

**BYLAWS
OF THE
SOUTHWEST ALASKA MUNICIPAL CONFERENCE
(An Alaska Non-Profit Corporation)**

**With Amendments Adopted by the Board of Directors at a Special Meeting on
February 12, 2016 and Approved by the Municipal Membership at the Annual
Membership meeting on March 4, 2016.**

ARTICLE I. PURPOSE

The purpose of the Southwest Alaska Municipal Conference (hereafter within these Bylaws referred to as "the Conference") shall be to advance the collective interests of Southwest Alaska people, businesses, and communities, and to help promote economic opportunities to improve the quality of life and influence long-term, responsible development. Collective interests are defined as regional in scope, with the intent to limit the Conference's involvement with divisive issues such that Conference members are not in conflict with each other or the Conference with respect to positions taken by the Conference.

ARTICLE II. OFFICES

The Conference shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by Alaska State Statutes. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Categories

There shall be two categories of membership:

"Municipal Members" shall be composed of those municipalities in the Bristol Bay, Kodiak Island, Aleutian Island, Alaska Peninsula, and Pribilof Island areas whose city council, borough assembly or other governing entity has voted to join the conference and who have paid membership dues. Each municipal member shall be entitled to one vote. Only municipal members may vote to elect municipal members of the Board of Directors.

"Associate Members" shall be composed of any other entity, profit and nonprofit, tribal government, unincorporated communities other than an individual person who has applied for membership and paid membership dues. Each associate member shall be entitled to one vote. Associate members may vote on all matters to come before the Conference except they may not vote to elect municipal members to the Board of Directors.

Section 2. Application for Membership

Any municipality, firm, association, corporation, partnership, profit or non-profit entity may become a member of the Conference by completing a written application form and by paying the annual dues. The Board of Directors reserves the right to review applications for membership.

Section 3. Membership Fees. There is an annual fee for membership, prescribed by the Board of Directors at the end of each fiscal year. The fee is due at the beginning of each fiscal year. The fee structure is as follows:

Municipal memberships: The fee categories for municipal membership is based on the number of people in the municipality or village government using State revenue sharing population statistics in the following manner:

Under 150

150 – 499

500 and over

Associate memberships: Associate memberships include the following classes:

1. For-Profit Businesses – Gross Revenues
 - a. Less than \$100,000
 - b. \$100,000 - \$499,999
 - c. \$500,000 - \$999,999
 - d. \$1,000,000 or more

2. Non-Profit Organizations, Tribal Councils, Schools. Etc. – Annual Budgets
 - a. Less than \$200,000
 - b. \$200,000 - \$499,000
 - c. \$500,000 - \$999,999
 - d. \$1,000,000 or more

Section 4. Members Contact Information.

All members must provide the Conference a mailing address, telephone number, electronic mail address and/or facsimile number that the Conference shall use to deliver notices and communications due to members. It is each member’s responsibility to ensure that information provided to the Conference is current and accurate.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Annual Meeting.

An annual meeting of the members shall be held during the months of ~~or~~ February or March in each year, at such time as may from time to time be fixed by the Board of Directors, for the purpose of electing Board members and officers, and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by a majority of the Board of Directors. The traditional fall meeting is a special meeting.

Section 3. Place of Meeting.

Meetings of the membership shall be held in Anchorage, though, when practical, one special meeting per year may be held within the region, with the location rotating from year to year.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day and hour of the annual meeting of members shall be delivered, either personally, by mail, or electronic mail to each member, not less than thirty (30) nor more than fifty (50) days before the date of such meeting. Written or printed notice stating the place, day and hour of any special meetings shall be delivered, either personally, by mail, or electronic mail not less than fourteen (14) days before the date of that meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the record of the corporation, with postage thereon prepaid. If electronically mailed, the notice of the meeting is deemed to be delivered if it does not return to sender as undeliverable.

Section 5. Quorum.

