

BYLAWS
OF
COOK INLET REGIONAL CITIZENS ADVISORY COUNCIL, INC.

SECTION 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Council") may designate. The corporation may have such other offices, either within the State of Alaska or otherwise, as the Council may designate or as the business of the corporation may require from time to time.

SECTION 2. MEMBERSHIP

2.1. Classes of Members. The corporation shall have three classes of members: Interest Group Members, Municipal Members and Agency Members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.1.1. Interest Group Member Class. The class of Interest Group Members shall be comprised of organizations meeting any one of the following criteria:

(a) Commercial Fishing Group. Commercial fishing industry organizations, the members of which depend on the fisheries resources in the vicinity of the terminal facilities as currently defined in the Oil Pollution Act of 1990 (the "Oil Facilities");

(b) Aquaculture Group. Regional aquaculture associations, as defined by AS 16.10.380 or successive applicable statutes, which operate in the vicinity of the Oil Facilities;

(c) Alaska Native Group. Alaska Native Corporations and other Alaska Native organizations, the members of which reside in the vicinity of the Oil Facilities;

(d) Environmental Group. Environmental organizations, the members of which reside in the vicinity of the Oil Facilities;

(e) Recreational Group. Recreational organizations, the members of which reside in or use the vicinity of the Oil Facilities; or

(f) Tourism Group. Tourism organizations, the members of which reside in the vicinity of the Oil Facilities. (Am 12/01/16)

2.1.2. Municipal Member Class. The class of Municipal Members shall be comprised of the following municipalities:

- (a) the City of Homer;
- (b) the City of Seldovia;
- (c) the Municipality of Anchorage;
- (d) the City of Kenai;
- (e) the City of Kodiak;
- (f) the Kodiak Island Borough;
- (g) the Kenai Peninsula Borough.

2.1.3. Agency Member Class. The class of Agency Members shall be comprised of the following agencies:

- (a) The Environmental Protection Agency;
- (b) The Coast Guard;
- (c) The National Oceanic and Atmospheric Administration;
- (d) The United States Forest Service;
- (e) The Bureau of Land Management;
- (f) The Alaska Department of Environmental Conservation;
- (g) The Alaska Department of Fish and Game;
- (h) The Alaska Department of Natural Resources;
- (i) The Alaska Division of Homeland Security and Emergency Management, Alaska Department of Military and Veterans Affairs. (Am 9/21/07)

2.1.4. Member Groups. Each of the Interest Groups, Municipalities or Agencies described in this Section 2.1 is sometimes referred to herein as a "Member Group."

2.2. Application for Membership. An organization seeking membership shall make application to the Credentials Committee which shall recommend action on the request to the Council at the next regular meeting. Criteria for qualifying as a member shall be adopted by the Council. (Am 9/21/07)

2.3. Classification of members. Each member of the Interest Group class shall be classified by the Credentials Committee under one of the Interest Groups set forth in Section 2.1.

2.4. Voting rights. Except as otherwise provided by law or by these Bylaws, or as otherwise determined by the Council, no member shall have the right to vote on any matter affecting the corporation.

2.5. Qualifications. Any corporation, association, or other organization qualifying as an organization described in Section 2.1 shall be eligible for membership in the corporation. No corporation, association, or organization serving as a member may represent more than one member class nor more than one entity within the three classes of members named in Section 2.1. An applicant shall be admitted to membership upon the affirmative vote of the Council. Memberships shall not be transferable but may be surrendered or cancelled. (Am 12/10/94)

SECTION 3. COUNCIL

3.1. General Powers. The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors is intended to function as the Council as defined in the Oil Pollution Act of 1990 and is referred to herein as the "Council."

3.2. Residency. A Director shall be a resident of the State of Alaska, reside in the vicinity of the Oil Facilities, and be qualified to receive an Alaska Permanent Fund Dividend. (Am 09/04/09; 12/1/16)

3.3. Number. The Council shall consist of twenty-two Directors: six Interest Group Directors, seven Municipal Directors; and nine Agency Directors. The number of Directors may be changed from time to time by amendment to these Bylaws and the Articles of Incorporation, provided that no decrease in the number shall reduce the number of Directors to less than three (3) or have the effect of shortening the term of any incumbent Director.

