

Reviewed 10/2006 – no changes.

**Bylaws
of
Cordova District Fishermen United**

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Adopted 09/17/2003

Bylaws of Cordova District Fishermen United, Inc.
(hereinafter referred to as “CDFU”)

ARTICLE I
PURPOSES

Section 1. The purposes for which this corporation is formed are set forth in its Articles of Incorporation.

ARTICLE II
MEMBERSHIP

Section 1. CDFU shall have four classes of members: General, Division, Supporting, and Honorary.

Section 2. General membership shall be open to those persons who have, are, or will be engaged in the producing, harvesting, tendering or processing of fish or aquatic products in the Prince William Sound Area, also known as Regulatory Area E.

Section 3. Division membership shall be open to those persons who qualify as General Members of CDFU and who hold a Commercial Fisheries Entry Commission Limited Entry Permit for fishing in the respective Area E fishery.

Section 4. Supporting membership shall be open to those persons or organizations who desire to support the purposes and goals of CDFU.

Section 5. Honorary membership shall be open to those persons who have been members of CDFU, or the Cordova District Fisheries Union, or both, for at least five years and who are age sixty-five or older.

Section 6. Each person or organization desiring General, Division, Supporting, or Honorary membership in CDFU shall submit a signed membership application to CDFU. The Board of Directors reserves the right to refuse any application for membership.

Section 7. Membership in CDFU and its divisions shall be for a period of one year commencing on the day on which the application is accepted and dues are paid, whichever occurs later, and ending 365 days after membership commences.

Section 8. The dues for each class of membership shall be set as determined by the Board of Directors. An Honorary Member shall be exempt from paying general membership dues, but must pay Division dues if he or she joins a Division. Should the CDFU incur or anticipate a deficit in its operating capital, the Directors may request a per capita assessment of its General Members, Division Members, or both. Any such assessment shall be submitted to the respective members by mail ballot and must be approved by a majority of the members voting. As determined by the Board of Directors, collected assessments may or may not be credited toward the paying members' dues for the following membership year.

Section 9. Membership in CDFU shall not be assigned or transferred from any member to another person or organization. No person or organization may purchase at an execution sale, acquire as an heir or devisee, or succeed by operation of law or otherwise to any membership rights in CDFU.

ARTICLE III VOTING RIGHTS AND MEETINGS OF THE MEMBERSHIP

Section 1. Each General member shall have one vote on all matters properly referred to the General membership. No General member shall vote on any matter which is the vested concern of any Division of CDFU unless that General member is also a member of that Division.

Section 2. Each Division member shall have the voting rights of a General member and shall have one vote on matters which are the vested concern of that Division. A matter which a Division determines to impact the harvesting, tendering, processing, marketing, regulation, or allocations of aquatic products by its members shall be a vested concern of that Division. A matter may be the vested concern of more than one Division.

Section 3. Supporting members shall have no voting rights in CDFU or its Divisions.

Section 4. Each Honorary member shall have the voting rights of a General Member and any Division of which he or she is a member.

Section 5. A General or Division member may cast one proxy vote on any matter which the owner of that vote could have properly voted. No member may cast more than one proxy vote and no General member may cast the vote of a Division member unless he or she is a member of that Division. A proxy is valid only if it is in writing, is signed by the owner of that vote, is notarized or witnessed by a member of CDFU other than the holder of the proxy, and is presented to the Secretary of CDFU or the Chair before the meeting at which it is cast. A proxy must specify the issue or issues on which it may be cast and it may only be cast on that issue or issues.

Section 6. An annual meeting of CDFU membership shall be held during the month of May or June in Cordova, Alaska at a place designated by the Board of Directors. At this meeting, the members shall nominate candidates for the upcoming mail ballot election of the Board of Directors.

Section 7. The election of Directors, as well as any question to be voted on at a membership meeting, may be submitted by mail ballot.

Section 8. Special meetings of CDFU membership may be called by the President, by the Board of Directors, or by a written petition specifying the purpose of the meeting which is presented to the President and signed by not less than fifteen voting members. Notice of a special meeting shall be posted in writing at CDFU's principal place of

business at Cordova, Alaska, and shall be disseminated by other reasonable means, provided any notice shall be first given not less than forty-eight hours before the convening of this meeting. At a special meeting, any matter properly brought before the membership may be considered.

Section 9. For all annual and special meetings, a quorum shall consist of 10 percent of the current general membership. Proxies shall be counted toward a quorum. A majority of the votes of members who are present or represented by proxy at a meeting at which a quorum is present shall be required to decide questions. The proceedings of these meetings shall be governed by Robert's Rules of Order except that a motion for reconsideration of a failed motion may be made only twice on that issue. Any voting member may move for reconsideration of a failed motion.

