

**BY LAWS  
OF  
PRINCE WILLIAM SOUND REGIONAL CITIZENS' ADVISORY COUNCIL, INC.**

**SECTION 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other places as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Alaska, as the Board may designate or as the business of the corporation may require from time to time.

**SECTION 2. MEMBERSHIP**

2.1 Class of Members. The corporation shall have two classes of members. Class I consists of members who are entitled to designate one or more individual representatives for election to the Board as voting Directors. Class II consists of members who are entitled to designate individual representatives for election to the board as non-voting directors. ~~Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.<sup>1</sup>~~

2.2 Membership.

2.2.1 Class I Membership. The following entities shall be Class I members of the corporation:

Alaska State Chamber of Commerce  
Cordova District Fishermen United  
Chugach Alaska Corporation  
City of Cordova  
City of Homer  
City of Kodiak  
City of Seldovia  
City of Seward  
City of Valdez  
City of Whittier  
Kenai Peninsula Borough  
Kodiak Village Mayors Association  
Kodiak Island Borough  
~~National Wildlife Federation<sup>2</sup>~~  
Prince William Sound Aquaculture Corporation  
Community of Chenega<sup>3</sup>  
Community of Tatitlek<sup>4</sup>  
Alaska Wilderness Recreation and Tourism Association<sup>5</sup>  
Oil Spill Region Environmental Coalition<sup>6</sup>, including Nunagpet<sup>7</sup>-Chugachmiut  
~~Environmental Protection Consortium<sup>8</sup>~~  
Port Graham Corporation<sup>9</sup>

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<sup>1</sup>Approved removal at Council Meeting 2-3 December, 2004

<sup>2</sup>Approved removal at Council Meeting 24-25 Sept. 1993.

<sup>3</sup>Approved change at Council Teleconference 8 July 1992.

<sup>4</sup>Approved change at Council Teleconference 8 July 1992.

<sup>5</sup>Approved change at Council Teleconference 8 July 1992.

<sup>6</sup>Approved change at Council Meeting 10-11 March 1994.

<sup>7</sup>Approved name change at Council meeting 14-15, March 1996.

<sup>8</sup>Approved removal at Council Meeting 9-10 March 2000.

<sup>9</sup>Approved change at Council Meeting 21-22, January 2010.

2.2.2 Class II Membership. The following entities are entitled to be Class II members of the corporation:

The United States Environmental Protection Agency  
The United States Coast Guard  
The United States National Oceanic and Atmospheric Administration  
The United States Forest Service  
The United States Department of the Interior  
The Alaska Department of Environmental Conservation  
The Alaska Department of Fish and Game  
The Alaska Department of Natural Resources  
Alaska Division of Homeland Security & Emergency Management ~~The Division of Emergency Services, Alaska~~<sup>10</sup>  
Department of Military and Veterans Affairs  
Oil Spill Recovery Institute<sup>11</sup>  
The Bureau of Land Management<sup>12</sup>

The entities named above become a Class II member under this section by designating an individual representative ~~under Section 2.4.2. Class II member may designate an individual as a non-voting representative of that member. A non-voting representative need not be a resident of the State of Alaska.~~<sup>13</sup> Each Class II member may designate one individual as a non-voting representative of that member. A non-voting representative need not be a resident of the State of Alaska.<sup>14</sup>

2.3 Voting Rights. Unless required by law, or unless the Board elects to submit any matter to the members for approval or adoption, no member or class of member shall have voting rights. Voting rights of members may be established by amendment to these Bylaws.

