

BYLAWS
OF
THE
ICE SEAL COMMITTEE

AS AMENDED AND
ADOPTED

ON

_____, 2024

rev 9.4 (Sept 30, 2024)

Article I

Name and Purpose

Section 1.1 Name of Association.

The name of the association shall be known as the Ice Seal Committee and shall be referred to as the Ice Seal Committee throughout these Bylaws.

Section 1.2 Purposes of the Ice Seal Committee.

The purposes of the Ice Seal Committee shall be to: preserve and enhance the marine resources of ice seals including their habitat; to protect and enhance Alaska Native culture, traditions, and especially activities associated with subsistence uses of ice seals; and to undertake education, research, and co-management related to ice seals.

The term “ice seals” refers to the following four species of ice-associated seals that inhabit the Bering, Chukchi, and Beaufort Seas in the Alaskan Arctic: the bearded seal (*Erignathus barbatus*); the ribbon seal (*Histiophoca fasciata*); the ringed seal (*Phoca hispida*); and the spotted seal (*Phoca largha*).

Article II

Offices

Section 2.1 Registered Office.

The registered office of the Ice Seal Committee in the State of Alaska is:

Ice Seal Committee
c/o North Slope Borough
Department of Wildlife Management
P.O. Box 69
Utqiagvik, Alaska, 99723

The voting members of the Ice Seal Committee (hereafter ISC Members) have full authority to change the registered office location to another location by a majority vote.

Section 2.2 Other Offices.

The Ice Seal Committee may also have offices at other such places as the ISC Members may designate or the business of the Ice Seal Committee may require.

Article III

Members

Section 3.1 Membership.

The Ice Seal Committee shall have ten (10) voting member representatives; with two (2) from each of the following five (5) Alaska Native regional entities (hereafter Regional Entity):

1. North Slope Borough
2. Maniilaq Association
3. Kawerak, Incorporated
4. Bristol Bay Native Association
5. Association of Village Council Presidents

The ISC Members from each Regional Entity shall consist of: one (1) representative of a regional tribal council, tribal consortia, or regional government, and one (1) experienced ice seal hunter; both of whom reside within the relevant region (hereafter ISC Member). Each Regional Entity shall also appoint one (1) alternate for each of their two (2) ISC Members (hereafter ISC Alternate Member) to ensure full regional representation at all times. ISC Alternate Members shall fill in for ISC Members who are unable to attend ISC Meetings due to scheduling conflicts, illness, or emergency. All ISC Members and ISC Alternate Members who are present at and participating in a meeting are hereafter referred to as ISC Voting Members.

The procedure for selecting and appointing the ISC Members and ISC Alternate Members shall be at the discretion of each appointing Regional Entity in close coordination with and approval by the relevant Tribal authorities for each region. Membership in the Ice Seal Committee will be granted to appointed representatives upon receipt of official written notification from the relevant Regional Entity and appropriate Tribal authorities. Ice Seal Committee Membership (including alternates) shall be non-transferable unless done through official channels of the Regional Entity, under close coordination and approval by the relevant Tribal authorities, and communicated by official written notification as described above.

Section 3.2 Voting.

Actions of the Ice Seal Committee may be taken in-person, virtually, or by teleconference at any duly scheduled meeting (hereafter “ISC Meeting”). Each ISC Member shall have one (1) vote, and ISC Alternate Members may vote in an ISC Member’s absence (together ISC Members and Alternate Members are referred to as ISC Voting Members). Voting may only occur when there is a quorum, which requires the presence of a simple majority of ISC Voting Members and a minimum of one ISC Voting Member from each Regional Entity. A majority vote of those ISC Voting Members present at ISC Meetings shall be required for approving ISC actions and positions.

When, in the judgment of the Chairperson, any question arises that should be put to a vote of the ISC Voting Members, and it is not expedient to call a special meeting for that purpose, the Chairperson may, unless otherwise required by these Bylaws, submit the matter to the ISC Voting Members by phone or electronically (e.g., via email) for a decision and vote. The question presented shall be determined according to a majority of the votes received by phone or email within three (3) days after such submission to the ISC Voting Members, so long as votes are received from a simple majority of ISC Voting Members and a minimum of one ISC Voting Member from each Regional Entity. Action taken in this manner shall be as effective as action taken at a duly called ISC Meetings.

