

BY-LAWS
OF
ALASKA TRIBAL CONSERVATION ALLIANCE

Section One – Name and Location

The name of the organization shall be the Alaska Tribal Conservation Alliance (hereafter referred to as ATCA). The principal office of ATCA shall be at such a place as the ATCA Board of Directors may determine.

Section Two – Mission

The purposes of ATCA shall be to improve the conservation and sustainable development of natural resources in Alaska, promote traditional subsistence activities, and improve the quality of life within Tribal Conservation Districts, serving Tribal Governments, Native Corporations and other stakeholders within the district.

Section Three – Membership

Eligibility

All Alaskan Tribal Conservation Districts are eligible for general membership.

Types of Membership

1. General Membership: Voting membership in ATCA is open to all Tribal Conservation Districts
2. General membership in ATCA is vested with Tribal Conservation Districts not with the individual that is appointed by the Tribal Conservation Districts and becomes effective with payment of dues set forth in these by-laws. The designation of the delegate who shall represent the Tribal Conservation District on ATCA must be in writing from the Tribal Conservation District and shall stand until ATCA is notified in writing by the appointing entity that a different delegate is named.
3. General Membership dues must be current before the voting delegates will be allowed to vote.
4. Associate Membership in ATCA shall consist of any person or organization supporting the purposes of ATCA. These persons or organizations may apply for Associate Membership in ATCA. Associate Membership in ATCA does not confer voting rights on the Associate member. Associate membership dues will be determined by the board.

5. Corporate Membership in ATCA shall consist of any corporation or other entity which supports the purposes of ATCA. Corporation membership in ATCA does not confer voting rights. The ATCA Board of Directors will determine corporate membership dues.

Section Four – Fiscal Year

The fiscal year of ATCA shall correspond with the calendar year. The ATCA Board of Directors shall present a financial statement to the general membership at least once each year.

Section Five – Directors, Officers, Meetings

1. Directors
 - a. The affairs of ATCA shall be conducted by a Board of Directors, which shall be comprised of up to five members, who shall be elected from the delegates appointed to ATCA by the Tribal Conservation Districts. The terms of office for these members shall be staggered. The Tribal Natural Resource Associations who are current with their dues and approved members of ATCA will be allowed to have one member on the ATCA Board of Directors. In achieving these purposes, no substantial part of the activities of ATCA shall be dedicated to the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent otherwise permitted under section 501 (h) of the Internal Revenue Code. ATCA shall not participate in, or intervene in, including by the publication or distribution of statements, a political campaign on behalf of any candidate for public office. ATCA shall not exercise any powers or engage in any activities or do any act, which might impair its status as an organization, which is exempt from federal income taxation as described in section 501C(3) of the Internal Revenue Code or corresponding provision conservations of any subsequent federal tax laws.
 - b. The terms of office for Board of Directors will be a length of 3 years. These terms shall be staggered so that no more than two seats shall be up for election at any one Annual Meeting.
2. Election of Officers
 - a. Individual Alaska Tribal Conservation Districts will appoint their own voting representatives and an alternate.
 - b. Annual Meetings will be held the day before the ATCA Annual Symposium at a time and location designated by the BOD.
3. Absence of Directors. The ATCA Board of Directors may declare a vacancy in the office of any Director who is absent for a period of three consecutive meetings or more from duly called ATCA Board of Directors' meetings, without just cause as shall be determined by the ATCA Board of Directors. Prior to declaring the vacancy, the ATCA Board shall hold a hearing with the Director.

4. Vacancies

Any vacancies on the Board of Directors shall be filled by an appointment from the rolls of the members of good standing for the remainder of the vacant term.

5. By-Law Amendments.

- a. The by-laws may be amended by a majority vote of those members in good standing who vote in a referendum vote conducted by mail or in person.
- b. Any proposed by-law amendments may be submitted to the ATCA executive director at any time from voting members that are in good standing. The proposed amendment must be signed by not less than four voting members in good standing. Such proposed amendments shall then be referred to the ATCA Board of Directors for their review and approval.
- c. The ATCA Board of Directors may propose a by-law amendment at any time with the approval of the majority of the ATCA Board of Directors, which shall then be mailed to the membership for ratification.

6. Executive Director. The ATCA Board of Directors shall have the authority to hire staff as may be required, including an Executive Director.

7. The ATCA Board of Directors shall meet up to 4 times per year. The BOD may call additional or Special Board meeting as required by the business of the organization. The ATCA Board of Directors may opt to hold their meeting via electronic media if they so determine.

8. A quorum to conduct business shall be a simple majority of the voting general membership at the general membership meetings, or a simple majority of the ATCA Board of Directors seated at the time of the board meeting.