#### 2.4 Designation of Director.

2.4.1 Class I Members. Each Class I member shall designate one individual representative for election to the Board as a voting Director except for the City of Valdez, which shall designate two representatives.<sup>15</sup> The representative of the Chamber of Commerce shall ~~be involved in the tourism industry in areas that might be directly affected by an oil spill in Prince William Sound~~ represent the locally based tourist industry.<sup>16</sup> Each representative shall be a resident of the State of Alaska ~~with the intent of remaining as a permanent resident.~~<sup>17</sup><sup>18</sup> A resident is a person who is physically present in Alaska with the intent to remain indefinitely and make a home here and who has maintained a domicile in Alaska for the 12 consecutive months immediately preceding his or her appointment to the Board and is not claiming residency or obtaining benefits under a claim of residency in another state, territory or country.<sup>19</sup> ~~intends to make Alaska his or her home, does not claim residency in any other state, and meets two of the following criteria: a) Owns or rents a home in Alaska; b) Is a registered voter in Alaska and is not registered to vote in any other state; c) has a current Alaska driver's license and does not maintain a driver's license from any other state; d) earns primary income in Alaska and is not employed full time in another state.~~<sup>20</sup>

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<sup>10</sup> Amendment approved at Council Meeting 2-3 December, 2004

<sup>11</sup> Approved change at Council meeting December 1998.

<sup>12</sup> Approved change at Council meeting 18-19 September, 2006

<sup>13</sup> Approved change at Council Meeting 2-3 December, 2004

<sup>14</sup> Amendment approved at Council Meeting 2-3 December 2004. (Paragraph moved from old section 2.4.2.)

<sup>15</sup> Approved change at Council Teleconference 8 July 1992.

<sup>16</sup> Approved change at Council Meeting 19-21 March 1992 and 2-3 December, 2004

<sup>17</sup> Approve deletion at Council Meeting 19-21 March 1992.

<sup>18</sup> Approved change at Council Meeting 10-11 March, 2005

<sup>19</sup> Approved change at Council Meeting 10-11 March, 2005

<sup>20</sup> Approved change at Council Meeting 23-24 September 1999

2.5 Resignation. A member entity may resign at any time by delivering written notice from the member's governing board to the President, the Secretary, the Board, or to the registered office of the corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified upon delivery thereof, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

2.6 Removal. A member entity may be removed in any of the following ways:

(a) The Board may remove a Class I member that, after receiving notice of a vacancy in the seat of its designated Director and of its obligation to designate a successor Director, fails for a period of six months to designate a successor Director. Such a member may be removed by a majority of the remaining Directors. ~~even though less than a quorum.~~<sup>21</sup>

(b) The Board may remove a Class II member that, after receiving notice of a vacancy in the seat of its non-voting representative and of its obligation to designate a successor representative in order to continue its membership fails for a period of six months to designate a successor non-voting representative. Such a member may be removed by a majority vote of the Directors.

(c) The Board may remove a member entity whose designated representative Director or designated non-voting representative misses three consecutive Board meetings without excuse and, after written notice of the unexcused absences to the member, misses two additional meetings of the Board. The member entity subject to removal under this subparagraph shall be given written notice of the meeting of the Board at which its removal will be considered by certified mail, return receipt requested, not less than two weeks prior to the meeting. If due to resignation, removal or three consecutive unexcused absences, the number of remaining active Directors is reduced to less than a quorum, then an affirmative vote of not less than two-thirds of the remaining Board members<sup>22</sup> ~~majority of the remaining active Directors~~ may remove such a member. For purposes of this paragraph, an excused absence is one for which the Director or non-voting representative has obtained prior approval from the President for absence due to business, illness, death of close family member or close friends, or other equally compelling reasons. All other absences are unexcused.

(d) A Director may be removed by the affirmative vote of not less than two-thirds of the Board if the Director uses confidential PWSRCAC documents or information not available to the general public for any use other than PWSRCAC purposes or if the Director misrepresents PWSRCAC adopted positions or engages in behavior that the Board deems to be in conflict with PWSRCAC policies. The member entity whose designated Director is being considered for removal shall be given written notice of the meeting of the Board at which its removal will be considered by certified mail, return receipt requested, not less than two weeks prior to the meeting.<sup>23</sup>

### SECTION 3. BOARD OF DIRECTORS

3.1 General Powers. The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number. The Board shall consist of the number of Directors equal to the number of Class I members of the corporation plus one. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall reduce the number of Directors to less than three or have the effect of shortening the term of any incumbent Director.