3.4. Classes. The Council shall consist of three classes of Directors.

3.4.1. The Interest Group Directors shall be elected by and from the Interest Groups set forth in Section 2.1.1. One Director shall be elected by each Interest Group set forth therein. (Am 09/04/09; 12/01/16)

3.4.2. The Municipal Directors shall be appointed by the Municipalities set forth in Section 2.1.2. One Director shall be appointed by each of the Municipalities set forth therein. (Am 09/04/09; 12/01/16)

3.4.3. The Agency Directors shall be appointed by the agencies set forth in Section 2.1.3. One Director shall be appointed by each of the Agencies set forth therein. (Am 09/04/09; 12/1/16)

3.5. Voting Rights. Only the Interest Group Directors and the Municipal Directors shall have the right to vote on any matter affecting the corporation, and such directors are referred to herein as "Voting Directors."

3.6. Term of Office. The Interest Group Directors and the Municipal Directors shall serve for a term of three (3) years or until their successors are elected and qualified. (Am 9/21/07)

3.7. New Directors. By amendment to the Articles of Incorporation and these bylaws, the Council may expand the number of Directors, as it may from time to time find and declare to be in its best interest and purpose.

3.8. (Am. 12/01/16)

3.9. No proxies. Voting by proxy shall not be allowed.

3.10. Conflict of Interest. The council shall adopt a conflict of interest policy. (Am 9/21/07)

3.11. No Estoppel. Neither the Council nor any of its members shall be held liable under State or Federal law for costs or damages as a result of rendering advice or failure to render advice under this section. Nor shall any advice given by a voting member of the Council or program representative or agent be grounds for estopping the interests represented by the voting Council members from seeking damages or other appropriate relief.

3.12. Executive Director. The Council may employ an Executive Director to assist it in the execution of its affairs, and such Executive Director shall administer and supervise such additional staff as prescribed by an annual operating budget which shall have been approved by the Council.

3.13. Resignation. A Director may resign at any time by delivering written notice to the President/Chairman of the Council, the Secretary, or the Executive Director or at the registered office of the corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

3.14. Removal. A Director may be removed in any of the following ways: (Am 9/04/09; Am 12/01/16)

3.14.1. The Council may remove a Director who misses three (3) consecutive Council meetings without excuse. After 2 unexcused absences, a Director subject to removal under this subparagraph shall be given written notice by certified mail, return receipt requested, not less than two (2) weeks prior to the next meeting of the Council wherein the Director's removal will be considered. If due to resignation, removal or three (3) consecutive unexcused absences of the other Directors the number of remaining active Directors is reduced to less than a quorum, then a majority of the remaining active Directors may remove such a Director. For purposes of this subsection an excused absence is one for which the Director has notified the Executive Director or delegate of the intended absence, prior to the Council meeting. (Am 12/04/09)

3.14.2. An Interest Group or Municipal Member may petition the Council to remove the Director which represents it, for cause. The petition will be heard by the Council's Credentials Committee, which will make recommendations for action on the petition to the Board of Directors. The Board of Directors will then take action on the petition. (Am 12/04/09; Am 12/01/16)

3.14.3 A Director may be removed from office by an Agency Member giving written notice to the Council. The Agency Member may simultaneously appoint the Director's successor, as provided in Section 3.4. (Am 12/04/09; Am 12/01/16)

3.14.4 A Director may also be removed from office by the Council when the Council finds: that a Director has violated Council policies or procedures, or that removal is in the best interest of the corporation. (Am 12/01/16)