9. Officers

a. Chair

The Chairman of ATCA shall have the usual powers and duties of usually vested in the office of president of a corporation, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned by the ATCA Board of directors, including the following: To act on behalf of the membership when assigned to do so by the general membership or ATCA Board of directors, develop the agenda with the input of the ATCA Executive Director, and presides over all Board and General Membership meetings. In addition, the Chair directs all assignments to ATCA committees, delegates' responsibility and authority to other board members, receives direction from the ATCA Board of Directors and general membership and serves as Chairman of the ATCA Board of Directors. The Chair or any other person specifically authorized by the ATCA Executive Board may in the name of and on behalf of ATCA enter into those contracts or execute and deliver the instruments that are specifically authorized by the ATCA Executive Board. Except as provided in this section, no officer or other agent of ATCA may enter into any contract or executive and deliver any instrument in the name of and on behalf of ATCA without authorization of the ATCA Executive Board.

b. Vice-Chair

In the absence of the Chair, the Vice-Chair assumes all Chairmen's duties and takes action on behalf of the Chairman.

c. Secretary/Treasurer

The Secretary/Treasurer shall have the general powers and duties of management usually vested in the office of a Secretary/Treasurer of a corporation, and shall have such other powers and duties not inconsistent with the by-laws as may be assigned by the ATCA Board of Directors or on the President, including the powers and duties to be custodian of all records and documents, and to attest to the same by his/her signature, maintain membership records, communications with all the members of the ATCA Board and general membership, record all official ATCA Board and general membership meetings, maintain the meeting minutes, receives assignments and direction from the ATCA board of Directors, the Chairman and the general membership, and services as a member of the ATCA Board.

The Secretary/Treasurer shall be responsible for all funds and securities of ATCA, shall have the general powers and duties of management usually vested in the office of treasurer of a corporation, shall have such other powers and duties not inconsistent with the by-laws as may be assigned by the ATCA Board of Directors for the President, including the oversight of ATCA budgets, financial records and accounts. The Treasurer will provide quarterly financial reports to the ATCA Board and will remain current on all pertinent financial issues of interest to ATCA. The Treasurer will receive additional assignments and direction from the ATCA Board, the Chairman and General Membership.

Section Six – Powers of the Board of Directors

1. The ATCA is organized and operated exclusively for the purpose stated in these by-laws, including improving the conservation and sustainable development of the natural resources and improving the quality of life within Tribal Conservation Districts serving Tribal Governments, Native Corporations and other stakeholders within their districts.
2. No part of the net earnings of the Corporation shall inure to the benefit of its members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of its exempt purposes
3. No substantial part of the activities of the Corporation shall be to carry on propaganda, influence legislation, or participate in any political campaign on behalf of or in opposition to any candidate for public office, with the exception of funding or conservation issues relevant to the organization.
4. Notwithstanding any other provision of these articles, ATCA shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, amended, or the corresponding provisions of any future United States Internal Revenue law or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future United States Internal Revenue law.

5. Upon the dissolution of this Corporation, after paying or adequately providing for the debts and obligation of the Corporation, the remaining assets shall be distributed for one or more exempt purposes, which are most similar to the same objectives as this Corporation, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, amended or corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose.

Section Seven – ATCA Administration

1. Books and Records

ATCA shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its committees, Board, and General Membership Meetings in the headquarters of ATCA. ATCA shall keep at said office a log listing the names and addresses of the members and the member's delegates who are entitled to vote. All books and records of ATCA may be inspected by any authorized representative, agent or attorney of any dues-paid member of ATCA and proper purpose at any reasonable time and with reasonable notice. Upon leaving the office, each officer or agent of ATCA shall turn over to his/her successor, or to the Chairman, in good order, such ATCA monies, books, records, minutes, lists, documents, contracts, or other property of ATCA as have been in the custody of such officer during their term of office.

Section Eight – Compensation of and Contracts with Officers and Board of Directors

1. Compensation

The ATCA Board of Directors shall serve as such without salary, but the ATCA Board of Directors may authorize the payment for travel costs and per diem at the federal government rate. The ATCA Board of Directors may authorize payment of stipends and/or reasonable expenses incurred by them on behalf of ATCA.

2. Contracts with the ATCA Executive Board Members.

No officer or member of the Board of Directors of ATCA shall have an interest in any contract relating to the operations contracted by it, or in any contract for furnishing services or supplies to it. All ATCA Board of Directors members and officers shall have an affirmative responsibility of disclosure of any potential interest to the entire ATCA Board.

Section Ten – Indemnification of ATCA Board of Directors and Officers

1. Indemnification

Any person made or threatened to be made a part of any action, suit or proceeding by reason of the fact that he/she is or was an ATCA Board of Directors member or officer of ATCA shall be indemnified by ATCA against any and all liability and the reasonable expense, including attorney's fees and disbursements, incurred by him/her in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such ATCA Board of

Directors member or officer is liable: (a) for a breach of duty of loyalty to ATCA, or (b) for acts or omissions that constitute willful misconduct, recklessness or a knowing violation of law, or (c) for a transaction from which an improper personal benefit is derived, or (d) for voting for or assenting to a distribution contrary to Alaska Statutes or the Articles of Incorporation. Such rights of indemnification shall not be deemed exclusive of any other rights to which such ATCA Board of Directors member or officer may be entitled.

2. Insurance and Bonding

The ATCA Executive Board shall have the power to (a) purchase and maintain, at ATCA's expense, insurance on behalf of ATCA and others to the extent that power to do so has been or may be granted by statute and (b) give other indemnification to the extent permitted by law.

Section Nine– Parliamentary Authority

Roberts Rules of Order Revised shall constitute the ruling authority at meetings I all cases in which they are not inconsistent with the Bylaws, the Articles of Incorporation or law.

CERTIFICATION OF ADOTPTION OF BY-LAWS

The undersigned hereby certified that the above By-Laws of the Alaska Tribal Conservation Alliance was duly adopted by the unanimous vote of the ATCA Board of Directors during the organizational meeting held on the ____ day of October at Anchorage, Alaska and does now constitute the official By-Laws of ATCA.

Robert Stephan, Sr., Chair

Christopher Gene, Vice-Chair

Helen Gregorio, Secretary/Treasurer