

Yakutat Regional Aquaculture Association August 4, 2011

Larry Bemis called the meeting to order at 7:17 pm. Attending the meeting in person was Larry Bemis, Jonathan Pavlik, Sam Demmert and Gary Klushkan and by teleconference Herb Holcomb and Kathy Hansen.

Gary Klushkan made the motion with a second provided by Herb Holcomb to approve the President Bemis's appointment of Wayne Ivers to replace Wayne Gray on the Board. Motion passed unanimously.

A notice of this meeting was posted on July 29th. A quorum of the board is present. The purpose of the meeting is to review the Commissioners of ADFG response to our request to be recognized as the regional aquaculture association for Yakutat.

The letter from ADFG date June 28th was briefly reviewed and then Kathy Hansen reviewed drafted changes to the Articles of Incorporation and Bylaws to address the Dept's concerns along with one additional clarification. Kathy referenced the letter she provided to the Board of Directors prior to the meeting dated July 7th to refer to while discussing the changes. She walked the Board members through the changes. While reviewing the changes Wayne asked about the clarification being made in the By-laws in Section 2.5 Quorum. She explained that the board had in adopting the by-laws added a section/clause that would allow Board members who were unable to attend a meeting to appoint an individual to hold their proxy for a Board of Directors meeting they are unable to attend with the concurrence of the President of the Board. (*Section 2.3 final paragraph*) It was further discussed that no set procedure or form has been developed for the use of proxies. Kathy explained the differences between option 1 and option 2 that were drafted was just the section that dealt with the nomination and election process for the Municipality/Chamber seat.

Kathy explained that the other request in the ADFG letter was for a letter of support from the City of Yakutat for the Yakutat Regional Aquaculture Assoc. Larry stated that he had been assured by the Mayor that a letter of support was sent directly to the Commissioner of ADFG. He has not yet received a copy of the letter from the City although he has requested it. He will attempt to get a copy tomorrow. Kathy said she would follow up and see if ADFG has received a copy of the letter and see if a copy of the letter can be obtained.

After there were no further questions about the drafted changes Herb Holcomb made a motion to adopt the changes to the Articles of Incorporation and Bylaws drafted in option 1. Sam seconded the motion and it passed unanimously.

The question was asked what now. Kathy said that she will incorporate the changes adopted into the Articles and Bylaws, send the amendments to the Articles to the State for filing, and respond to the Commissioners letter.

The meeting was adjourned at 7:45 pm.

July 7, 2011

YRAA Board of Directors

As per the letter received from ADFG I am suggesting the following changes to the Articles of Incorporation and Bylaws. I have drafted two possible scenarios for you to consider. I have included draft changes to both documents that show the new language underlined and deleted language crossed out.

Option 1:

Change the YRAA Articles of Incorporation

Section XI Directors (page 5) add the following language:

- *The Board of Directors shall be chosen from the membership of the corporation which consists of: all commercial fishing limited entry permit holders for the region, local subsistence fishermen, sport fishermen, and seafood processors, local native corporation members, local community government members and other local interested parties.*

Change the By-laws

Composition Section 2.1 (page 2) – Modify Language

- *one representative of the sports fishery (delete or a sportfishing association representative); one representative of regional or village corporation under ANILCA or a shareholder;*

Quorum Section 2.5 (page 3) – Add Language

- *by teleconference or by proxy (NOTE: Just makes this section consistent with the rest of the by-laws)*

Nominations, Elections and Appointments Section 2.6 (page 4) – Add Language

Non-Fisherman Seats: 30 days before the date of the annual meeting, nominations will be accepted for the Non-fisherman seats. At the start of the annual meeting the commercial fishermen elected to the Board of Directors will elect by a majority vote the non-fishermen representatives to the Board of Directors. These directors will serve starting at the next meeting of the Board of Directors for a term of office lasting through the annual meeting.

For the regional or village corporation under ANILCA or shareholder a letter will be sent to Yak-Tat Kwaan Inc. and Yakutat Tlingit Tribe and posted around town that nominations are being solicited and asking for letters of interest.

For the sport fishery, subsistence fisherman, processing industry representative, and public at large members it will be posted around town that nominations are being solicited and asking for letters of interest.

For the municipality or Chamber of Commerce seat a letter will be sent to the City and Borough of Yakutat and the Yakutat Chamber of Commerce asking for nominations of individuals that they feel would be interested in aquaculture and serving on the board of directors. This individual would be a liaison between the City and the business community and the Yakutat Regional Aquaculture Board.

Option 2:

Change the YRAA Articles of Incorporation

Section XI Directors (page 5) add the following language:

- *The Board of Directors shall be chosen from the membership of the corporation which consists of: all commercial fishing limited entry permit holders for the region, local subsistence fishermen, sport fishermen, and seafood processors, local native corporation members, local community government members and other local interested parties.*

Change the By-laws

Composition Section 2.1 (page 2) – Modify Language

- *one representative of the sports fishery (delete or a sportfishing association representative); one representative of regional or village corporation under ANILCA or a shareholder; delete or Chamber of Commerce after municipality*

Quorum Section 2.5 (page 3) – Add Language

- *by teleconference or by proxy (NOTE: Just makes this section consistent with the rest of the by-laws)*

Nominations, Elections and Appointments Section 2.6 (page 4) – Add Language

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For the sport fishery, subsistence fisherman, processing industry representative, and public at large members it will be posted around town that nominations are being solicited and asking for letters of interest.

For the Municipality representative the City and Borough of Yakutat would appoint a representative through the assembly process.