

BYLAWS
OF
THE
ICE SEAL COMMITTEE

AS AMENDED
BY THE
ICE SEAL REPRESENTATIVES

ON

January 26, 2025

Article I

Name and Purpose

Section 1.1 Name of Association.

The name of the association shall be known the Ice Seal Committee and shall be referred to as the Ice Seal Committee throughout these bylaws.

Section 1.2 Purposes of the Ice Seal Committee.

The purposes of the Ice Seal Committee shall be to preserve and enhance the marine resources of ice seals including their habitat; to protect and enhance Alaska Native culture, traditions, and especially activities associated with subsistence uses of ice seals; to undertake education, research, and co-management related to ice seals. Ice seals are the following four species of ice-associated seals that inhabit the Bering, Chukchi, and Beaufort Seas in the Alaskan Arctic: the bearded seal (*Erignathus barbatus*); the ribbon seal (*Histiophoca fasciata*); the ringed seal (*Phoca hispida*); and the spotted seal (*Phoca largha*).

Article II

Offices

Section 2.1 Registered Office.

The registered office of the Ice Seal Committee in the State of Alaska is at North Slope Borough Department of Wildlife Management, P.O. Box 69, Barrow, Alaska, 99723. The voting members of the Ice Seal Committee may change the registered office location to another location by majority vote.

Section 2.2 Other Offices.

The Ice Seal Committee may also have offices at other such places as the voting members of the Ice Seal Committee may designate or the business of the Ice Seal Committee may require.

Article III

Members

Section 3.1 Membership.

There shall be ten (10) voting members of the Ice Seal Committee, comprised of two appointed representatives from each of the following five regional entities: (1) North Slope Borough; (2) Maniilaq Association; (3) Kawerak, Inc.; (4) Bristol Bay Native Association; and (5) Association of Village Council Presidents. Each of the five regional entities shall appoint: (1) one person that represents a tribal council, tribal consortia, Alaska Native Organization, or a regional entity; and (2) one person that represents hunters from the area within the appointing regional entity. Each

regional entity shall select and appoint the two individuals to serve as their voting member representatives and also decide the length of terms for their appointed representatives. Each regional entity shall also designate an alternate for each of their two voting member representatives and ensure that an alternate voting member representative is designated at all times. The procedure for selecting and appointing the voting member representatives and alternate voting member representatives shall be at the discretion of each appointing regional entity in close coordination with and approval by the relevant Tribal authorities for each regional entity.

Section 3.2 Voting.

Each voting member shall have one vote. Alternate voting members may vote at meetings in the absence of the regular voting member. Voting may only occur when there is a quorum, which requires the presence of six (6) voting members and a minimum of one voting member from each regional entity. A majority vote of the voting members present at a meeting shall be required for actions and positions of the Ice Seal Committee.

Section 3.3 Standards of Conduct.

Each voting member, or the alternate voting member, is expected to attend all duly called meetings of the Ice Seal Committee in their entirety, unless excused by the Chairperson. Voting members and alternate voting members shall keep reasonably well informed, participate in decisions, exercise their good faith and independent judgment, and act in the best interest of the Ice Seal Committee, while avoiding any appearance whatsoever of impropriety or conflicts of interest.

At all times, each voting member, or alternate voting member, must conduct themselves professionally and in a manner that will maintain respect and dignity, while engaged in or on travel for any official activities associated with the Ice Seal Committee. Such conduct must be consistent with the highest standards of courtesy and professional behavior. Examples of unacceptable conduct include, but are not limited to:

1. Unexcused absences from any duly noticed meeting of the Ice Seal Committee or committee meeting of the Ice Seal Committee to which the voting member or alternative voting member is appointed;
2. Participating in any Ice Seal Committee business impaired by or under the influence of alcohol or controlled substances, including the inappropriate or unlawful use of prescription drugs;
3. Inappropriate comments directed at the Ice Seal Committee or misrepresenting one's official capacity publicly at a meeting;
4. Inappropriate behavior during non-meeting times while traveling as a representative of the Ice Seal Committee; or
5. Verbally or physically attacking other regional entity representatives, Ice Seal Committee staff, or any other individuals, or otherwise engaging in disruptive or unprofessional conduct which interferes with the ability to conduct the business of the meeting or which casts the Ice Seal Committee in a negative light.

Upon their appointment, each voting member and alternate voting member must be provided with these Standards of Conduct and agree to abide by them. Any other person who attends any meeting of the Ice Seal Committee or committee meeting of the Ice Seal Committee must agree to abide by the Standards of Conduct. If a voting member, an alternative voting member, or any meeting attendee violates these Standards of Conduct in any way or as otherwise determined by the Ice Seal Committee voting members, such incidence must be documented in writing and provided to the Chairperson.

Section 3.4 Removal or Sanction for Violation of Standards of Conduct.