3.3 Classification of Directors. The Directors of the corporation shall be divided into two groups: Group A and Group B.

3.3.1 Initial Classification. At the organizational meeting of the corporation, the Directors named in the Articles of Incorporation shall divide themselves by lot into two groups which

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<sup>21</sup> Approve change at Council Meeting 10-11 March, 2005

<sup>22</sup> Approve change at Council Meeting 10-11 March, 2005

<sup>23</sup> Approve change at Council Meeting 12-13 May, 2005

will serve staggered terms of office as follows: one-half of the Directors shall serve for a term ending on the date of the 1991 annual meeting of the Board (Group A Directors) and one-half of the Directors shall serve for a term ending on the date of the 1992 annual meeting of the Board (Group B Directors), or until their respective successors in each case are elected. If the number of Directors is changed, any increase or decrease shall be apportioned among the groups so as to maintain the number of Directors in each group as nearly equal as possible, and any additional Director of any group elected to fill a vacancy resulting from an increase in such group shall hold office for a term that shall coincide with the remaining term of that group.

3.3.2 Election of Directors. After the initial classification, one-half of the number of Directors fixed by these Bylaws shall be ~~elected~~ confirmed by a majority vote of the Board<sup>24</sup> each year at the annual meeting of the Board to replace the group of Directors whose terms expire that year. The Board shall confirm as Directors the representatives who are selected by the members whose designated Directors' terms expire on the date of the annual meeting and who meet the Director qualifications established in these Bylaws<sup>25</sup>.

3.3.3 Notice to Members. Not less than sixty days prior to the annual meeting of the Board<sup>26</sup>, written notice delivered by mail shall be given to each of the member entities described in Section 2.2 whose representatives' terms will be expiring ~~not less than sixty days prior to the annual meeting of the Board~~<sup>27</sup>. Such notice shall state that the term of the member entity's representative will expire on the date of the annual meeting and shall direct such member entity to notify the Board in writing of the name and mailing address of the successor representative within 30 days prior to the annual meeting of the Board so that the Board may properly give notice to the new Director of the annual meeting.

3.4 Terms of Office. With the exception of the Directors classified at the organizational meeting of the Board, and unless a Director dies, resigns or is removed, each group of Directors shall be elected for terms expiring on the date of the annual meeting of the Board two years subsequent to their election ~~and~~ or<sup>28</sup> until their successors are elected.

3.5 Annual Meeting. ~~The annual meeting of the Board shall be held during the month of March in each year, as close to March 24th as possible.~~<sup>29</sup> The exact time and place of the annual meeting will be set by the Board of Directors and notice of the meeting will be given to all members and directors at least 10 days in advance of the date set for the meeting. The purpose of the annual meeting is for electing directors and officers and transacting such business as may properly come before the meeting.

3.6 Regular Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution.

3.7 Special Meeting. Special meetings of the Board or any committee appointed by the Board may be called by or at the request of the President or, in the case of special Board meetings, one-third of the number of Directors fixed by these Bylaws, and in the case of a special meeting of any committee appointed by the Board, by the Chairman thereof. The person or persons authorized to call special meetings may fix any place either within or without the State of Alaska as the place for holding any special Board or committee meeting called by them.

3.8 Meeting by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or designated committee through use of a conference telephone call or similar communications equipment, by means of which all persons participating in

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<sup>24</sup>Approved change at Council Meeting 2-3 December, 2004.

<sup>25</sup>Approved change at Council Meeting 2-3 December, 2004.

<sup>26</sup>Approved change at Council Meeting 2-3 December, 2004.

<sup>27</sup>Approved change at Council Meeting 2-3 December, 2004.

<sup>28</sup>Approved change at Council Meeting 2-3 May, 2006.

<sup>29</sup>Approved deletion at Council Meeting 10-11 March, 2005

the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.9 Place of Meeting. All meetings of the Board or committee shall be held at the principal office of the corporation or at such other place within or without the State of Alaska designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors entitled to notice of the meeting.

