

ARCTIC WATERWAYS SAFETY COMMITTEE BYLAWS

ARTICLE I NAME

The association shall be known as the Arctic Waterways Safety Committee of Alaska (“AWSC” or “Committee”).

ARTICLE II PURPOSE

The purpose of the Arctic Waterways Safety Committee is to bring together local marine interests in the Alaskan Arctic in a single forum, and to act collectively on behalf of those interests to develop best practices to ensure a safe, efficient, and predictable operating environment for all current and future users of the waterway. Recognizing this need, the Mission of the Arctic Waterways Safety Committee is to:

- II.1 Provide a proactive forum for identifying, assessing, planning, communicating, and implementing those operational and environmental best practices that promote the safe and efficient use of arctic waters from St. Lawrence Island/Norton Sound (not including the Yukon-Kuskokwim River Deltas) north through the Alaskan Chukchi and Beaufort Seas;
- II.2 Ensure the long-term health of the arctic ecosystem and marine mammals;
- II.3 Ensure the continued health, vitality, and safety of Alaska Native maritime subsistence hunters and the long-term food security of Alaskan arctic communities;
- II.4 Ensure the continued health, vitality, and safety of the full diversity of maritime users and local residents;
- II.5 Facilitate the continued safe and efficient economic development, commerce, and subsistence practices that are vital to local economies;
- II.6 Act as an educational and resource network through which ideas, materials, and procedures can be provided to persons interested in arctic marine safety and operations;
- II.7 Act as a resource at the request of governmental bodies and individual legislators regarding issues related to marine operational and environmental safety;
- II.8 Ensure that marine safety and environmental measures are coordinated with security initiatives.

ARTICLE III MEMBERSHIP

- III.1 Voting. The membership of this Committee shall be of one class. Each member will possess voting rights. Each member will have one (1) vote.
- III.2. Designation of Members. Membership shall comprise the following entities, or where appropriate, representative entities selected by members of the identified user categories:
- III.2.A. One representative each from the following: The Alaska Beluga Whale Committee, the Alaska Eskimo Whaling Commission, the Alaska Nanuuq Commission, the Eskimo Walrus Commission, and the Ice Seal Committee.
 - III.2.B. One representative each from the following: Oil & Gas, Tugs (Barges and Cargo), Mining, Fishing, and Alaska Marine Pilots.
 - III.2.C. One representative each from the following: The Municipality of Nome, the Northwest Arctic Borough, the North Slope Borough, one representative of a Regional Tribal Organization (Kawerak, Maniilaq, and ICAS) whose territory is contiguous to the waterway, and the Passenger Vessel Sector.
- III.3. Participation in the Committee.
- III.3.A. Representatives. Each member category shall appoint one individual to serve as its representative to the Committee. Appointments shall be in writing. Each member shall be entitled to: cast one vote, in person through its appointed representative, by mail, by electronic transmission, or by proxy; participate in meetings; and hold elected or appointed offices and positions.
 - III.3.B. Alternates. A member may designate an alternate to serve in the absence of the primary representative. An alternate will carry the same representation and voting rights as the primary representative but may not hold office and will not necessarily carry the same committee responsibilities as his/her primary member.
 - III.3.C. Ex-Officio Observers. The members shall invite representatives of the following entities and stakeholder groups to participate in meetings of the AWSC as Ex-Officio Observers: State of Alaska, University of Alaska (Marine Research), Marine Exchange of Alaska, U.S. Coast Guard, Inuit Circumpolar Council (ICC), OSRO/Marine Salvage, Science/NGO, student representation. The members may invite

additional stakeholders to participate as observers. Ex-Officio Observers shall not be entitled to vote.

III.3.D. Advisors. Advisors may be sought from the community of local, state, federal, and international governmental agencies that have an interest in arctic marine operations and environmental safety. Advisors may participate in meetings and be appointed to sub-committees and/or special projects. Advisors are not entitled to vote or to hold positions that have voting privileges.