A voting member, alternate voting member, or any other person who attends any Ice Seal Committee meeting (regular meeting, special meeting, or other committee meeting) impaired by or under the influence of alcohol or controlled substances will be expelled from that meeting. A voting member, alternate voting member, or any other person who engages in disruptive or unprofessional conduct which interferes with the ability of those present to conduct the business of the meeting, or which casts the Ice Seal Committee in a negative light, will be expelled from that meeting. Where a voting member, alternate voting member, or any other person is expelled from a meeting, no per diem, honorarium, or any other compensation will be paid for all days missed, and the expelled person will be personally responsible for any associated costs with respect to travel, lodging, damages, and/or other liabilities arising from their conduct. For a first violation, a voting member, alternate voting member, or any other person who has been expelled may be allowed to return and participate in any further meetings beginning the next day upon the unanimous agreement of the voting members of the Ice Seal Committee in attendance at that meeting, provided they are no longer under the influence of alcohol or drugs or, if the expulsion is due to their conduct, provided they are able to conduct themselves in a manner that does not interfere with the ability of those present to conduct the business of the meeting. For a second violation, a voting member, alternate voting member, or any other person shall be prohibited from participation or attendance at any Ice Seal Committee meeting (regular meeting, special meeting, or other committee meeting).

Based on any violation of the Standards of Conduct in Section 3.3, the voting members of the Ice Seal Committee may, by majority vote, request that the corresponding regional entity appoint a replacement voting member or alternate voting member representative. The Chairperson shall send a letter to the voting member's regional entity recommending the removal of the representative, providing the basis for the recommendation, and requesting a replacement representative. If the regional entity declines to remove such representative, the Ice Seal Committee may notify the regional entity that any travel, per diem, honorarium, or other compensation will not be paid for that individual and that the individual may be prohibited from attending any Ice Seal Committee meeting (regular meeting, special meeting, or other committee meeting).

Section 3.5 Withdrawal of Individual Membership.

Membership in the Ice Seal Committee may terminate by voluntary withdrawal by a voting member or alternate voting member providing written notice to the Chairperson. All rights, privileges, and interest of a member to the Ice Seal Committee shall cease upon provision of the

termination of membership. Membership shall be non-transferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.

Article IV

Meetings

Section 4.1 Regular Meetings.

The Ice Seal Committee shall hold no fewer than two (2) regularly scheduled meetings each fiscal year (1-August to 31-July). To the extent practicable, the first meeting of the fiscal year shall be held in the fall, and the second meeting shall be held in the spring. The second meeting of the fiscal year shall be the annual meeting which, upon direction of the Ice Seal Committee members, shall be held in one of the communities of a regional entity.

Section 4.2 Special Meetings.

The Chairperson may call special meetings of the Ice Seal Committee at any time. A special meeting must be called by the Chairperson, or in his/her absence by the Vice-Chair, or the Secretary, or the written request of the majority of the members of the Ice Seal Committee.

Section 4.3 Place of Meeting.

The Ice Seal Committee may designate any place within the State of Alaska as the place of meeting for any regular or special meeting. When possible, in-person attendance shall be required at meetings, but allowances can and should be made for hybrid (in person/virtual) meetings in special circumstances. Any voting member that is unable to attend a meeting in person must provide notice to the Chairperson prior to the meeting and receive approval to participate either telephonically or by other approved technology or designate their appointed alternative voting member to participate in their absence.

Section 4.4 Notice of Meetings.

A. Regular Meetings.

Notice of a regular meeting, issued by the Secretary, shall be provided in writing to each voting member, and each designated alternate voting member, at least fifteen (15) days before the time appointed for the regular meeting.

B. Special Meetings.

Notice of special meetings, issued by the Secretary, shall be provided in writing to each voting member, and each designated alternate voting member, at least three (3) days prior to the time appointed for any special meeting. The notice must state the purpose of the special meeting.

C. Notices.

Written notices will state the place, day, and hour of any meeting and shall be delivered, either personally, electronically, by fax, or by mail, to each member entitled to vote at such meetings. 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 or her address as it appears on the records of the membership, with postage prepaid.

Section 4.5 Order of Business.

The order of business of the Ice Seal Committee meetings, as established by the Chairperson, may be as follows:

1. Call to Order
2. Roll Call
3. Reading of minutes of previous meeting
4. Approval of agenda
5. Reports
6. Unfinished business
7. New Business
8. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the voting members present. The usual parliamentary laws as laid down in Robert's Rules of Order shall govern, when not in conflict with these bylaws.

Article V **Officers**

Section 5.1 Officers.

The elective Officers of the Ice Seal Committee shall be the Chairperson, the Vice-Chairperson, and the Secretary/Treasurer. Other offices or Officers may be established and appointed by the membership of the Ice Seal Committee.

A. Chairperson.

The Chairperson shall be the chief Officer of the Ice Seal Committee and shall be present at meetings of the Ice Seal Committee. The Chairperson shall be a member ex-officio of all committees. The Chairperson shall communicate to the Ice Seal Committee such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Ice Seal Committee, and shall perform such other duties as are necessarily incident to the office.

B. Vice-Chairperson.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson or in the event of his or her inability or refusal to act; and, when so acting, the Vice-Chairperson shall have all the powers of, and be subject to, all restrictions placed upon the Chairperson. He or she shall perform all other duties, which the Chairperson or the Ice Seal Committee may, from time to time and as it deems advisable, prescribe.