3.10 Notice of Meetings. Notice of annual or special Board meetings and committee meetings stating the place, day and hour of the meeting, shall be given to each Director and each non-voting representative. Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meeting. Notice may be given in writing or orally by any of the following means.

3.10.1 Personal Delivery. If notice is given by personal delivery, the notice shall be effective as delivered to a Director or non-voting representative at least two days before the meeting.

3.10.2 Delivery by Mail. If notice is delivered by mail, the notice shall be deemed effective if deposited in the official government mail properly addressed to a Director or non-voting representative at his or her address shown on the records of the corporation with postage prepaid at least ten days before the meeting.

3.10.3 Delivery by E-Mail. If notice is delivered by e-mail, the notice shall be deemed effective if the content thereof is transmitted to the last-known address for the Director or non-voting representative at his or her address shown on the records of the corporation at least three days before the meeting.

3.10.4 Delivery by Facsimile Transmission. If notice is delivered by facsimile transmission, the notice shall be deemed effective if the contents thereof are transmitted to, ~~and~~ acknowledged by,<sup>30</sup> the office of a Director or non-voting representative, at his or her facsimile number shown on the record of the corporation, at least ~~five~~<sup>31</sup> three days before the meeting.

3.10.5 Oral Notice. If notice is delivered orally, by telephone or in person, the notice shall be deemed effective when personally given to the Director or non-voting representative at least two days before the meeting.

3.10.6 Effect of Failure To Give Notice To Non-Voting Representatives. Failure to give notice to a non-voting representative shall have no effect on the establishment of a quorum of the Board or on the ability of the Board to transact business.

### 3.11 Waiver of Notice.

3.11.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Alaska law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.11.2 By Attendance. The attendance of a Director at a Board or committee meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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<sup>30</sup>Approved change at Council Meeting 2-3 December, 2004.

<sup>31</sup>Approved change at Council Meeting 2-3 December, 2004.

3.12 Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting. The act of the majority of the Directors present at a Board meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Alaska law.

3.14 Action by Board Without a Meeting. Any action that could be taken at a meeting of the Board may be taken without a meeting if the Executive Director determines that it is time sensitive and requires action before the next regularly-scheduled Board meeting by polling the Directors either orally, by facsimile or by e-mail with responses to be made by any of the same means. The action shall be approved if an attempt is made to poll each Director and a majority of the number of Directors constituting a quorum respond in the affirmative. ~~if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which taken together, shall constitute one and the same document. Any such written consent.~~ A copy of any such poll<sup>32</sup> shall be inserted in the minutes book as if it were the minutes of a Board meeting.

3.15 Resignation. Any Director may resign at any time by delivering written notice to the President, or to the registered office of the corporation, or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.16 Removal. A Director may be removed from office, with or without cause, by the member that designated such Director by giving written notice to the Board. The member may simultaneously designate the Director's successor. A Director shall be automatically removed upon resignation or removal of the member that designated the Director.

3.17 Vacancies. A vacancy in the position of Director shall be filled by the Board which shall ~~elect the designee of the member which designated~~ confirm by a majority vote of the Board such Director, who shall meet the Director qualifications established in these Bylaws<sup>33</sup>. When a Director resigns, notice shall immediately be given to the member entity stating that the Director has resigned and requesting that the member entity notify the Board in writing of the name and mailing address of its designee for successor Director. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. In no case may a vacancy continue for longer than six months or until the next annual meeting of the Board, whichever occurs first.