III.3.E. Funding. Funding mechanisms shall be developed and approved by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

IV. The appointed representatives of all voting members shall constitute the Board of Directors. The Board of Directors will govern the Arctic Waterways Safety Committee.

ARTICLE V OFFICERS

V.1 There shall be four (4) officers of the Board of Directors. The officers shall be elected by the Board of Directors from the sitting representatives of the Committee members. The four elected officers of the Committee shall consist of a Chair, Vice Chair, Secretary and Treasurer.

V.1.A Chair. The Chair of the Arctic Waterways Safety Committee shall:

- V.1.A.1 Chair Board and other meetings;
- V.1.A.2 Manage such staff as may be retained by the Committee;
- V.1.A.3 Act as the liaison between the Committee and other entities;
- V.1.A.4 Appoint the chairs of all committees, with concurrence of the Board; and
- V.1.A.5 Serve as a member of all ad hoc and standing committees.

V.1.B Vice Chair. The Vice Chair of the Arctic Waterways Safety Committee shall:

- IV.2.B.1 President either at the request of or in the absence of the Chair;
- IV.2.B.2 Assume the temporary Chair of the Committee until an election can be held should the office of Chair be vacated;

and
IV.2.B.3 Assist the Chair as required.

IV.3.C Secretary. The Secretary of the Arctic Waterways Safety Committee shall:

IV.2.C.1 Record the minutes and keep records of the business of the Committee and Board Members; and

IV.2.C.2 Conduct correspondence for the Committee and the Board.

IV.3.D Treasurer. The Treasurer of the Arctic Waterways Safety Committee shall:

IV.2.D.1 Receive the monies of the Committee;

IV.2.D.2 Be accountable for the monies collected by and for the Committee;

IV.2.D.3 Be responsible to pay all bills approved by the Board/ Committee;

IV.2.D.4 Present treasury reports at Committee meetings; and

IV.2.D.5 At the annual meeting, present books for review.

IV.4 Election of officers will be held in odd numbered years.

IV.5 An elected officer will assume office at the conclusion of the annual meeting.

IV.6 The period of office will be two (2) years.

IV.7 Should an elected or appointed office be vacated during term, the Board of Directors shall hold a special meeting to elect a replacement for the remainder of the term.

ARTICLE V SUBCOMMITTEES, WORK GROUPS, AND CAUCUSES OF PARTICIPANTS

V.1 The Board of Directors may establish Subcommittees and Work Groups, as it deems necessary. Meetings shall be duly noticed and open to the public, in accordance with Article VII, to receive maximum participation.

V.2 Chairs and members of Subcommittees and Work Groups shall be appointed by the Chair with the concurrence of the Board.

V.3 Subcommittees and Work Groups should operate by consensus of those present and shall submit their recommendations to the Board of Directors for approval.

- V.4 During any meeting of the Committee or between Committee meetings, any group of Committee members may form a Caucus for the purpose of reaching consensus on a matter, that is before the Committee or that may be put before the Committee, of particular concern to the group of members.

ARTICLE VI REQUIRED ACTIONS

- VI.1 The Committee shall make recommendations on rules, regulations, guidelines and policies on Arctic Waterways Safety. The Committee may make recommendations or requests to other federal, state or local agencies.
- VI.2 The Committee shall prepare and publish an Arctic Waterways Safety Plan and annual updates. Approval by a minimum of two-thirds (2/3) of the members of the Board of Directors of the Committee, or their alternates, shall be required for adoption of the Arctic Waterways Safety Plan and its annual updates.

