. Annual dues for associate membership shall be set at \$150.00.

Section 2. Default and termination of Membership

When any member shall be in default in the payment of dues for a period of three (3) months from the time such dues become payable, the membership shall be terminated by action of the Board of Directors.

Section 3. In-kind Contributions

The Board of Directors may allow members to make donations of in-kind contributions of goods or services and credit such contributions as determined by the Board. Such in-kind contributions shall be accepted in payment of dues.

ARTICLE VI

Meetings

Section 1. Annual Meetings

The annual meeting of the members shall be held at a time and place within the State of Alaska designated by the Board of Directors no later than 150 days after the end of the fiscal year. The Board shall designate the time and place in a motion/resolution duly made, considered and passed at a regular or special meeting provided that the designated date shall permit the secretary sufficient time to send through the post office, at least twenty days and no more than fifty days before such meeting a notice thereof, addressed to each member at his last known post office address, but at any meeting at which all members shall be present, or at which all members not present have waived notice in writing, the notice required above may be waived.

Section 2. Special Meetings

Special meetings of the members of the Foundation may be called at any time by a majority of the Board of Directors or President of the Foundation or may be called by the Secretary on request of not less than one-fourth of the membership entitled to vote at the meeting. Such a meeting shall be held at such time in the State of Alaska, as shall be specified by the caller or callers of the meeting in the notice thereof. Notice of such special meeting shall be given in the manner stated above or telephonically to each member. Telephone notice need not state all the purposes for which that meeting is to be called but shall state generally the purpose for the meeting.

Section 3. Quorum

At all meetings of members a quorum of the voting members must be represented either in person or by proxy. A number of members which shall be equal to no less than one-fourth of the membership entitled to vote at such meetings shall constitute a quorum.

Section 4. Voting

The delegate of a member entitled to vote may vote in person or by proxy executed in writing by the member or by his attorney-in-fact.

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present is necessary for adoption of the matter.

Elections for Directors of the Foundation may be conducted by mail.

When the election is held by mail the election of a Director requires that at least one-quarter of the members entitled to vote in that election cast ballots, and that a majority of that quorum is necessary for the election of a Director.

Section 5. Order of Business

The order of business of all annual meetings of the membership shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Report of officers.
5. Reports of members of Board of Directors.
6. Reports of other committees.
7. Unfinished business.
8. Member comments.
9. New business.

Section 6. Delegates

All member organizations will select a natural person as delegate to the Foundation with no restrictions on the number of terms in office. The delegate will be the voting representative of that organization to the Foundation.

ARTICLE VII

Board of Directors

Section 1. Function and Qualification.

The business affairs and activities of this Foundation shall be managed, conducted and controlled by a Board of Directors consisting of natural

persons who must be United States citizens and of majority age under the laws of the State of Alaska and who are or represent members in good standing. Where not inconsistent with the express provisions of these By-laws, the Board of Directors shall have the rights, powers and privileges prescribed by law for directors of non-profit corporations in the State of Alaska.

Section 2. Number, Term and Composition of Board of Directors.

All Directors shall be elected for a two (2) year term. All terms expire at the conclusion of the annual membership meeting in the year of their expiration.

The composition of the Board of Directors shall be as follows:

(A) Five (5) Directors shall be elected to represent the harvesting sector of the Alaska commercial fishing industry, one each for Regions 1-4 as described in Article III and one at-large representative.

(B) Five (5) Directors shall be elected to represent at-large the processing sector of the Alaska commercial fishing industry.

(C) Three (3) Directors shall be elected to represent commercial seafood industry support services or consumers, excluding government, research and educational institutions.

Section 3. Nominating Committee.

The incumbent Board of Directors shall appoint a nominating committee who shall solicit nominations from the voting members for election of directors at the annual meeting.

Nominations shall be in writing and shall be accompanied by a biographical profile of the proposed candidate. Committee recommendations and back-up data on the proposed candidates will be submitted to the Board of Directors for review and approval not less than ten (10) days prior to the annual meeting.

Section 4. Election.

The Directors shall be elected by delegates of voting members of the Foundation at the annual meeting. The slate of candidates will consist of those individuals recommended by the nominating committee and approved by the Board of Directors as well as nominations accepted from the floor. The latter will require a demonstration of qualifications of fitness of the proposed candidate to serve which is equal to that required of candidates recommended by the nominating committee.