3.15. Vacancies. A vacancy in the position of Director shall be filled by the Council with the appointee of the municipality or agency or the person elected by the member group. (Am 09/04/09; Am 12/01/16) Notice of the vacancy shall immediately be given to the applicable Municipality or Agency or Member Group. A Director who fills a vacancy shall serve the unexpired term, if any, as provided in Section 3.4 (Am 12/01/16). In no case may a vacancy continue for longer than six (6) months or until the next Annual meeting of the Council, whichever occurs first. (Am 09/04/09)

3.16. Compensation. The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation or any of its committees. Member Groups may be reimbursed for expenses incurred in connection with the attendance of their designated Directors at meetings of the Council or committees of the Council. Where such costs are paid by the Director personally, reimbursement may be made to the Director. The Council shall adopt a policy for reimbursement of expenses. (Am 09/21/07)

SECTION 4. ELECTION OF DIRECTORS.

4.1. Election of Interest Group Directors. Notwithstanding the provisions of Section 2.4, the members of each Interest Group identified in Section 2.1.1 shall elect the Director representing that Interest Group. Each member shall have one vote. (Am 03/28/08; Am 09/04/09; Am 12/01/16)

4.1.1. The election of a Director to represent an Interest Group shall be conducted in accordance with policies and procedures adopted by the Council. (Am 09/21/07; Am 09/04/09; 12/01/16) The Credentials Committee shall insure validation of the election and report the results of the election to the Council at its annual meeting.

4.2. Selection of Municipal Group Directors. Notwithstanding the provisions of Section 2.4, each municipality in the Municipal Group shall be entitled to appoint the Director who will represent the municipality. (Am 09/04/09; Am 12/01/16) The appointment will be made by the Mayor or the elected body as may be appropriate in the municipality.

4.3. Selection of Agency Group Directors. Notwithstanding the provisions of Section 2.4, each member of the Agency Group shall be entitled to appoint the Director to represent the agency. (Am 09/04/09; Am 12/01/16)

4.4. Election of Directors. At or before each Annual Meeting of the Council, the Council shall recognize as Directors, the Directors elected or appointed by the Member Groups to fill such vacancies.

SECTION 5. COUNCIL MEETING

5.1. Annual Meeting. The Annual Meeting of the Council shall be held according to the meeting schedule adopted by the Council (Am 09/21/07; 12/01/16) for the purposes of electing Directors and officers and transacting such business as may properly come before the Council.

5.2. Regular Meetings. Regular Council meetings shall be held according to the meeting schedule adopted by the Council. (Am 09/21/07; 12/01/16)

5.2.1 Council Meeting Schedule - Notice. At the last Council meeting of the year the Council shall adopt a Council meeting schedule for the upcoming year. (Am 12/01/16) Timely notice of such meetings will be posted and published in a newspaper of general circulation in each of the areas in the vicinity of the terminal facilities.

5.3. Special Meetings. Special meetings of the Council or any committee appointed or sanctioned by the Council may be called by or at the request of the President/Chairman of the Council, or in the case of the Council, by one-third of the number of the Voting Directors fixed by these bylaws; or in the case of any committee by or at the request of its chairman, or any two (2) of its members.

5.3.1. Special meetings may be called for reasons, the urgent nature of which, may not await a regularly scheduled meeting, or, to expedite work so as not to deter the timely and legitimate goals of the Council. Notice may be given in accordance with section 5.6. The reasons for holding such special meetings shall be approved by the Council at its next regular meeting.

5.3.2. Committees needing to meet outside the State of Alaska may do so with the approval of the Executive Committee, or, in the event the Executive Committee cannot meet, with the approval of the President of the Council.

5.3.3. The Council may meet outside of the State of Alaska upon a majority vote of its Voting Directors fixed by these bylaws voting in favor.

5.4. Meetings by Telephone. Members of the Council or any committee designated by the Council may participate in a meeting of the Council or designated committee through use of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and have adequate access to

necessary or essential material to accomplish their intended work. Participation by such means shall constitute presence in person at a meeting.

