



alaska fishermen's safety association

BYLAWS OF ALASKA FISHERMEN'S SAFETY ASSOCIATION

ARTICLE 1 Name

The name of this organization shall be Alaska Fishermen's Safety Association (the "Association").

ARTICLE II Place of Business

The office and place of business of the Association shall be in Seattle, Washington. All meetings of the members and of the Board of Directors shall be held in Seattle, Washington.

ARTICLE III Purpose of Association

The purpose of this Association shall be: To promote safety in equipping, manning, and operating fishing vessels; to provide assistance to vessels in distress; to assist injured crewmen from member's vessel; and to create a fund for meeting these purposes.

ARTICLE IV Membership

Any fishing vessel owners may apply and become a member of the Association subject to the following conditions:



4.1 Continued membership is dependent upon the member being a fishing vessel owner with a record of careful and able operation of his vessel.

4.2 Any member wishing to enter more than one vessel with the Association shall apply to the Board, which may at its discretion accept or refuse such entry.

4.3 A member whose membership is cancelled for non-payment of required contributions may be reinstated at the discretion of the Board upon payment of all delinquent contributions.

4.4 The widower or surviving children of a deceased member may retain his membership if the vessel is managed by a person approved by the Board.

4.5 All members shall have the same rights and privileges.

ARTICLE V **Membership Meetings**

5.1 The annual meeting of the members shall be held on a day and at a time in January as set by the Board. At each meeting, the membership shall elect new directors in the place of those whose terms expire, in accordance with Section 6 below. Their election shall be by ballot. Special meetings of the membership may be called by a majority of the directors or upon written demand by ten or more members served upon the Manager, such demand to specify the particular business to be brought before such meeting.

5.2 Written notice of the annual meeting of members shall be mailed to each member in good standing by the Manager at least ten (10) days before the date of said meeting and similar notice shall be given for special meetings. The notice of special meeting shall state the business to be brought before such meeting and no business shall be voted upon which was not stated in the notice of special meeting.

5.3 All members who are current in their contributions shall be entitled to express themselves at any meeting of the members but only one vote may be cast for any one vessel, and only by members in person.

5.4 One fifth of the total membership shall constitute a quorum at any annual or special meeting of the members.



ARTICLE VI
Administration

The affairs of this Association shall be administered by the Board of not less than five (5) and no more than fifteen (15) directors chosen by the members in the following manner: At the time of organization two (2) directors shall be chosen for a term of two (2) years and three (3) directors for a term ending at the annual meeting in January. The two (2) directors chosen at the time of organization for two (2) year terms shall serve until the annual meeting in January when their full terms shall begin. Three (3) directors shall be chosen at the annual meeting in January for a term of one (1) year. At each succeeding annual meeting vacancies shall be filled for two (2) terms. Outgoing directors shall act as alternates for a term of one year and shall have the full authority of an elected director. For the first year when there are no outgoing directors, the current directors shall appoint their own alternatives.

ARTICLE VII
Board of Directors

- 7.1 The Board of Directors shall have the management of the Association and full control thereof as provided by these Bylaws and any amendments thereof.
- 7.2 All applications for membership shall be passed on by the Board. A quorum of the directors may approve or reject a particular application by a majority vote and/or may freeze membership by not accepting any new applications. Upon the request of any director, an application for membership may be decided by secret ballot. If the board is unable to meet in person to vote on a new application for membership, the business manager can contact each board member by phone or by mail to obtain a vote. Approval by at least three (3) board members shall suffice as an acceptance for membership, however, two (2) or more board members can veto a new application.
- 7.3 The directors shall, from their own number, appoint a Chairman who shall preside at all meetings of the Board and of the membership. They shall also appoint a Vice-Chairman to take the Chairman's place in case of his absence or inability to act.
- 7.4 If a director becomes unable or unwilling to serve, the Board may appoint a new director to serve in his place until the next annual meeting.