Section 5. Meetings of the Board

A regular meeting of the Board of Directors shall be held immediately following or concurrent with the annual meeting of the members, or any time as shall be called by the President or the Secretary upon the written request of two Directors.

Section 6. Notice of Board Meetings.

Notice of all Board meetings shall be given by mail to each Director and advisor at his last known post office address, no more than fifty (50) days before the date therein designated for such meeting. Notice for a special meeting shall be given in the manner stated above or telephonically to each Director and advisor. Telephonic notice is to be made at least seven (7) days and no more than twenty (20) days before such meeting. Notice for a special meeting either written or telephonic need not state all the purposes for which that meeting is to be called but shall state generally the purpose for the meeting.

Section 7. Executive Committee.

The Board of Directors shall elect an Executive Committee of not less than three (3) members. Said committee shall reflect representation from both the harvesting and processing segments of the Board of Directors. This committee shall have the power and authority to act on behalf of the Board of Directors with a spending limit of \$10,000 for any one transaction or project. All actions of the committee will be reviewed and ratified by the Board of Directors at their next meeting. Such delegation of authority shall not relieve any of the Board members of their responsibilities of office.

Section 8. Meetings of the Executive Committee.

The Executive Committee may establish its own rules as to notice, time, place and purposes of meetings. Meeting of the Executive Committee may be conducted telephonically.

Any action required or committed to be taken at any meeting of the Executive Committee may be taken by the majority assent of the members of the Executive Committee. Such assent need not be written in order to be acted upon; however, written assents should be filed with the minutes at the earliest possible time. Such assent shall be treated as a vote for purposes effective as of the date stated therein.

Section 9. Quorum.

At any meeting of the Board of Directors, a presence of seven (7) members of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time.

Section 10. Voting.

At all meetings of the Board of Directors each eligible Director present is to have one (1) vote.

Section 11. Vacancies.

Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise the same shall be filled expeditiously by majority vote at any properly constituted meeting of the Board of Directors, the term of such appointee to expire at the next annual meeting.

Section 12. Removal of Directors.

Unexcused absence from any two regular Board meetings shall be cause for removal of a Director. A Director may be removed for cause shown at any time as violation of any of the By-laws of the Foundation, or for conduct prejudicial to the best interest of the Foundation. Removal shall be by a majority vote of the Board of Directors, provided that a statement of the charges shall have been mailed to the Director at his last known

address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place given in the notice. Replacement of a Director removed for cause shall be by procedures outlined in Section 11 of the Article.

Section 13. Committees.

The Board of Directors by resolution adopted by a majority at any meeting may designate committees from among its members or advisors and may delegate such powers to said committees as shall be consistent with provisions in the By-laws and Articles of Incorporation. Each committee shall keep minutes of its proceedings and shall submit same to the Board of Directors.

Section 14. Action of Directors by Communications Equipment.

Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communication equipment means of which all persons participating in the meeting can hear each other at the same time.

Section 15. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, provided that a majority of the Directors shall consent in writing to such action. Such written consent shall be filed with the minutes of proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a vote of the Board of Directors.

Section 16. Ex-officio and Advisory Members.

The Board of Directors may appoint advisors to the Board at their discretion from time to time as they see fit. In addition, the Board may select ex-officio members to represent other industry related organizations.

Section 17. Compensation for Directors.

The Directors may receive compensation for their services as Directors and reimbursement for actual expenses incurred by them in attending meetings or transacting other official and authorized business of the Foundation.

Section 18. Indemnification of Board of Directors

Any Director of the corporation shall not be personally liable for monetary damages for the breach of fiduciary duty as a director. The Corporation shall indemnify a Director, officer or former Director or officer of the corporation, or a person who has served at its request as a Director or officer of another corporation against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a Director or officer, except in relation to matters in which that person adjudged, in the action, suit or proceeding to be liable for negligence or misconduct in the performance of corporate duty; and to make any other indemnification authorized by the Articles of Incorporation or By-laws, or resolution adopted after notice by the members entitled to vote.

ARTICLE VIII

Duties of Directors

Section 1. Management of Business.