### 3.18 Board Committees.

3.18.1 Creation of Committees. The Board, ~~by resolution adopted by a majority of the number of Directors fixed by these Bylaws,~~<sup>34</sup> may designate and appoint one or more standing or temporary committees, including an Executive Committee, from its own number and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board, these Bylaws and applicable law. The designation and appointment of any such committee and the delegation of authority thereto shall not relieve the Board or any individual Director of any responsibility imposed by law. The Board may also designate and appoint one or more standing or temporary committees that may include persons other than Directors, but it shall not delegate to any such committee any authority or responsibility imposed on the Board by law, the articles of incorporation or these Bylaws. Members may be appointed to the standing committees, other than

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<sup>32</sup> Approved change at Council Meeting 10-11 March, 2005

<sup>33</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>34</sup> Approved change at Council Meeting 2-3 December, 2004.

the Executive Committee, by the Executive Committee or by Board poll. Such appointments shall be ratified at the next meeting of the full Board.<sup>35</sup>

### 3.18.2 Authority of Committees.

3.18.2.1 Executive Committee. The Executive Committee shall be composed of the officers of the corporation other than the Executive Director<sup>36</sup> and a member at large and may include two additional members at large from the board of directors.<sup>37</sup> Subject to limitations on authority imposed by the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except that no such committee shall have the authority to (1) amend the Articles of Incorporation, (2) adopt a plan of merger or consolidation with another corporation, (3) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation, (4) authorize the voluntary dissolution of the corporation or revoke proceedings therefore, (5) adopt a plan for the distribution of the assets of the corporation, (6) amend these Bylaws, or (7) approve or substantially modify the corporation's budget and/or contractual commitments.

3.18.2.2 Other Standing or Temporary<sup>38</sup> Committees. ~~The corporation shall designate other standing or temporary committees including but not limited to the following standing committees:~~<sup>28</sup> The following are standing committees:

Terminal Operations and Environmental Monitoring Committee  
Oil Spill Prevention and Response Committee  
Port Operations and Vessel Traffic System Committee  
Scientific Advisory Committee  
Community Information and Education Committee<sup>39,4041</sup>  
Legislative Affairs Committee  
Finance Committee<sup>42</sup>

Each standing committee named in this section shall adopt policies that:

- A. Set the number of members required for a quorum, but in no event shall that number be less than three.
- B. Allow members to go on inactive status for a period of up to six months with advance notice to the committee and the affirmative vote of a majority of committee members voting at any regularly called meeting.
- C. Remove members who have been absent for a minimum of three consecutive meetings without communicating the reasons for the absence and setting a time for their return.<sup>15</sup>

Committees ~~other than an Executive Committee~~<sup>28</sup> named in this section<sup>28</sup> shall have and may exercise such authority as may be given to them by the Board. One or more directors shall be assigned to each standing committee ~~specifically~~<sup>28</sup> named in this section, with the exception of the Legislative Affairs Committee and the Finance Committee, which shall be composed entirely of members of the Board.<sup>43</sup>

3.18.3 Quorum and Manner of Acting. Three members<sup>44</sup> of the executive committee shall constitute a quorum for the transaction of business at any meeting of such committee. A

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<sup>35</sup> Approved change at Council Meeting 10-11 March, 2005.

<sup>36</sup> Approved change at Council Meeting 6-7 May, 1999

<sup>37</sup> Approved change at Council Meeting 6-7 May, 1999

<sup>38</sup> Approved changes/amendments at Council Meeting 28-29 September 2000

<sup>39</sup> Approved change at Council Meeting 17 September 1992.

<sup>40</sup> Approved disbandment at Council Meeting 24-25 Sept. 1993

<sup>41</sup> Approved reinstatement at Council Meeting 1-2 May, 2008

<sup>42</sup> Approved addition at Council Meeting 15-16 Sept. 2005

<sup>43</sup> Approved change at Council Meeting 15-16 Sept. 2005

<sup>44</sup> Approved change at Special Council TC 18 May 1994

majority of the number of Directors composing any committees established and fixed by resolution of the Board and consisting only of Directors shall constitute a quorum for the transaction of business at any meeting of such committee<sup>28</sup>. If less than a quorum is present at a meeting, a majority of such Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.4 Resignation. Any member of any committee may resign at any time by delivering written or oral<sup>45</sup> notice thereof to the President, the Secretary, the Board or the Chair of such committee, or by giving oral notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not therein specified<sup>46</sup>, the acceptance of such resignation shall not be necessary to make it effective.

3.18.5 Removal. The Board may remove from office any member of any committee elected or appointed by it but only by the affirmative vote of not less than a majority of the number of Directors fixed by these Bylaws.