ARTICLE IV DIVISIONS

Section 1. There shall be internal divisions within CDFU as determined by the Board.

Section 2. Divisions within CDFU allow General members who are participants in the respective fisheries to associate, form positions and policies, and take action on issues which are the vested concern of a Division or of specific interest to Division members. Neither the General membership, the Board of Directors, nor any other Division shall have veto power over the policies and positions of, or actions taken by, a Division. The policies and positions of, or actions taken by, a Division shall not be binding upon CDFU or any other Division unless adopted by CDFU or another Division. If the policies and positions of, or actions taken by, a Division have not been adopted by CDFU or another Division, the Division shall take all reasonable steps in communicating with persons, organizations, and agencies outside CDFU to identify said policies and positions or actions taken as representing that Division only and not CDFU or any other Division.

Section 3. Each Division shall elect Co-Chairs for a two-year term, commencing at the meeting of the Board of Directors at which new directors are sworn in, and ending when successor Co-Chairs are sworn in approximately 24 months later. The Co-Chairs of each Division will also fill the seats on the Board of Directors designated for the Co-Chairs of each Division.

Section 4. Nominations for and election of Co-Chairs of each Division shall be made in conjunction with nomination and election of directors as specified in Article V, Section 3, below. Only Division members may nominate or vote to elect the Co-Chairs of each respective Division.

Section 5. Special meetings of a Division may be called by either Co-Chair of each respective Division. Notice of a special Division meeting shall be posted in writing at CDFU's principal place of business at Cordova, Alaska, and shall be disseminated by any other reasonable means not less than six hours before the convening of that meeting. At a special meeting, any matter properly brought before the membership may be considered.

Section 6. For all Division meetings a quorum shall consist of 10 percent of the current Division membership. Proxies shall be counted toward the quorum. At Division meetings, any matter submitted to its members shall be decided by a majority vote of those members voting. Any member of CDFU may attend Division meetings although only members of that Division may vote.

Section 7. Division meetings shall be presided over by either Co-Chair. Meetings shall be governed by Robert's Rules of Order except that motions for reconsideration of a failed motion may be made only twice on that issue and any voting member may move for reconsideration of a failed motion. At each meeting, the Co-Chair shall appoint a secretary who shall record the minutes and file the same with the CDFU.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management of the business, affairs, and property of CDFU shall be vested in a board of eleven (11) or more directors. Five directors shall be elected from the General Membership and shall serve as Directors At Large. All remaining seats on the Board of Directors shall be filled by the Co-Chairs, of the Gillnet Division, the Seine Division, the Pound Division, and any other Division authorized by the Board of Directors. Each Director must be a member in good standing of CDFU.

Section 2. Each Director shall serve a two-year term, commencing when he, or she, is sworn in by the Board of Directors at its Directors meeting in September, and ending when a successor director is sworn in by the Board, approximately twenty-four months later. The terms of directors shall be staggered so that the number of terms ending in one year does not exceed a bare majority of the number of directors. The Board of Directors may alter the length of terms of directors first elected after these bylaws are adopted, or at such other times, as necessary to achieve such staggering of terms.

Section 3. Nominations for directors whose terms will expire in a given year shall be taken at the annual membership meeting and by phone, fax, or e-mail. Nominations for directors to fill the seats designated for the Co-Chairs of each Division may only be made by members of each respective Division. The Board shall set a time for nominations to close, after which the nominees shall be placed on a mail ballot which shall be mailed to the members at their addresses of record at CDFU. Ballots must be returned to and received by CDFU no more than thirty days after being mailed by CDFU. CDFU will tally the mail ballots which have been timely received and announce the results. Those candidates receiving the highest number of votes shall be elected as Directors At Large or to the director seats designated for Co-Chairs of each Division. In the event of a tie in the voting for Directors At Large, or for Co-Chairs of a Division, a winner will be determined by a coin toss.

Section 4. A director may be removed from office for cause by a vote of not less than two-thirds of the members present at an annual or special membership meeting. Such director shall be informed of the cause for removal at least ten days before such meeting and shall have an opportunity to present witnesses and be heard in person or be represented by counsel. At this meeting, written charges shall be presented and shall be filed with the minutes of the meeting.

Section 5. A director shall be asked to resign from office after he or she have been absent from four consecutive meetings.

Section 6. If the seat of any General director becomes vacant, the President shall appoint an interim director to serve the balance of the term until a successor director shall be duly elected and sworn in. If the appointment is to a seat designated for a Co-Chair of a Division, the Division shall provide the name of a Division member to the President for appointment to fill the vacancy. An interim director appointed under this section shall have the authority and rights of an elected director.

Section 7. The Board of Directors shall hold a meeting during the month of September at which the Board will swear in newly elected directors, whose terms will then commence, to elect officers, and to conduct other business of the Board.