The presence, either in person or by proxy, of a majority of the municipal members of record of the Conference shall be requisite for and shall constitute a quorum for the transaction of business of all meetings of members.

Section 6. Voting.

At each meeting of the members, each municipal and associate member present, either in person or by proxy, shall have the right to cast one vote on each question, and never more than one vote. Once a quorum of municipal members has been established as set out in Article IV, Section 5, the vote of a majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control. Municipal members vote to elect municipal members and associate members vote to elect associate members to the Board of Directors. A question regarding special assessments of the membership shall require a two-thirds (2/3) majority vote.

Section 7. Proxies.

At any meeting of the members, each municipal and associate member entitled to vote may be represented by a proxy. Proxies shall be selected in a manner as may be determined by the member, which they represent and may be instructed by such member. The designation of proxies must be provided in writing to the Executive Director the day prior to the meeting. The power of the proxy to vote on any issue which may come

before the meeting will be presumed unless the written designation of proxy describes any limitations on the proxy's power.

Section 8. Resolutions.

A Resolution is a statement of the Conference's policy position on a significant issue affecting the Southwest Alaska Region. Resolutions may be adopted by either the Membership or Board of Directors. Municipal or associate members who introduce a resolution for consideration must provide at least one written copy of the resolution to the Executive Director prior to the meeting. In addition, written resolution procedures shall be established and approved by the Board of Directors.

The Board of Directors may choose to bring resolutions it has passed during the year before the Membership at its annual meeting for consideration and a vote. Resolutions may also be offered by any member of the Conference for introduction, debate, and adoption. All proposed resolutions will be reviewed and evaluated by the Board of Directors to determine if the policy position advanced by the proposed resolution advance the collective interest of the Conference as described in Article I. If the Board of Directors finds that a proposed resolution does not advance the collective interests of the Conference or has other reasons to find the proposed resolution objectionable it shall forward the proposed resolution to the membership with a recommendation to vote no or abstain on passage of the proposed resolution. The purpose of this transmission of the proposed resolution to the membership along with a recommendation to vote no or abstain is to assure an open discussion of the issue and provide transparency in demonstrating why it is not in the best interest of the Conference to vote on a particular resolution.

The Membership may revise a proposed resolution prior to vote to approve to make it more general in nature or remedy disqualifying features to make the resolution fulfill the collective interest of the Conference.

Section 9. Rules of Discussion.

"Robert's Rules of Order" shall be used as a guideline on all questions of parliamentary procedure in the conduct of meetings of the Board of Directors and at the Membership meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Qualification.

The affairs of the Conference shall be governed by a Board of Directors of not less than eleven (11) members. Six of the members shall be representatives of SWAMC municipal members. The remaining five (5) members shall be representatives of SWAMC associate members. The Board and Membership shall aim to promote diversity in its makeup.

Section 2. Selection.

The Board of Directors' membership shall be composed of three representatives from each of the following subregions:

- A. Bristol Bay sub-region: The boundaries will follow those which were established under the Alaska Native Claims Settlement Act (ANCSA) for the Bristol Bay Native Corporation.
- B. Kodiak sub-region: The Boundaries will follow those which were established under ANCSA for the Koniag Corporation.
- C. Aleutian-Pribilof sub-region: The boundaries will follow those which were established under ANCSA for the Aleut Corporation.

Two of the representatives from each sub-region shall represent and be elected by the municipal members of that sub-region. The third sub-regional representative shall represent and be elected by the associate members of that sub-region. Two additional associate at-large members shall be elected by the municipal and associate members voting together.

Board seats shall be for two-year terms. Seats will be referred to by the year in which they are up for election, with three municipal-member directors, two associate-member directors and the at-large member Seat A being elected in odd-numbered years, and three municipal-member representatives-directors, one associate-member representatives director, and, the at-large member Seat B being elected in even-numbered years. Written election procedures shall be established and approved by the Board of Directors.

Section 3. Resignation/Vacancy.

Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors. Vacancies on the Board of Directors by reason of death, resignation, removal by the Board (requires an affirmative vote of the majority of the Board of Directors), or change in sub-region residence, shall be filled by Board appointment from sub-region nominations until the next annual meeting. In filling a vacancy, the Board shall, as far as is practicable, preserve the various main interest and geographic representation on the Board. Notice of a vacancy on the board will be sent to all municipalities for a municipal seat and for an associate seat vacancy, to the associate members in the sub-region represented by the vacant seat. Notice of an at-large seat vacancy will be sent to all members. Vacancies will be held open for at least 30 days from the date of notice to allow adequate time for nominations to be offered.

Section 4. Powers and Duties.

The Board of Directors shall make all decisions regarding business of the Conference and the affairs of the Conference, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the members. The power of the Board of Directors shall include, but not be limited to, the following:

- A. accept or reject all applications for membership;
- B. establish dues for all categories of members;
- C. be responsible for financial management of the Conference, including:
 - a. establish and adopt an annual operating budget;
 - b. authorize any expenditure of Conference funds;
 - c. review quarterly financial reports; and
 - d. obtain independent audits as necessary.
- D. be finally responsible for all actions and decisions of the organization, including:
 - a. determining programs and policy areas in which the Conference shall be involved;
 - b. working to influence state and national policy affecting the economy of the region, including policies affecting fisheries, capital projects, tourism, transportation, small business development, and other areas;
 - c. representing Conference policy to the public and to appropriate governmental agencies; and
 - d. delegating to other boards and committees of the Conference implementation of programs.
- E. The Board of Directors shall serve as the Comprehensive Economic Development Strategy (CEDS) Committee, and perform such duties as required of CEDS committees by the United States Economic Development Administration. The Board may appoint additional SWAMC members to participate on the CEDS Committee.
- F. The Board of Directors shall serve as the Legislative Committee and shall monitor potential effects of legislation on Southwest Alaska, and work to advance SWAMC's legislative priorities and policies at the state and federal levels.

Section 5. Compensation.

No compensation shall be paid to the Board of Directors for its services. No remuneration shall be paid to a Board of Directors Member for services performed by him or her for the Conference in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before such services are undertaken.

Section 6. Regular Meetings.

Regular meetings of the Board of Directors shall be held in person or via teleconference at such time and place as shall be determined by a majority of the Board; provided, however, that meetings are held at least quarterly. Notice of regular meetings of the Board of Directors shall be given to each Board Member personally, by mail, electronic mail, telephone, or by facsimile, at least three (3) days prior to the day named for such meeting.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by the President on at least three (3) days' notice to each Board Member given personally or by mail, electronic mail, telephone or facsimile; which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President in

like manner, and on like notice, at the written request of a least three (3) Board Members. Special meetings may be held in person or via teleconference.

Section 8. Waiver of Notice.

Before or at any meeting of the Board of Directors, any Board Member may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board Member at any meeting shall be a waiver of notice by him of the time and place thereof. If all the Board Members are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum.

At all meetings of the Board of Directors, a majority, including at least three (3) municipal members, shall constitute a quorum for the transaction of business; and the acts of the majority present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting and reschedule it. At any such rescheduled meeting, provided a quorum is present, the business which might have been transacted at the meeting as originally called may be transacted without additional notice.

Section 10. Absences.

Any director who is absent from three consecutive regular meetings of the Board of Directors may be removed as Director by the vote of a majority of the remaining Board of Directors. Prior to removal, the Board will provide the absent Director an opportunity to show good cause for his/her absences.

Section 11. Ex-Officio Members.

Members of the Alaska Legislature from the region will be ex-officio members of SWAMC.

Section 12. Minutes.

Meeting minutes shall be prepared and approved by the Board to provide a complete record of actions of the Board of Directors. Minutes shall be retained in the registered office of the Conference.

Section 13. Telephone or Electronic Mail Polling.

