

Yakutat Regional Aquaculture Association

April 15, 2011

In attendance: Jonathan Pavlik, Herb Holcomb, Larry Bemis, Sam Demmert, Kathy & Ed Hansen by teleconference. Board Members absent was Gary Klushkan & Wayne Gray.

The meeting was called for April 14th and recessed to April 15 when a quorum was unavailable.

Kathy Hansen gave an overview of where they were in the process of formation. They have received back their Article of Incorporation and Certification from the State of Alaska, and the federal EIN number. Tonight's purpose was to adopt the draft by-laws and elect officers. After the letters of support are sent to Kathy, the letter of request to the Commissioner of ADFG will be sent asking to be recognized as the regional aquaculture association for Yakutat, will send in over the summer the application for IRS tax-exempt status for non-profit. Checked with Dept of Commerce and funds are available for a new aquaculture association but planning needs to occur for use of the funds as it needs to be spelled out in the request, it must be spent within a year but would want to try and time it so that two-year's worth of elections can be covered. An election will cost approximately \$3500.

Larry said that Bill Lucey has been traveling so he hasn't had a chance to get an update on the mitigation funds.

Draft by-laws: Kathy reviewed the draft by-laws, there were changes made from the last time in section 2.1 on page 2; section 2.6 page 3; and verbally added section 2.10 page 4 (conflict of interest). Conflict of interest is a policy that the IRS wants to see included and had forgotten to add previously.

Section 2.10 Conflict of Interest.

A. It may be deemed to be in the best interest of Yakutat Regional Aquaculture Association Directors to employ, or establish contracts for paid services, with individuals who happen to serve on the Board of Directors, or businesses for which Directors may have a direct financial interest. The policy of Yakutat Regional Aquaculture Association is that in these cases, an individual board member who is being considered for employment or paid services by Yakutat Regional Aquaculture Association, or a board member with a direct financial interest in a business or organization being considered for paid services, shall not participate in the Board vote on the matter of the paid employment or services.

B. In this section, a direct financial interest shall be interpreted to include spouse or family sharing the same household and living expenses as the board member.

Questions were asked and discussion occurred on the draft bylaws. Question asked if on page 3 under nominations "active fishermen" would include someone who went out and caught only one fish for the year? YES. So you would need to fish in 2011 to run for the board at the annual

meeting in 2012? YES. Question was asked when remote releases are in place how is the allocation determined? This could be done with an internal policy of the board of directors or by the Board of Fish. The Board of Fish tends to step in and make an allocation policy when they start to get a lot of proposals requesting changes between the fisheries based on enhanced fish.

Herb made a motion to adopt the bylaws as presented tonight including section 2.10 Conflict of Interest. Second was provided by Sam and motion passed unanimously.

Elections: After discussion including whether it would be appropriate for Larry to be the President of both the Yakutat Regional Aquaculture Association and the Yakutat Alaska Fishermen's Alliance at the same time and could you combine the Sec/Treas in one position

Herb made a motion with a second by Jonathan to elect the following slate of officers until the annual meeting. President – Larry Bemis; Vice President – Wayne Gray; Sec/Treasurer – Gary Klushkan. Motion passed unanimously.

By-Laws: In the process of discussing the next meeting and timing, Jonathan made a motion to add two additional sections to the by-laws just passed that would allow a board member to participate in a meeting through teleconference and the use of proxies in case of an absence and inability to participate by teleconference. Herb seconded the motion and it passed unanimously.

After a reminder to send Kathy letters of support for the Yakutat Regional Aquaculture Association a **motion was made and passed unanimously to adjourn at 8:10 pm.**