The Board of Directors shall have general supervision and control of the business and affairs of the Foundation and shall make all rules and regulations not inconsistent with the Articles of Incorporation and applicable law for the management of the business and the guidance of its officers, employees and agents. It shall be the duty of the Board to ensure that there is an adequate accounting system and to require that proper records be kept of all transactions.

Section 2. Audits.

At least once each year the Board of Directors or its designated representative shall secure the services of a competent and disinterested Certified Public Accountant, who shall make an audit of the books and accounts of the Foundation and render a report in writing therein, which report shall be submitted to the Board of Directors and made available for inspection by the members.

Section 3. Depository.

The Board of Directors shall have the duty to select one or more banks or financial institutions to act as depositories of the funds of the Foundation and to determine the manner of receiving, depositing, and disbursing its funds and the form of checks, and person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will. Any or all of such powers may be delegated by the Board of Directors to the Treasurer or other agent.

Section 4. Executive Director.

The Board of Directors shall appoint an Executive Director who shall be the Chief Administrative Officer of the Foundation and have such duties and powers as the Board of Directors may delegate. The Executive Director shall report regularly to the Board of Directors on all business of the Foundation. The Executive Director shall serve as a non-voting ex-officio member of the Board of Directors and all committees of the Foundation. The Board of Directors shall determine the salary of the Executive Director and may terminate the services of the Executive Director by a two-thirds (2/3) vote of the members of the Board of Directors.

Section 5. Execution of Documents.

The Board of Directors may authorize any officer or officers, agent or agents, including the Executive Director, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation and such authority may be general or conditioned to specific instances. Unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purposes or for any amount.

Section 6. Bonding.

The Board of Directors may require fidelity bonding of any Director, officer, Executive Director, agent or other person, with the cost of such bonding to be borne by the Foundation.

ARTICLE IX

Officers

Section I. Officers.

The officers of the Foundation shall be a President, Vice-President, Secretary, and Treasurer, and such additional vice-presidents and assistant officers as the Board may elect. The offices of President and Secretary or Treasurer may not be combined; other combinations of offices may be held by the same individual.

Section 2. Qualifications of Officers.

All officers shall be members (or representatives of members) in good standing of the Foundation.

Section 3. Election.

The officers shall be elected by the Board of Directors at the annual meeting of the Board for a one (1) year term. Each officer shall serve until his/hers successor shall be elected and qualified or until he/she resigns or is otherwise disqualified.

Section 4. President.

The president shall preside at all meetings of the Board of Directors and the annual membership meeting, perform all duties usually performed by an executive and presiding officer, and sign such documents and obligations of the Foundation and performs such duties as may be authorized and directed by the Board of Directors.

Section 5. Vice-President

The Vice-President shall perform all the duties of President in the event of absence or inability of the President to serve.

Section 6. Secretary.

The Secretary shall keep at the principal office of the Foundation a book of minutes of all meetings of directors and membership, with the time and place of the meeting, how called or authorized, the notice thereof given, names of those present, and the proceedings thereof.

Section 7. Treasurer.

The Treasurer shall keep or cause to be kept adequate and correct books of account showing the receipts and disbursements of the Foundation, and an account of its cash and other assets. Such books of account shall be open to inspection at reasonable times by any director or member.

Section 8. Removal of Officers.

The Board of Directors may remove any officer with cause, at any time, by a majority two-thirds (2/3) vote of the full Board.

Section 9. Role of the Executive Director.

The Board of Directors appoints an individual to serve as Executive Director of the Foundation who serves at the Board's pleasure and who has such duties and powers as the Executive Committee delegates. The Executive Director regularly reports to the President, Vice President, Secretary and Treasurer on all business of the Foundation. The officers of the Foundation maintain oversight responsibility over the Executive Director. The Executive Director must be bonded and is an ex-officio member of the Board of Trustees and attends its meetings.

III. Political Activity

The Foundation, through its employees, officers and Trustees, shall not directly or indirectly engage in any political activity of any kind or nature involving the use of Federal Funds.

The Foundation, as a recipient of Federal money, is prohibited from using any Federal monies to pay lobbyists to influence executive and congressional decision-making in connection with the awarding and making of any contracts and grants.

The Foundation, as a recipient of Federal money, must disclose the names and amounts paid to lobbyists who influenced the awarding and making of any contracts and grants, even if paid with non-Federal funds.