The Board may take action by telephone or electronic mail polling without holding either a regular meeting or a special meeting if:

- A. The issue or matter upon which the Board is polled has been discussed at a regular or special board meeting; and
- B. A deadline for Board action expires before the next regular board meeting; and
- C. A Board quorum is unlikely to be established at a special meeting.

Any action taken by telephone or electronic polling requires unanimous consent.

ARTICLE VI. OFFICERS

Section 1. Designation.

The principal officers of the Conference shall be a President, a Vice-President, and a Secretary/Treasurer.

Section 2. Election of Officers.

The officers of the Conference shall be elected annually for one-year terms from among the municipal members of the Board of Directors by the associate and municipal members of the Board of Directors. The officers shall represent the three subregions of SWAMC. The office of President shall rotate every two years to a different sub-region.

Section 3. Removal of Officers.

Upon an affirmative vote of a majority of the Board of Directors, any officer may be removed, whenever in its judgment the best interests of the Conference will be served.

Section 4. Resignation/Vacancy.

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Vacancies by reason of death, resignation, removal by the Board, or change in sub-region residence, shall be filled by Board election until the next annual meeting. In filling a vacancy, the Board shall, as far as is practicable, preserve the various main interest and geographic representation on the Board.

Section 5. President.

The President shall be the chief executive officer of the Conference. He or she shall preside at all meetings of the members and of the Board of Directors, and serves as the Chair of the Executive Committee. He or she shall have all the general powers and duties which are usually vested in the office of president or chairman of a corporation, including but not limited to the power to call meetings, and represent the Conference to the public within the bounds set by the Board of Directors. The President may create *ad hoc* committees/taskforces as needed to carry out the goals of the Conference. In the absence of the President, the Vice President may chair the meeting or designate another person. In the absence of the President and Vice President, the Secretary/Treasurer shall preside.

Section 6. Vice-President.

The Vice-President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

Section 7. Secretary/Treasurer.

The Secretary/Treasurer shall serve as the Chair of the Finance Committee and shall ensure that full and accurate accounts of all receipts and disbursements are kept by the Conference; records of Board, Committee and Member meetings are maintained; and

reports on the financial condition of the Conference are made to the Board of Directors each quarter.

ARTICLE VII. STANDING COMMITTEES

Section 1. General Procedures.

- a. The Standing Committees of the Conference shall be as follows: Executive; Finance; Fisheries; Infrastructure; and Tourism. The Board of Directors may create additional Standing Committees as needed to carry out the goals of the Conference.
- b. The Board of Directors shall approve written committee appointment procedures, including committee composition, representation, and requirements for membership and participation. The Board shall appoint or ratify Committee Chairs and members of standing committees. The Board will authorize and define the powers and duties of all committees of the organization except as otherwise limited by these By Laws. Committee members shall serve on a voluntary basis.
- c. Each Standing Committee shall include at least one member of the Board of Directors.
- d. The Chair of any Standing Committee has the authority to establish subcommittees which concentrate on certain areas within the committee's scope.

Section 2. Executive Committee.

- a. An Executive Committee of the Board of Directors shall be established to execute the Board's responsibilities only between meetings of the Board of Directors. Within the Board-approved budget, the Executive Committee shall have authority to make transfers of up to \$20,000. All actions taken by the Executive Committee shall be reviewed by the Board of Directors at its next regularly-scheduled meeting.
- b. The Executive Committee shall be composed of the three officers and two other Board members to be elected by the Board of Directors.
- c. The term of office of an Executive Committee member shall be one year.
- d. Members of the Executive Committee shall be nominated to be representative of SWAMC's geographic subregions, as well as of its major project efforts, such as fisheries, tourism, and general economic development.
- e. The Executive Committee shall monitor personnel activities, assist and provide support to the Executive Director on personnel matters, review personnel policies, and make recommendations to the Board of Directors on personnel matters as needed.
- f. The Executive Committee shall work to strengthen and increase membership in the Conference, assist in communication with members, and identify and help to meet member needs.
- g. Vacancies on the Executive Committee needing to be filled at a time not coinciding with the SWAMC Annual or Fall Meetings shall be filled by nomination and vote of the Board of Directors.

