

BYLAWS

INDIGENOUS PEOPLEØS COUNCIL FOR MARINE MAMMALS

ARTICLE ONE

Name

The name of this Council shall be Indigenous PeopleØs Council for Marine Mammals. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE TWO

Purpose

The Indigenous PeopleØs Council for Marine Mammals is a coalition of Tribal marine mammal commissions/councils and other Native organizations formed for the purpose of identifying and addressing marine mammal issues of common concern. The Council's activities include, but are not limited to:

1. Working to protect and maintain the traditional and subsistence uses of marine life in Alaska;
2. Working to ensure the retention of Section 101(b) of the Marine Mammal Protection Act;
3. Promoting the sustained health of marine mammals;
4. Promoting cooperation among the commissions/councils and other Native organizations within the State and internationally on existing and proposed legislation, regulations;
5. Promoting the mutual exchange of information among the commissions/council and other Native organizations within the State and internationally;
6. Creating a data bank of indigenous knowledge regarding marine mammals and the ecosystems in which they live;
7. Promoting scientific, biological and other research on marine mammals;
8. Promoting and strengthening co-management of marine mammals between tribally authorized Native organizations and federal management agencies; and

9. Promoting and encouraging young Alaska Natives to become involved in management, research and education on marine mammals.
10. Working to ensure no loss of the rights of Alaska Natives under the MMPA.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THREE

Policy Statement

On issues on which the Council has reached unanimous consensus, the chairperson or chairperson's designees may make public policy statements as long as the content of those statements are consistent with the policy calls of the Council. No Public Statement may be released without the prior approval of the chairperson. If the chairperson is not available, the vice-chairperson may approve the statements. If the vice-chairperson is not available, the secretary may approve the statement.

ARTICLE FOUR

Principal Office

The principal offices of the Indigenous Peoples Council for Marine Mammals shall be at 800 E. Dimond Blvd., Suite 3-505, Anchorage, Alaska 99515; phone 907-349-8066; fax 907-349-8068. The Council may have such other offices as may from time to time be designated by its members.

ARTICLE FIVE

Membership

Section 1 - Current Membership:

The current membership of the Indigenous Peopleø Council for Marine Mammals consists of the following marine mammal commissions, councils, other Alaska Native organizations and local governments:

ALASKA BELUGA WHALE COMMITTEE
ALASKA ESKIMO WHALING COMMISSION (Observer)
ALASKA NANUUQ COMMISSION
ALASKA NATIVE HARBOR SEAL COMMISSION
ALASKA SEA OTTER & STELLER SEA LION COMMISSION
ALEUT COMMUNITY OF ST. PAUL ISLAND
ALEUT MARINE MAMMAL COMMISSION
AVCP - IMARPIGMIUT UNGUNSIIT MURILLKESTIIT
BRISTOL BAY NATIVE ASSOCIATION ó BBMMC
CENTRAL COUNCIL TLINGIT & HAIDA INDIAN TRIBES OF ALASKA
COOK INLET MARINE MAMMAL COUNCIL
ESKIMO WALRUS COMMISSION
ICE SEAL COMMITTEE
INUIT CIRCUMPOLAR COUNCIL - ALASKA
MANIILAQ ASSOCIATION
NSB DEPARTMENT OF WILDLIFE MANAGEMENT
SITKA MARINE MAMMAL COMMISSION
TRADITIONAL COUNCIL OF ST. GEORGE ISLAND

Section 2 –Membership Criteria:

Membership in the Indigenous Peopleø Council for Marine Mammals is open to any Tribal marine mammal commission or council, other Alaska Native organization or local government whose citizens are predominately Alaska Native. Any such commission, organization or local government interested in joining the Indigenous Peopleø Council for Marine Mammals must meet the following criteria:

1. Be working on marine mammal issues;
2. Have approval of the governing body of the commission, organization or local government, and provide a copy of the approval to the Council, along with a statement that marine mammal issues are of importance to the commission, organization or local government;
3. Designate an individual to sit on the Council who:
 - (a) has the authority to represent the commission, organization or local government;
 - (b) is an Alaska Native who possesses traditional ecological knowledge of marine mammals and their habitat.
 - (c) is a resident and physically resides within the State of Alaska.

Section 3. Associate Members:

Individuals or other organizations may become Associate Members upon the affirmative vote of

Council members. IPCoMM may, from time to time, and as it may deem advisable, name individuals or other organizations as Associate Members. Such members may participate in all meetings of IPCoMM and its Committees; provided, however, that parliamentary rights are not extended to Associate Members, nor shall the Council incur any costs for the services of such members. Individuals accepted into the Council's student intern program will automatically receive Associate Membership status for the duration of their internship.

Section 4 - Voting:

Each member shall be entitled to one vote in the affairs of the Council. Actions and positions of the Council shall be by super majority vote of the Council (2/3 of members present).

Section 5 - Suspension and Expulsion:

If, in a written and signed communication addressed to the membership, any member of the Council shall be charged with conduct detrimental to the objectives or interests of the Council or shall have been charged with a violation of the Council's Bylaws, the Council's membership shall consider the matter. If the Council decides by a super majority vote (2/3 of members present) to take further action, the secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the membership shall take such further actions as it may deem proper.

Section 6 - Duration of Membership:

Membership in the Council may terminate by voluntary withdrawal as herein provided or otherwise as provided in these Bylaws. All rights, privileges, and interests of a member to the Council shall cease on 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 upon fulfillment of all obligations to the date of withdrawal.