Section 3.3 Standards of Conduct.

Each ISC Voting Member is expected to attend all ISC Meetings in their entirety, unless excused by the Chairperson in writing. ISC Members and ISC Alternate Members should keep reasonably well informed and, when participating in decisions, exercise their independent judgment in good faith and act in the best interest of the Ice Seal Committee.

ISC Members and ISC Alternate Members are also expected to avoid any appearance whatsoever of impropriety or conflicts of interest. During all activities associated with the Ice Seal Committee (including travel), ISC Members and ISC Alternate Members must conduct themselves in a professional manner that is respectful toward colleagues and any other individuals, and is consistent with the highest ethical standards.

Examples of unacceptable conduct include, but are not limited to:

1. Unexcused absences from ISC Meetings;
2. Participating in any Ice Seal Committee business impaired by or under the influence of alcohol or controlled substances, including the inappropriate or unlawful use of prescription drugs;
3. Inappropriate comments directed at ISC Members, ISC staff, guests of the ISC, or by misrepresenting one's official capacity publicly at a meeting;
4. Verbal, physical, or sexual abuse of ISC Members, ISC staff, guests of the ISC, or any other individuals; and
5. Inappropriate behavior during or outside of ISC Meetings and/or while traveling as a representative of the Ice Seal Committee. This includes, but is not limited to: disruptive, hostile, or unprofessional conduct that interferes with the ability to conduct business at ISC Meetings and/or which casts the Ice Seal Committee in a negative light.

Upon appointment to the Ice Seal Committee, ISC Members and ISC Alternate Members must agree to abide by these Standards of Conduct as a condition of membership. All other attendees at ISC Meetings must also abide by these Standards of Conduct as a condition of attendance.

Section 3.4 Removal or Sanction for Violation(s) of Standards of Conduct.

Standards of Conduct violations (as determined by ISC Voting Members) will be documented and dealt with immediately. The consequences of violating the Standards of Conduct are ultimately at the discretion of the ISC Voting Members and can vary in extent depending on the severity of the violation.

For less serious violations, the offender can be temporarily barred from the ISC Meeting. Barred offenders will receive no per diem, honorarium, or any other compensation for missed meeting days; and will be personally responsible for all associated costs with respect to travel, lodging, damages, and/or other liabilities arising from their misconduct. Barred offenders may be allowed to return and participate in the ISC Meeting on the following day, provided that: (1) there is unanimous agreement by the ISC Voting Members in attendance, (2) the offender is no longer impaired by or under the influence of alcohol or drugs and/or any other factors that prevent full participation in the meeting, and (3) the offender is willing and able to participate constructively and in a way that does not interfere with conducting Ice Seal Committee business.

More severe or repeated violations can potentially lead to permanent removal of the offender from the Ice Seal Committee by a majority vote of all ISC Voting Members, thus barring the offender from future attendance or participation in ISC Meetings. Should this occur, the Chairperson will notify the appropriate Tribal and Regional Entities of the removal of their appointed representative, document the rationale for their removal, and formally request the appointment of a replacement representative. If the Tribal and Regional Entities decline to remove or replace their representative, then the Ice Seal Committee will further explain that it will no longer pay that individual's travel, per diem, honorarium, or any other compensation, and that the individual will not be permitted to attend future ISC Meetings.

Section 3.5 Voluntary Withdrawal of Individual Membership.

Individual ISC Members and ISC Alternate Members may voluntarily terminate their membership by providing written notice to the Chairperson. All rights, privileges, and interests of a member to the Ice Seal Committee shall cease upon provision of the termination of membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal. Following notice of a withdrawal, the Chairperson shall request that the relevant Regional Entity appoint a new ISC Member or ISC Alternate Member.

Article IV

Meetings

Section 4.1 Regular Meetings.

The Ice Seal Committee shall hold a minimum of two (2) meetings per year, one of which shall be the ISC Annual Meeting, which consists of an Ice Seal Co-Management Meeting and an Ice Seal Committee Board Meeting. To the extent practicable, the first meeting of the fiscal year (1-August to 31-July) shall occur in the early-fall and can be held as a virtual, hybrid, and/or in-person meeting. The second meeting of the year is the ISC Annual Meeting and shall be held in the early-spring as an in-person meeting whenever practicable.