Section 8. Special meetings of the Board of Directors may be called by the President, or in his absence, by the next ranking officer, or upon written request of three Directors presented to the Secretary. Notice of special directors' meetings shall be posted in writing at CDFU's principal place of business at Cordova, Alaska, and shall be disseminated by any other reasonable means not less than four hours before the convening of that meeting. At a special meeting, any matter properly brought before the directors may be considered.

Section 9. A quorum at any meeting of the Board of Directors shall consist of a majority of director positions. A majority of the votes of directors who are present at a meeting at which a quorum is present shall be required to decide questions. The President, or in his absence, the next ranking officer, shall preside over all meetings of the directors.

Section 10. The Board of Directors may designate three or more directors to constitute an Executive Committee and may delegate to that committee any or all authority of the Board, except that such committee shall have no authority to amend or repeal these bylaws; to elect, appoint, or remove any director or officer of CDFU; or to take any action the authority for which is specifically withheld by the Board. Any action taken by the Executive Committee, if one is constituted, is subject to amendment or repeal by the Board of Directors or the membership.

Section 11. The Board of Directors may appoint any person, whether or not a member of CDFU, to serve as a non-voting advisor to the Board.

ARTICLE VI OFFICERS

Section 1. The officers of CDFU shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. A person may hold only one office. The offices of President, First Vice-President, and Second Vice-President, may only be held by persons who are directors of CDFU and are members in good standing. The offices of Secretary and Treasurer may be held by persons who are not directors or members of CDFU.

Section 2. The officers shall be elected at the meeting of the Board of Directors in September. Each officer shall hold office for a term of one year until the next annual meeting of the Board of Directors and thereafter until a successor shall have been elected.

Section 3. Any officer may be removed from office at any time, with or without cause, at the sole power and discretion of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors or the membership. The President shall perform all acts and duties usually performed by an executive and presiding officer, and such other acts and duties as may be authorized or directed by the membership or the Board of Directors. The President may appoint committees and delegate to them any proper powers and functions.

Section 5. The First Vice-President shall perform all duties of the President during the absence or disability of the President or whenever the office of President is vacant, and such other acts and duties as may be authorized or directed by the membership or the Board of Directors.

Section 6. The Second Vice-President shall perform all duties of the President during the absence or disability of the President and the First Vice-President or whenever the offices of President and First Vice-President are vacant, and such other acts and duties as may be authorized or directed by the membership or the Board of Directors.

Section 7. The Secretary shall issue or cause to be issued all notices required by law or by these bylaws; shall keep the minutes of all meetings of the membership and Board of Directors, which shall be attested; shall maintain a file of the minutes of all meetings of the membership and Board of Directors and meetings of Divisions; shall keep such books as may be required by the Board of Directors; shall maintain a record of all members of CDFU who are entitled to vote and their addresses; shall be custodian of corporate records generally; shall file the biennial reports required by the State of Alaska; and generally shall perform all such acts and duties as may be required by the membership or Board of Directors. The Treasurer or the First or Second Vice-President, as the Board of Directors elects, shall perform all duties of the Secretary during the absence or disability of the Secretary or whenever the office of the Secretary is vacant.

Section 8. The Treasurer shall perform all duties relating to the finances, accounts and property of CDFU as may be prescribed by the Board of Directors; shall keep such financial accounts as may be required by the membership and Board of Directors; and, upon expiration of term or removal from office, shall turn over to his or her successor or to the Board of Directors all property, books, papers, and money of CDFU in his or her possession, custody, or control.

Section 9. All checks, demands for money, notes, deeds, mortgages, deeds of trust or any other form of instrument, obligation and/or evidence of indebtedness of the CDFU shall be signed in its behalf by such officer or officers, or such other person or persons, as the Board of Directors may from time to time authorize to do so.

**ARTICLE VII
MISCELLANEOUS**

Section 1. No director, officer, or member shall be personally liable for any indebtedness or financial obligation of CDFU.

Section 2. The fiscal year of CDFU shall be from January 1 through December 31.

Section 3. The CDFU shall not issue shares of stock nor pay or distribute any dividend or part of its income or profit to its directors, officers, or members.

Section 4. The directors shall submit any proposed bylaw amendments to the membership by mail ballot. Ballots must be returned to and received by CDFU no later than thirty days from the date the ballots were mailed to the membership. An affirmative vote of at least two-thirds of the ballots timely received by CDFU is required for adoption of any amendments to these bylaws.

The foregoing bylaws of Cordova District Fishermen United were duly approved and

adopted on this 17th Day of September 2003

President _____ Secretary _____

(Print name) **Gerald McCune**

(Print name) **Sue Aspelund**