- 7.5 The board may meet from time to time as the directors themselves shall decide and the Chairman may call meetings of the Board at any time. Notice of such meetings shall be given in accordance with such rules as the Board itself adopts from time to time. Three (3) members of the Board shall constitute a quorum.
- 7.6 The Board shall have the authority to survey any vessel entered in the Association.
- 7.7 The Board shall have the authority to set the level contributions for each member of the Association.
- 7.8 The Board shall appoint a business Manager ("Manager") whose duties shall be as hereinafter provided. In the case of the death, disability or resignation of the Manager, the vacancy thus created shall be filled at once. The manager need not be a member of the Association.

SECTION VIII **Business Manager**

- 8.1 The Manager may be a corporation as approved by the Board.
- 8.2 The Manager shall be custodian of all funds belonging to the Association. He shall deposit receipts in such depository or depositories as the Board shall designate. He shall distribute funds as approved by the Board.
- 8.3 The Manager shall keep an accurate record of all business transactions for the Association.
- 8.4 The Manager shall give the notices required for meetings of the Board and of the membership and shall act as secretary at all such meetings.
- 8.5 The Manager shall be paid compensation as determined by the Board.



SECTION IX
Rules for Conduct of Business

- 9.1 The Board may require contributions from members to provide a fund for the administration or the Association and for pursuing the purposes of the Association as stated in Section 3.
- 9.2 In order to promote safe operation of vessels, all Members shall comply, at all times, with the following minimum safety requirements:

a) Stability Test

Vessels equipped with fish holding tanks must have aboard a current, approved stability letter or report from an approved naval architect. The directors may require a new stability test on any vessel that has undergone any structural change which adds weight to the vessel.

b) Bilge Alarm

All vessels shall be equipped with a bilge alarm system installed to warn of water entry above a safe level. If vessel is tanked, all holding tanks should also be equipped with water level alarms to warn of tanks either being not completely full or completely empty.

c) Fire Alarm and Prevention System

All vessels shall be equipped with at least one fire alarm safety button connected to either the bilge or oil alarm (preferably installed in engine room or in both engine room and galley if they are separate). All vessels shall have an approved engine room fire prevention system.

d) Survey

The member shall engage a professional surveyor for each entered vessel at least every fifth year but recommended every second year to conduct a hull and equipment/condition survey of the vessel, and the member will promptly provide the Association Managers with a copy of the survey. The survey shall be an out of water survey. All of the surveyor's recommendations shall be promptly complied with by the member, unless otherwise approved by the Board of Directors upon application by the member. The Board of Directors may, at its discretion and upon good cause shown, extend this time period.

e) Crew Contracts



All crewmen aboard member's vessel must sign a crew contract at the time of joining the vessel in a form as approved by the Board of Directors. Copies of the approved form are available from the manager.

f) Vessel Haulout

All vessels should be hauled out for inspection every thirty-six (36) months. All vessels must be inspected by a diver within eighteen (18) months and again at twenty-four (24) months following haulout.

g) Vessel Safety Program

At least the skipper and engineer of each vessel entered in this Association shall make an effort to attend the Vessel Safety Program sponsored by the North Pacific Fishing Vessel Owners Association ("NPFVOA")

h) First Aid Training

At least one crewman on board shall have been trained in first aid through the N.P.F.V.O.A. program, Red Cross or other comparable courses.

i) E.P.I.R.B.'s

All vessels shall be equipped with an E.P.I.R.B. Life raft.

j) Additional Safety Requirements

The Board may from time to time make additional safety requirements. Members shall comply with such additional safety requirements.

k) Any member switching over to crabbing from trawling or vice-versa must have a skipper and at least two crewmembers each with at least three years' experience in the fishery they intend to engage in.



ARTICLE X
Expulsion

- 10.1 The Board shall have full and complete authority to expel any Member and thereby cancel any rights afforded by these Bylaws when in its sole discretion any member does not act in furtherance of the Association's purposes.
- 10.2 Expulsion of a member and cancellation of his membership shall be made in the following manner: The Board shall prepare written specifications of any charge made against the Member. A copy of such specifications together with a Notice of Hearing thereon before the Board shall be mailed by registered mail, return receipt requested, postage prepaid, to the Member in question at his last address appearing on the books of the Association. Said Notice shall be mailed at least ten (10) days before the hearing. It shall request the Member to be present at the hearing. The Member in question shall be given full opportunity to respond to the charge, and thereafter the Board shall vote by secret ballot upon expulsion. Expulsion shall require the votes of a simple majority but not less than three (3) Board Members. If a tie breaker, then the Chairman shall cast the decisive vote. If expulsion is approved by the Board, the same shall become effective twenty (20) days from the date of the vote thereon.