5.5. Place and Notice of Meetings. All meetings of the Council or committees shall be held at the principal office of the corporation or at such other place within or without the State of Alaska designated by the Council, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors entitled to notice of the meeting. Such waived notices shall be ratified at the next regular meeting of the Council, and recorded in the minutes. When it is found necessary to hold a meeting outside the State of Alaska, such meeting shall be held in accordance with sections 5.3.2 or 5.3.3, whichever applies.

5.6. Notice of Special Meetings. Notice of special meetings shall be given as set forth below. The notice shall state the date, time, place, and agenda of such meetings.

5.6.1. Personal Delivery. If notice is given by personal or oral delivery, the notice shall be effective if delivered to a Director at least five (5) days before the meeting and the fact that such notice was given is reported at the meeting and recorded in the minutes.

5.6.2. Delivery by Mail. If notice is delivered by mail, the notice shall be deemed effective as of the date of receipt signed by the Director of the U.S. Postal Service Certified mail Returned Receipt Requested Form. Such return receipt form must be received at the offices of the corporation at least ten (10) days before the meeting.

5.6.3. Delivery by Email. If notice is delivered by email, the notice shall be deemed effective if the content thereof has been delivered and acknowledged by the Director at his or her email address shown on the records of the corporation at least ten (10) days before the meeting. (Am 9/21/07)

5.6.4. Delivery by Facsimile Transmission. If notice is delivered by facsimile transmission, the notice shall be deemed effective if the content thereof is transmitted to, and acknowledged by, the office of a Director, at his or her address shown on the records of the corporation, at least ten (10) days before the meeting.

5.7. Waiver of Notice.

5.7.1. In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Alaska law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the receipt of such notice.

5.7.2. By Attendance. The attendance of a Director at a Council or Committee meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.8. Quorum. Seven Directors, qualifying as Voting Directors as defined in Section 3.5 herein, shall constitute a quorum, except for special conditions set forth in Section 3.15

hereof. If a quorum is not present at a meeting, a majority of the Voting Directors present may adjourn the meeting from time to time without further notice.

5.9. Manner of Acting. The act of the majority of the Voting Directors present at a Council meeting at which there is a quorum shall be the act of the Council, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Alaska law.

5.10. Action by Council Without a Meeting. Any action which could be taken at a meeting of the Council may be taken without a meeting if each and every Voting Director or his or her alternate if the director is unavailable, consents in writing to the taking of said action. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the Minutes of a Council meeting and ratified at the next regular meeting of the Council.

5.11. Meetings Open.

5.11.1. The meetings of the Council and or any of its committees, or workshops shall be open to the public, except for subjects which deal with the following sensitive matters: Personnel problems, legal matters or financial considerations, the knowledge of which would put the principal parties in an unfair or compromised position. Executive sessions for matters not set forth herein are expressly prohibited. (Am 3/28/08)

5.11.2. Not less than thirty (30) days notice shall be given to the public for Annual Meetings or fifteen (15) days notice for regular Council meetings. Committee meeting schedules will be made available on request. Notice shall be published via public media and one newspaper of general circulation in each of the areas in the vicinity of the Oil Facilities.

SECTION 6. COMMITTEES

6.1. Creation of Committees. The Council, by resolution adopted by a majority of the number of Voting Directors fixed by these Bylaws, may designate and appoint one or more standing, special, or temporary Committees, including an Executive Committee, from its own number and invest such Committees with such powers as it may see fit, subject to conditions which may be prescribed by the Council, these bylaws, and applicable law. The designation and appointment of any such committee and the delegation of duties shall not relieve the Council or any individual Director of any responsibility imposed by law. The plan of work and budgets for any Committee or Sub-Committee shall receive the prior approval of the Council. The Council may also designate and appoint committee members which include persons other than Directors. (Am 2/6/93)

6.2. Authority of Committees.

6.2.1. Executive Committee. The Executive Committee shall be composed of the President, Vice President, two members at large, and the Treasurer of the corporation, with the Executive Director as non-voting member. Subject to limitations on authority imposed by the