Section 3. Finance Committee.

The Finance Committee shall monitor all financial activities of the Conference, including development and oversight of budgets, grant activities, and fundraising efforts. The Finance Committee shall be comprised of three members of the Board with expertise and interest in financial matters. The Secretary/Treasurer shall serve as the Chair of the Finance Committee.

Section 4. Fisheries Committee.

The Fisheries Committee shall monitor local, state, and fishery laws and policies to ensure that they are favorable to the fishing industry in Southwest Alaska, with the goal of increasing the opportunities for seafood processing and marketing by local residents. The committee shall consist of members from each of the three sub-regions (Kodiak Island, Bristol Bay, and Aleutian/Pribilof Islands) representing a blend of municipal and associate members, including at-large members.

Section 5. Infrastructure Committee.

The Infrastructure Committee shall work with public and private entities to improve infrastructure in Southwest Alaska as a means to enhancing commerce and economic development opportunities in the region. The committee shall consist of members from each of the three sub-regions (Kodiak Island, Bristol Bay, and Aleutian/Pribilof Islands) representing a blend of municipal and associate members, including at-large members.

Section 6. Tourism Committee.

The Tourism Committee shall monitor tourism activities throughout Southwest Alaska and recommend actions to the Board of Directors for the development and marketing of tourism resources of the region. The committee shall consist of members from each of the three sub-regions (Kodiak Island, Bristol Bay, and Aleutian/Pribilof Islands) representing a blend of municipal and associate members, including at-large members.

ARTICLE VIII. FISCAL MANAGEMENT

Section 1. Fiscal Year.

The fiscal year of the Conference shall begin on the first day of July every year. This date shall be subject to change by the Board of Directors, should corporate practice subsequently dictate, but not without prior approval of the membership.

Section 2. Books and Accounts.

Books and accounts of the Conference shall be kept under the direction of the Secretary/Treasurer and in accordance with standard practices of accounting.

Section 3. Audit.

At the close of each fiscal year, the books and records of the Conference shall be examined by a Certified Public Accountant or other person acceptable to the membership, whose report will be prepared and certified in accordance with the requirements of the membership. Based on such report, the Conference will make

available to the members a statement of its income and disbursements for each fiscal year.

Section 4. Inspection of Books.

Fiscal reports and the membership records of the Conference shall be available at the principal office of the Conference for inspection, at reasonable times, by any member or members.

Section 5. Execution of Corporate Documents.

With the prior authorization of the Board of Directors, all notes and contracts or other legal documents shall be executed on behalf of the Conference by the President.

Section 6. Use of Revenue.

The Board of Directors shall review and adopt an operating budget each year. Conference expenditures shall be made in accordance with the approved budget. Expenditure of grant funds will be made in accordance with individual grant requirements.

ARTICLE IX. NEWSLETTER

The Conference shall produce a Newsletter on at least a quarterly basis, which shall be circulated to Conference members, Legislators, and other interested parties.

ARTICLE X. AMENDMENTS

Amendments to these Bylaws and amendments to the Articles of Incorporation require adoption by the Board of Directors at any regular or special meeting. In addition, amendments require a majority vote of the municipal membership. Any proposals affecting these matters must be mailed to all members no less than two weeks prior to the meeting at which the requested action will be considered.

KNOW BY ALL THOSE PRESENT:

I, the President of the Southwest Alaska Municipal Conference, a non-profit corporation, hereby certify that the above and foregoing amended Bylaws for governing the operation and management of said Corporation, having been recommended for adoption by the Board of Directors of the Corporation were duly adopted by the membership as the Bylaws of this Corporation on the 4th Day of March, 2016.



Layton Lockett
President