Section 4.2 Special Meetings.

Special meetings of the Ice Seal Committee may be called at any time by the Chairperson or, in his or her absence, by the Vice-Chair or the Secretary, or by written request of a majority of the ISC Voting Members. Special meetings can be counted as one of the two required annually occurring ISC Meetings.

Section 4.3 Place of Meeting.

The Ice Seal Committee may designate any place within the State of Alaska as the place of meeting for any regular or special meeting. When possible, in-person attendance shall be required at ISC Meetings, but allowances under special circumstances can be made for hybrid (in-person/virtual) meetings. Any ISC Member who is unable to attend a scheduled in-person meeting must provide notice to the Chairperson prior to the meeting and receive pre-approval to participate either telephonically, virtually, or by other pre-approved technology, or the ISC Member should notify the Chairperson that their appointed ISC Alternate Member has been designated to attend in his or her absence.

Section 4.4 Notice of Meetings.

A. Regular Meetings.

Notice of a regular meeting, issued by the Secretary/Treasurer, shall be provided in writing to each ISC Member and each ISC Alternate Member at least fifteen (15) days before the date appointed for the regular meeting.

B. Special Meetings.

Notice of special meetings, issued by the Secretary/Treasurer, shall be provided in writing to each ISC Member and each ISC Alternate Member at least three (3) business days prior to the date appointed for any special meeting. The notice must state the purpose of the special meeting.

C. *Notices.*

Written ISC Meeting notices will state the location, date, and time of any meeting, and shall be delivered, either personally, electronically (e.g., website, text, email, or fax), or by United States Postal Service mail (hereafter “USPS”), to each ISC Member and each ISC Alternate Member. If mailed via USPS, the notice of a meeting shall be deemed to be delivered when the notification, addressed to the ISC Member or ISC Alternative Member at his or her address as it appears in the ISC membership records, is deposited into the USPS system with postage prepaid.

Section 4.5 Order of Business.

The standard order of business at ISC Meetings, which may be modified in advance by the Chairperson, shall be as follows:

1. Call to order
2. Roll call
3. Approval of agenda
4. Reading and approval of minutes of previous ISC Meetings
5. Reports from each Regional Entity
6. Unfinished business
7. New business
8. Adjournment

The order of business may be altered or suspended at any ISC Meeting by a majority vote of the ISC Members present. The usual parliamentary laws as laid down in Robert’s Rules of Order shall govern, when not in conflict with these Bylaws.

Article V

Officers

Section 5.1 Officers.

The elective Officers of the Ice Seal Committee shall be the Chairperson, the Vice-Chairperson, and the Secretary/Treasurer. Other offices or Officers may be established and appointed by the ISC Members.

A. Chairperson.

The Chairperson shall be the chief Officer of the Ice Seal Committee and shall be present at all ISC Meetings. The Chairperson shall be a member ex-officio of all committees. The Chairperson shall communicate to the Ice Seal Committee such matters and make such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the Ice Seal Committee, 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-Chairperson shall have all the powers of, and be subject to, all restrictions placed upon the Chairperson. He/she shall perform all other duties, which the Chairperson or the Ice Seal Committee 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 ISC Members may, from time to time and as they deem advisable, prescribe. It shall be the Secretary/Treasurer's duty:

1. to give notice of and attend all meetings of the ISC Meetings and to make provisions for the keeping of a record of proceedings;
2. to conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;
3. to keep a current list of the ISC Members and alternative ISC Members; and
4. to ensure that financial records are maintained and reported to the Ice Seal Committee on the financial status.

Section 5.2 Terms/Selection of Officers.

A. Officer Selection.

The Chairperson, Vice-Chairperson, and Secretary/Treasurer shall be elected every two years at

the annual ISC Meeting by the affirmative vote of a majority of the ISC Voting Members present. If the election of Officers cannot be held at such meeting, such action shall be undertaken as soon as possible thereafter.

B. *Two-Year Terms.*

The Chairperson, Vice-Chairperson, and Secretary/Treasurer shall take office, immediately upon their election, and shall serve for a term of two (2) years and 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 ISC Members at the next scheduled ISC Meeting.