Council by resolution or policy, the Executive Committee shall have and may exercise all of the authority of the Council, except that no such committee shall have the authority to (1) amend the Articles of Incorporation, (2) adopt a plan of merger or consolidation with another corporation, (3) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation, (4) authorize the voluntary dissolution of the corporation or revoke proceedings thereof, (5) adopt a plan for the distribution of the assets of the corporation, (6) amend these Bylaws, or (7) approve or substantially modify the corporation's budget and/or contractual commitments. (Am 3/27/09)

6.2.2. Standing Committees. The Council shall appoint the following Standing Committees:

(a) Credentials Committee. This is a standing committee whose duty it shall be to recommend the eligibility of organizations for membership and to oversee the election of Directors. The committee shall consist of 3 members from the Executive Committee appointed by the full Board each year at the Annual Meeting. (Am 3/27/09)

(b) The Committee on Prevention, Response, Operations and Safety. This is a standing technical committee which shall consist of 3 Voting Directors and 6-8 public members. The Board may appoint up to 3 Board Directors as alternates for the Voting Committee Directors. (Am 9/23/95 & 9/11/98)

(c) The Committee for Environmental Monitoring. This is a standing technical committee which shall consist of 3 Voting Directors and 6-8 public members. The Board may appoint up to 3 Board Directors as alternates for the Voting Committee Directors. (Am 9/23/95 & 9/11/98)

(d) The Committee for Protocol Control. This is a standing technical committee which shall consist of 5 Voting Directors, appointed by the full Board each year at the Annual Meeting. (Am 5/25/01)

(e) No committee may act without the prior approval of the Council. The Council shall prescribe limitations on the authority of the committees. The committees are empowered to make to the Council such recommendations as may be necessary to accomplish the objectives for which they are established.

6.2.3. Quorum and Manner of Acting. A majority of the number of the members comprising any committee of the Council, or its subcommittees, as established and fixed by resolution of the Council, shall constitute a quorum for the transaction of business at any meeting of such committee but, if less than a majority are present at a meeting, a majority of such members present may adjourn the meeting from time to time without further notice. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

6.2.4. Resignation. Any member of any committee or subcommittee, may resign from such committee at any time by delivering written notice thereof to the Chairman of the Committee or subcommittee, the President or the Secretary of the Council or the Executive Director, or by giving oral notice at any meeting of such committee. Any such resignation shall

take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.2.5. Removal. The Council may remove from office any member of any committee elected or appointed by it but only by the affirmative vote of not less than a majority of the number of Voting Directors fixed by these bylaws.

SECTION 7. OFFICERS

7.1. Number and Qualifications. The Officers of the corporation shall be a President, who shall act as Chairman of the Council, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Council. Other Officers and Assistant Officers may be elected or appointed by the Council, such Officers and Assistant Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Council. Any Officer may be assigned by the Council any additional title that the Council deems appropriate. The Council shall not delegate to any Officer or agent the power to appoint any such subordinate Officers or agents, or to prescribe their respective terms of office, authority and duties. The offices of Chairman of the Council and President shall be held by the same person. Any two or more offices may be held by the same person, except the offices of President and Secretary. All Officers must be Directors of the corporation.

7.2. Election and Term of Office. The Officers of the corporation shall be elected each year by the board at the annual meeting of the Council. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Council meeting may conveniently be held. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Council or until his or her successor is elected. Officers may succeed themselves in office.

7.3. Resignation. Any Officer may resign at any time by delivering written notice to the Chairman of the Council, the President, Vice President, the Secretary of the Council, or by giving oral notice at any meeting of the Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.4. Removal. Any Officer or agent elected or appointed by the Council may be removed by the Council whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.5. Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Council for the unexpired portion of the term or for a new term established by the Council.

7.6. President and Chairman of the Council. The President shall be the chief executive officer of the corporation unless some other officer is so designated by the Council, and, subject

to the Council's control, shall supervise and control all of the assets, business and affairs of the corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Council or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Council from time to time. The President shall preside over meetings of the Council unless another officer is appointed or designated by the Council as Chairman of such meeting.