ARTICLE VII MEETINGS

- VII.1 Governing rules for meetings shall be the Arctic Waterways Safety Committee Bylaws, and Robert's Rules of Order.
- VII.2 Each Board member and alternate shall be provided a copy of the AWSC Bylaws and the Arctic Waterways Safety Plan.
- VII.3 The Committee will hold a minimum of two meetings per year, with at least a 30-day public notice.
- VII.4 The Annual Meeting of the Arctic Waterways Safety Committee shall be the first meeting of each calendar year. It shall be at a time and place agreed to by the Board of Directors and members of the Board shall attend in person.
- VII.5 Additional meetings may be called by the Chair, as needed, and may be held either in-person or through teleconference or videoconference.
- VII.6 The Board of Directors shall make every effort to reach consensus in its decision making and shall take votes only when all efforts at consensus have been exhausted. In the absence of consensus, a two-thirds vote of those members who are voting is required for an action.
- VII.7 Nine (9) members of the Board of Directors, or their alternates, shall constitute a quorum for the conduct of meetings of the Board. Should a quorum not be present, the Board may proceed as a committee of the whole, take public testimony, receive input on any agenda item duly noticed, but

cannot take action on any item. For meetings of Subcommittees and Work Groups, a majority of the members of the Subcommittee or Work Group shall constitute a quorum.

VII.8 Special meetings of the Committee may be called by the Chair or by any two members of the Board of Directors.

VII.9 Agenda for Meetings of the Board of Directors.

VII.9.A The Chair shall develop a draft meeting agenda in consultation with the members of the Board of Directors. The agenda shall be distributed to members of the Board, alternates, and interested parties no fewer than seven (7) days prior to the scheduled meeting.

VII.9.B Agendas shall include a brief general description of each item to be discussed, including whether a decision is to be taken on an item.

VII.9.C Each agenda item that requires Board action shall include time for public comment during meetings.

VII.9.D The Board may take action on an item not appearing on the agenda if the item came to the attention of the Board after the agenda was distributed and the members of the Board determine that an immediate need exists. This determination must be approved by two-thirds (2/3) of all Board members or, if fewer than two-thirds (2/3) of all members are in attendance, by unanimous consent of those members who are present.

VII.9.E A Board member or member of the public may discuss an item not on the agenda under New Business/Public Comments. However, no action may be taken on the item until such time as the item is duly noticed at a regular or special meeting, and time has been allotted to receive public input prior to Board action.

ARTICLE VIII GENERAL

VIII.1 Whenever any notice is required to be given to any member of the Committee, subcommittee or work group by law or by the Articles of Incorporation or these bylaws, such notice may be given by electronic transmission to the electronic transmission address of the person or entity entitled to receive such notice.

VIII.2 Board members and elected officers shall not receive any compensation for their services.

VIII.3 No loans shall be made by the Committee to any Board member or officer.

- VIII.4 The fiscal year shall begin on January 1 of each year and continue until the last day of December of the same year unless the board, by proper resolution, shall provide for a fiscal year having a different beginning and termination.
- VIII.5 In all circumstances and to the full extent permitted by the State of Alaska, every board member shall be indemnified by the Committee against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them, in connection with any proceeding in which the member may become involved by reason of having been a member of the AWSC, or any settlement of such matters whether the person is a committee member at the time such expenses were incurred, except in such cases where the committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the committee member may be entitled.
- VIII.6 The Committee shall retain such staff as the members deem necessary to carry out the administrative functions of the AWSC.

ARTICLE IX AMENDING BYLAWS

- IX.1 These Bylaws may be amended or revised by action of the full membership of the Board of Directors.
- IX.3 A two-thirds (2/3) vote of the Board of Directors is required to amend the Bylaws.
- IX.4 The bylaws shall become effective upon Committee approval and shall continue in force until amended or repealed.
- IX.5 Notice of a proposed amendment to the Bylaws and the nature of the proposed amendment must be given to all members at least 30 days prior to the vote.

ARTICLE X: CERTIFICATION

I certify that these bylaws were approved by the Arctic Waterways Safety Committee on _____ at _____, Alaska, by a vote of _____. This document is true and correct, and constitutes the official bylaws governing the Committee. These bylaws shall remain in force until amended or repealed in accordance with Article IX.

AWSC Chairman

ATTESTED:: _____
AWSC Secretary