ARTICLE SIX

Meetings

Section 1 - Regular Meetings:

Regular meetings of the Council shall be held no fewer than two (2) times each year, with such meetings to take place during the spring and fall. The fall meeting shall be the annual meeting.

Section 2 - Special Meetings:

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

Section 3 - Place of Meeting:

The Council may designate any place within the State of Alaska as the place of meeting for any regular or special meeting.

Section 4 - Notice of Meetings:

- A. Regular meetings: Notice of a regular meeting, issued by the Secretary, shall be mailed to the last recorded address of each 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 delivered to each member entitled to notice either personally, by FAX or by mail, not less than three (3) days prior to the time appointed for any special meeting. The Notice must state the purpose of the meeting.
- C. Notices: Written Notices will state the place, day and hour of any meeting and shall be delivered, either personally or 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 5 - Quorum:

Quorum. A majority of the members of this Council, when present at any meeting, shall constitute a quorum, and in case there is less than this number, the presiding officer may adjourn from time to time until a quorum is present.

Section 6 - Order of Business.

The order of business of the Council Meetings may be as follows:

1. Call to Order
2. Roll Call
3. Reading of minutes of previous meeting
4. Approval of agenda
5. Staff 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 members present. The usual parliamentary laws as laid down in Robert's Rules of Order shall govern, when not in conflict with these Bylaws.

Section 7 ó Minutes

Minutes of meetings are confidential and shall not be distributed to the public prior to Board

approval unless the Council, at the request of a regular member of IPCoMM, agrees otherwise.

ARTICLE SEVEN

Officers

Section 1 - Officers:

The elective officers of IPCoMM 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 Council.

- A. Chairperson: The Chairperson shall be the chief officer of the Council and shall be present at meetings of the Council. He/she shall be a member ex-officio of all committees. He/she shall communicate to the Council such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Council, 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-Chair shall have all the powers of and be subject to all restrictions placed upon the Chair. He or she shall perform all other duties, which the Chair or the Council 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 Council members may, from time to time and as they deem advisable, prescribe. It shall be his/her duty:
 - 1. To give notice of and attend all meetings of the Council 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 order, votes, and resolutions not otherwise committed;
 - 3. To keep a list of the members of the Council; and,
 - 4. To maintain financial records and report to IPCoMM on the financial status.

Section 2 - Terms/selection of officers.

- A. *Selection.* The chairperson, vice-chairperson, and secretary shall be elected bi-annually at the annual meeting by the affirmative vote of a majority of the members

present at the meeting. If the election of officers is not held at such meeting, such meeting shall be held as soon thereafter.

- B. *Two-year annual terms.* The chairperson, vice-chairperson, and secretary shall take office immediately upon their election, and shall serve for a term of two (2) years or 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 membership.

ARTICLE EIGHT

Executive Committee

The Council shall designate an Executive Committee on a bi-annual basis at the annual meeting. The Executive Committee shall transact the routine and ordinary business of IPCoMM between regular meetings of the Council. Except for powers specifically reserved to the full membership of IPCoMM, the Executive Committee shall possess all powers of IPCoMM.

- A. **Composition:** The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary and two members elected by the full membership of IPCoMM.
- B. **Meetings:** The Executive Committee shall meet as needed.
- C. **Reporting:** All actions of the Executive Committee shall be reported to the full membership of IPCoMM by the distribution of minutes of each Executive Committee meeting.

ARTICLE NINE

Committee

The Council may form committee(s) to be appointed by the Chairperson at the directive of the membership, as needed.

ARTICLE TEN

Poll Vote

Action of this organization may be taken by teleconference in accordance with State Law. When, in the judgment of the Chairperson, any questions shall arise that should be put to a vote of the membership, and when he/she deems it inexpedient to call a special meeting for that purpose, he/she may, unless otherwise required by these Bylaws, submit the matter to the membership by phone for vote and decision, and the question thus presented shall be determined according to a majority or unanimity of the votes received as required by these Bylaws by phone within three (3) days after such submission to the membership, provided that, in each case, votes of at least

three-fourth (3/4) of the total membership shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting, and shall be ratified at the next meeting.

ARTICLE ELEVEN

Amendments

These Bylaws may be altered, amended or repealed by a two-thirds (2/3)-majority vote of the membership at any duly organized meeting of the Council. Written notice of intent to amend, alter or repeal the Bylaws shall be provided to all members at least thirty (30) days prior to such meeting. Written Notice shall be subject to Section 4(C) of Article Six.

ARTICLE TWELVE

Liabilities

Nothing herein shall constitute members of the Council 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 Council. 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 THIRTEEN

Dissolution

The Council may be dissolved by unanimous vote of its members. After paying and discharging all liabilities and obligations of the Council, and returning any assets held by the Council upon condition requiring their return, transfer or conveyance, assets received and held by the Council subject to limitations permitting their use only for charitable or similar purposes, shall be transferred to one or more organizations engaged in co-management activities under Section 119 of the MMPA, under a plan of distribution adopted by IPCoMM at the time of its dissolution. Any remaining assets may be distributed to persons, societies, organizations or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted by IPCoMM at the time of dissolution.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDED September 23rd, 2003

AS AMENDED September 27, 2004
AS AMENDED January 24, 2008
AS AMENDED May 24, 2010
AS AMENDED March 2, 2011

/s/ Mike Miller
Chairman, IPCoMM

March 2, 2011
Date

/s/ Peggy Osterback
Secretary/Treasurer, IPCoMM

March 2, 2011
Date