ARTICLE XI
Warranties, Disclaimers, Indemnity

- 11.1 No Member, Director, Agent, Servant or Attorney of this Association shall be liable for any loss suffered by a Member, and no assessment shall be levied on any of them under any circumstances for the purpose of paying losses or for any other purpose, either directly or indirectly.
- 11.2 This Association and all Members shall defend, indemnify and hold harmless all Directors from any and all claims or suit arising out of the activities of the Board or this Association.



ARTICLE XII
Amendments

These Bylaws may be amended at the annual meeting of the members, or at any special meeting called for that purpose, by a majority of quorum of the whole membership.

These Bylaws are hereby approved and adopted this 15th day of August, 2006.



**ARTICLES OF INCORPORATION
OF
ALASKA FISHERMEN’S SAFETY ASSOCIATION**

The undersigned, for the purposes of forming a not-for-profit corporation under the revised Code of Washington, R.C.W. 24.03, states the following:

Section 1
NAME

The name of the corporation shall be Alaska Fishermen’s Safety Association (“Association”).

Section 2
DURATION

The duration of the Association shall be perpetual.

Section 3
PURPOSE AND POWERS

The purpose and powers of the Association, in the Association’s own behalf or in partnership or association with others, shall be as follows:

- 3.1 The Association is organized exclusively for such purposes and objectives as may be consistent within the meaning of 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law, and allowable under R.C.W. Title 24 as now in force or as it may be amended.
- 3.2 The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.
- 3.3 The Association is organized to promote safety in equipping, manning standards and operating fishing vessels, provide assistance to vessels in distress, assist injured crewmen and create a resource for meeting these purposes.

Section 4



MEMBERSHIP

The membership of the Association shall be composed of those persons who:

1. wish to assist in the work and accomplishment of the Association's purposes and goals; and
2. are approved for membership by the Board of Directors, according to standards adopted by the Board of Directors.

Section 5 **INITIAL BOARD OF DIRECTORS**

The number of directors shall be determined, from time to time, based on the needs and objectives of the Association and is limited by the Association's Bylaws. The initial director's names and addresses are as follows:

Kevin Kaldestad
54790 Shilshole Avenue N.W.
Suite 400
Seattle, WA 98107

Margaret Hall
5349 229th Avenue S.E.
Issaquah, WA 98029

Bob Miller
1671 N.E. 80th Street
Suite 207
Redmond, WA 98052

Gunnar Ildhuso, Jr.
101 Nickerson Street
Suite 340
Seattle, WA 98109

Cary W. Swasand
54790 Shilshole Avenue N.W.
Suite 500
Seattle, WA 98107

Reidar Tynes
1212 N. W. Culbertson Drive
Seattle, WA 98177

Section 6 **REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent of the Association is Craig L. Nodtvedt of LeGros, Buchanan & Paul, P.S. The registered office address, which is also the address of the registered agent, is 701 Fifth Avenue, 2500 Columbia Center, Seattle, Washington, 98104-7051.



Section 7
BYLAWS

Provisions for the regulation of the internal affairs of the Association, except as provided in these Articles, shall be determined and fixed by the bylaws as adopted by the Board of Directors.

Section 8
EARNINGS

- 8.1 No part of the net earnings of the Association shall insure to the benefit of, or be distributed to its members, directors, officers, or other private person, except that the Association 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 Section 3 hereinabove
- 8.2 Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision of payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association; provided, that no payment shall be made for the individual benefit of any director, officer or member.

Section 9
AMENDMENTS TO ARTICLES

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner, now or hereafter prescribed by law and all rights and powers conferred herein on directors are subject to this reservation.

Section 10
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is as follows:

Trond Bodal
800 Fifth Avenue
Suite 2400
Seattle, WA 98104



Section 11
DISSOLUTION

In the event of dissolution of the Association, the net assets are to be distributed as provided in Section 8 hereinabove.

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand to duplicate originals this 28th day of May, 1998.

TROND BODAL