C. Secretary/Treasurer.

The Secretary/Treasurer shall perform all duties, which the Chairperson or the Ice Seal Committee members may, from time to time and as they deem advisable, prescribe. It shall be the Secretary/Treasurer's duty:

1. to give notice of and attend all meetings of the Ice Seal Committee and all committees and to make provisions for the keeping of a record of proceedings;
2. to conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; and
3. to keep a list of the members of the Ice Seal Committee; and
4. ensure that financial records are maintained and report to the Ice Seal Committee on the financial status.

Section 5.2 Terms/Selection of Officers.

A. Selection.

The Chairperson, Vice-Chairperson, and Secretary/Treasurer shall be elected every two years at the annual meeting by the affirmative vote of a majority of the voting members present at the meeting in which quorum is established/met. If the election of Officers is not held at such meeting, such meeting shall be held as soon thereafter.

B. Two-Year Terms.

The Chairperson, Vice-Chairperson, and Secretary/Treasurer shall take office, immediately upon their election, and shall serve for a term of two (2) years and until the successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the voting members at the next scheduled meeting.

Section 5.3 Removal or Withdrawal of Officers.

Officers may be removed from office by a majority vote of the voting members. An Officer may withdraw from office by providing written notice to the voting members of the Ice Seal Committee.

Section 5.4 Replacement of Officers.

If there is a vacancy of an office for any reason, that vacancy shall be filled at the next scheduled

regular or special meeting of the Ice Seal Committee. If the Chairpersonship becomes vacant, the Vice-Chairperson shall assume the duties of Chairperson until the next scheduled meeting when a replacement is elected.

Article VI

Executive Committee and Other Personnel

Section 6.1 Executive Committee.

The Ice Seal Committee shall designate the members of an Executive Committee at the annual meeting. The Executive Committee shall be comprised of the Officers of the Ice Seal Committee and a voting member from each of the five (5) regional entities. If a regional entity has more than one representative of the Executive Committee, only one representative per regional entity is eligible to vote. Attendance by all representatives to the Executive Committee shall constitute a quorum, and action shall be taken by unanimous vote with no votes in opposition by any regional entity representative.

The Executive Committee shall transact the routine and ordinary business between regular meetings of the Ice Seal Committee. Except for powers specifically reserved to the full membership of the Ice Seal Committee, the Executive Committee shall possess all powers of the Ice Seal Committee. All actions of the Executive Committee shall be reported to the full membership of the Ice Seal Committee by the distribution of minutes of each Executive Committee meeting.

Section 6.2 Other Committees.

The Ice Seal Committee may form other committees as necessary and needed, including the following:

A. Ice Seal Technical Committee.

The Ice Seal Technical Committee shall be a standing committee appointed by the Chairperson at the annual meeting. Composition of the Ice Seal Technical Committee may be composed of voting members and non-members.

B. Ad Hoc Committees.

Ad hoc committees shall be appointed by the Chairman as needed and may be composed of voting members and non-members.

Section 6.3 Executive Director.

The Ice Seal Committee may determine whether to hire an Executive Director. If so, the Executive Director shall have the following responsibilities, which may be amended by the Executive Committee:

- A. Manage the day-to-day business of the Ice Seal Committee;
- B. Supervise and implement any strategic plan, research initiatives, co-management agreement, and other actions as directed by the Ice Seal Committee or Executive Committee;
- C. Serve as the public-facing representative and provide direction and insight on issues related to ice seals as informed by the Ice Seal Committee or Executive Committee; and
- D. Report to the Chairperson and/or Executive Committee.

Section 6.4 Executive Manager.

The Ice Seal Committee may determine whether to hire an Executive Manager. If so, the Executive Manager shall have the following responsibilities, which may be amended by the Executive Committee:

- A. Manage the day-to-day business of the Ice Seal Committee;
- B. Supervise and implement any strategic plan, research initiatives, co-management agreement, and other actions as directed by the Ice Seal Committee or Executive Committee; and
- C. Report to the Chairperson and/or Executive Committee.

Section 6.5 Staff.

The Ice Seal Committee may determine whether to hire additional staff. If so, the Executive Director or the Executive Manager shall hire and supervise any staff, as directed by the Ice Seal Committee or the Executive Committee.

Article VII

Amendments

These Bylaws may be altered, amended or repealed by the voting members of the Ice Seal Committee at a meeting at which eight of the ten voting members (or their designated alternates) are present. Any vote to alter, amend, or repeal the bylaws shall be unanimous. Written notice of intent to amend, alter or repeal the Bylaws shall be provided to all voting members at least thirty (30) days prior to such meeting. Written notice shall be subject to Section 4.4(C) of Article IV.

Article VIII

Liabilities

Nothing herein shall constitute members of the Ice Seal Committee as partners for any purpose. No member, Officer, agent, or employees shall be liable for the acts or failure to act of any agent member, Officer, agent, or employee of the Ice Seal Committee. Nor shall any member, Officer, agent, or employee be liable for his/her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his/her willful malfeasance.

Article IX

Dissolution

The Ice Seal Committee may be dissolved by unanimous vote of its members.