3.19 Compensation. The Directors may receive compensation for their service as Directors and may receive reimbursement for expenditures incurred on behalf of the corporation. ~~Members may be reimbursed for expenses incurred in connection with the attendance by their designated Directors at meetings of the Board or committees of the Board of the corporation.~~<sup>47</sup>

3.20 Standards of Conduct: The PWSRCAC and its staff shall maintain high standards of ethical conduct.

A. No director or employee of the Council shall use his or her PWSRCAC membership, PWSRCAC property or PWSRCAC assets<sup>48</sup> in an official capacity to act in the name of the Council for the purpose of influencing the result of an election to or a nomination for any public elective office.

B. No director or employee shall pay, offer, promise, solicit or receive from any person, firm or corporation, either as a political contribution or a personal emolument, any money or anything of value in consideration of either support or the use of influence or the promise of support or influence in obtaining a Council decision or for any person, any appointive office, place or employment under the Council.

C. No employee of the Council, director or committee member shall have a financial interest that conflicts with the fair and impartial conduct of his or her duties. Council members with a financial interest shall ensure that it does not conflict with the fair and impartial conduct of his or her council duties.

D. Directors shall declare in writing on a form provided by PWSRCAC all personal and member financial ties to Alyeska Pipeline Service Company or members of the Alyeska consortium excluding normal commercial purchases of petroleum products. The declaration noted above shall be delivered as needed and at least once each year in writing to the President of PWSRCAC who will make copies available to all other PWSRCAC members.

E. A new director shall comply with the requirements of D above prior to being seated on the Board of Directors.

F. No director of the council may vote on any question in which the member has a direct financial interest. Financial interest shall be disclosed to the presiding officer prior to the vote on the question for a ruling on a request from the member with the financial interest to be excused from the

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<sup>45</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>46</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>47</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>48</sup> Approved addition at Council Meeting 15-16 Sept. 2005.

vote. The decision of the presiding officer on a request by a member of the governing body to be excused from a vote may be overridden by the majority vote of the council members present. ~~If there is not at least a quorum in attendance who are qualified to vote,~~ the remaining members present who qualify to vote do not constitute a quorum<sup>49</sup>, the matter shall be tabled until the next regular or special meeting at which a quorum qualified to vote on the matter are in attendance. A council employee or director may not participate in an official action in which the employee or director has a financial interest.

G. No Director shall engage in contractual services or receive any financial compensation from PWSRCAC except for per diem, or stipend and travel/meeting expense reimbursement.<sup>50</sup> This paragraph does not prohibit the occasional purchase by PWSRCAC of goods or services from a business in which a director has a financial interest provided that PWSRCAC pays no more for the goods or services than the business would charge to the general public and provided that the Executive Committee has previously approved the purchase of goods or service.

H. ~~No Director shall engage in contractual services or receive any financial compensation from~~ be an employee of Alyeska Pipeline Service Company, Trans Alaska Pipeline System Owner Companies or shippers of Alaska North Slope crude oil ~~except for purposes of emergency response or training for oil spills.~~ An employee is defined as a person who is hired by another person or business for a wage or fixed payment in exchange for personal services and who does not provide the services as part of an independent business<sup>51</sup>.

## SECTION 4. OFFICERS

4.1 Number and Qualifications. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers ~~and assistant officers~~<sup>52</sup> may be elected or appointed by the Board, such officers ~~and assistant officers~~ to hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. The Board may assign any officer any additional title that the Board deems appropriate. The Board may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authority and duties. The office of Chair of the Board and President shall be held by the same person. ~~Any two or more offices may be held by the same persons, except the offices of President and Secretary.~~<sup>53</sup> All officers, except the Executive Director, must be Directors of the corporation.<sup>54</sup>

4.2 Election and Term of Office. The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting may conveniently be held. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and unless, otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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<sup>49</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>50</sup> Approved change at Council Meeting 9-10 March 1995.