7.7. Vice President. In the event of the death, inability to act, or absence of the President, the Vice President shall perform the duties of the President or Chairman of the Council with all the responsibilities and powers of and subject to the restriction upon the office of President. The Vice President shall work in close harmony with the President in the execution of his duties. (Am 3/27/09)

7.8. Succession. In the event of the incapacity or absence of both the president and the vice President, the Voting Directors shall determine the temporary succession to the Office of President or President Pro Tempore.

7.9. Secretary. The Secretary shall: keep the minutes of meetings of the Council and committees having authority of the Council, in one or more record provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the corporation; keep registers of the post office address of each Director; sign with the President, or other officer authorized by the President or the Council, deeds, mortgages, bonds, contracts, or other instruments; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Council. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary. The Secretary shall utilize the service of the corporation professional staff in the execution of such duties.

7.10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds, securities and fixed assets of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Council. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. The Treasurer shall utilize services of the corporation professional staff and the Certified Professional Accountant provided by the Executive Director, in the performance of such duties.

7.11. Salaries. The salaries of the officers and agents shall be as fixed from time to time by the Council or by any person or persons to whom the Council has delegated such authority.

SECTION 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS

8.1. Contracts. The Council may authorize any officer or officers, or agency or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances, but in any case shall be in writing.

8.2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Council, passed by a two-thirds majority of the Directors. Such authority may be general or confined to specific instances.

8.3. Loans to Officers and Directors. No loans shall be made by the corporation to its officers or Directors.

8.4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, director or directors, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Council.

8.4.1. There shall be created a General Fund Account into which shall be deposited all the revenues and incomes of the corporation.

8.4.2. There shall be created within the General Fund, an Imprest Fund in the amount of \$10,000.00 from which the Executive Director may withdraw funds for the day-to-day incidental operational costs of the corporation. The Imprest Fund shall be replenished from time to time as needed with the approval of the Executive Committee.

8.4.3. All checks and drafts drawn upon the accounts of the corporation, except for the Imprest Fund, shall evidence signatures of any two of the following: the Executive Director, Directors, or Treasurer.

8.4.4. The Council shall adopt an investment policy, which it shall from time to time modify to maximize the interest earning capability and safety of idle corporation funds. (Am 9/21/07)

8.5. Minutes of Meetings; Books and Records. The corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Council and committees having authority of the Council, and such other records as may be necessary or advisable.

8.6. Corporate Seal. The corporation shall adopt a corporate seal.

8.7. Accounting Year. The accounting year of the corporation shall be the calendar year.

8.8. Rules of Procedure. The rules of procedure at meetings of the Council and committees of the Council shall be rules contained in Roberts' Rule of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Council.

8.9. Indemnification. To the full extent permitted by the Alaska Nonprofit Corporation Act, the corporation shall indemnify any person or entity who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she or it is or was a Director or officer or member of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding; and the Council may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Alaska Nonprofit Corporation Act. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance of any person to the extent provided by applicable law.


SECTION 9. AMENDMENTS

9.1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the number of Voting Directors fixed by these Bylaws. Amendments may not be adopted at the same meeting at which they were proposed but only at the next following regular meeting of the Council, notice having been given in accordance with Section 5.11.2 and after delivery of a notice containing a copy of the proposed amendment to each Director.

The foregoing Bylaws were adopted by the Board of Directors on the 11th day of March, 1991.

The foregoing is a true and correct copy of the Bylaws of Cook Inlet Regional Citizens Advisory Council, Inc., as amended, February 6, 1993, December 10, 1994, September 23, 1995, December 13, 1997, February 7, 1998, September 11, 1998, May 19, 2000, May 25, 2001, September 21, 2007, March 28, 2008, March 27, 2009, September 4, 2009; December 4, 2009 and December 1, 2016.

Date: 12/8/16


Chairman


Secretary