<sup>51</sup> Approved change at Council Meeting 15-16 Sept. 2005.

<sup>52</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>53</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>54</sup> Approved change at Council Meeting 6-7 May, 1999

4.4 Removal. Any Officer or ~~agent~~ member of the Executive Committee<sup>55</sup> elected or appointed by the Board may be removed by a majority vote of the Board whenever in its judgment the best interests of the corporation would be served thereby, ~~but such removal shall be without prejudice to the contract rights, if any, of the person so removed.~~<sup>56</sup>

4.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by a majority vote of the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President and Chair of the Board. The President shall preside over meetings of the Board unless another officer is appointed or designated by the Board as Chair of such meeting and shall perform such other duties as shall be assigned to her or him by the Board from time to time.<sup>57</sup>

4.7 Vice President. In the event of the death of the President or his or her inability to act, the Vice President ~~(or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers)~~<sup>58</sup> shall perform the duties of the President, except as may be limited by resolution of the Board, ~~with all the powers of and subject to all the restrictions upon the President to sign deeds, mortgages, bonds, contracts or other instruments.~~<sup>59</sup> The Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board.

4.8 Secretary. The Secretary shall: (a) keep, or cause to be kept, the minutes of the meetings of the Board and committees having authority of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep registers of the post office address of each Director; and (e) in general cause to be performed all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board. ~~In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.~~<sup>60</sup>

4.9 Treasurer. The Treasurer shall ~~have charge and custody of and be responsible~~ cause oversight to be performed<sup>61</sup> for all funds and securities of the corporation; receive and give, or cause to be received and given, receipts for monies due and payable to the corporation from any source whatsoever; and deposit, or cause to be deposited, all such monies in the name of the corporation in banks, trust companies or other depositories selected in accordance with these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board. ~~In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.~~<sup>62</sup>

4.10 Executive Director. The Executive Director is the chief executive officer of the corporation. He or she shall be appointed by, and serve at the pleasure of, the Board. The Executive Director shall administer all operations of the corporation, including the employment and supervision of all employees of the corporation. The Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. The Executive Director shall report to the Board annually, or more often if required to do so, setting

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<sup>55</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>56</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>57</sup> Approved change at Council Meeting 6-7 May, 1999

<sup>58</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>59</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>60</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>61</sup> Approved change at Council Meeting 2-3 December, 2004.

<sup>62</sup> Approved change at Council Meeting 2-3 December, 2004.

forth the result of the operations under his or her charge, and perform such other duties as from time to time may be assigned to him or her by the Board.<sup>63</sup>

4.11 Salaries. The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation.

## SECTION 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.3 Loans to Officers and Directors. No loans shall be made by the corporation to its officers or Directors.

5.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

5.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

5.6 Minutes of Meetings; Books and Records. The corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and committees having authority of the Board, and such other records as may be necessary or advisable.

5.7 Corporate Seal. The corporation may adopt a corporate seal.

5.8 Accounting Year. The accounting year of the corporation shall begin on July 1, and end on June 30<sup>64</sup>.

5.9 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## SECTION 6. INDEMNIFICATION

~~To the full extent permitted by the Alaska Nonprofit Corporation Act,~~<sup>65</sup> The corporation shall indemnify any person or entity who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she or it is or was a Director, officer, employee or member of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, whether for profit or not for profit, against expenses

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<sup>63</sup> Approved change at Council Meeting 6-7 May, 1999

<sup>64</sup> Approved change at Council Meeting 4-5 May 1995

<sup>65</sup> Approved change at Council Meeting 2-3 December, 2004.

(including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding so long as those proceedings or litigation arise from the person's affiliation with the Corporation and are within the scope of the person's official duties or powers<sup>66</sup>; and the Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Alaska Nonprofit Corporation Act. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

#### SECTION 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the number of Directors fixed by these Bylaws.

The foregoing Bylaws, as amended, were adopted by the Board of Directors on January 21, 2010.

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Cathy Hart  
Secretary

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<sup>66</sup>Approved change at Council Meeting 2-3 December, 2004.