Section 5.3 Removal or Withdrawal of Officers.

Officers may be removed from office by a majority vote of the ISC Voting Members. An Officer may voluntarily withdraw from office by providing written notice to the ISC Members.

Section 5.4 Replacement of Officers.

If there is a vacancy of an office for any reason, that vacancy shall be filled at the next scheduled ISC Meeting. If the Chairpersonship becomes vacant, the Vice-Chairperson shall assume the duties of Chairperson until the next scheduled ISC Meeting, when a replacement will be elected.

Article VI

Executive Committee and Other Personnel

Section 6.1 Executive Committee.

The Ice Seal Committee shall designate the members of an Executive Committee at the ISC Annual Meeting. The Executive Committee shall transact the routine and ordinary business between meetings of the Ice Seal Committee. Except for powers specifically reserved to the full membership of the Ice Seal Committee, the Executive Committee shall possess all powers of the Ice Seal Committee. All actions of the Executive Committee shall be reported to the full membership of the Ice Seal Committee by the distribution of minutes of each Executive Committee meeting and ratified by a majority of the ISC Voting Members present at the next ISC Meeting.

The Executive Committee shall be comprised of one (1) ISC Member from each of the five Regional Entities. One Executive Committee member must be the Chairperson. Elected Officers of the Ice Seal Committee shall be prioritized for membership in the Executive Committee. If multiple Officers are from the same Regional Entity, then the higher-ranking Officer shall be prioritized, unless otherwise approved by a majority vote of the ISC Voting Members. No Regional Entity shall have more than one vote in the

Executive Committee. Attendance, either virtually, telephonically, or in person, by all representatives to the Executive Committee shall constitute a quorum, and action shall be taken solely by unanimous vote.

Section 6.2 Other Committees.

The Ice Seal Committee may form other committees as necessary and needed, including the following:

A. *Ice Seal Technical Committee.*

The Ice Seal Technical Committee (hereafter “ISC Tech Committee”) shall be a standing committee appointed by the Chairperson at the ISC Annual Meeting. Composition of the ISC Tech Committee may be composed of ISC Members and non-members. The proceedings of the ISC Tech Committee shall be in the form of recommendations only, and no binding votes on Ice Seal Committee actions or positions shall occur.

B. *Ad Hoc Committees.*

Ad hoc committees shall be appointed by the Chairman as needed and may be composed of ISC Members, ISC Alternate Members, and non-members. The proceedings of any Ice Seal Committee ad hoc committee shall be in the form of recommendations only, and no binding votes on Ice Seal Committee actions or positions shall occur.

Section 6.3 Executive Director.

The Ice Seal Committee may determine whether to hire an Executive Director. If so, then the Executive Director shall have the following responsibilities, which may be amended by the ISC Executive Committee:

- A. Serve as a public-facing representative of the Ice Seal Committee, and provide direction and insight on issues related to ice seals as informed by the Ice Seal Committee, its officers, and/or Executive Committee;
- B. Manage the day-to-day business of the Ice Seal Committee;
- C. Supervise and direct the ISC Executive Manager and other ISC Staff;
- D. Supervise and implement any strategic plan, research initiatives, co-management agreement, and other actions as directed by the Ice Seal Committee or Executive Committee; and
- E. Report to the Chairperson and/or Executive Committee.

Section 6.4 Executive Manager.

The Ice Seal Committee may determine whether to hire an Executive Manager. If so, the Executive Manager shall have the following responsibilities, which may be amended by the Executive Committee:

- A. Manage the day-to-day business of the Ice Seal Committee; and
- B. Supervise and implement any strategic plan, research initiatives, co-management agreement, and other actions as directed by the Ice Seal Committee or Executive Committee; and
- C. Report to the Chairperson, Executive Director, and/or Executive Committee.

Section 6.5 Staff.

The Ice Seal Committee may determine whether to hire additional staff. If so, the Executive Director or the Executive Manager shall hire and supervise any staff, as directed by the Ice Seal Committee or the Executive Committee.

Article VII

Amendments

These Bylaws may be altered, amended or repealed by the ISC Voting Members at an ISC Meeting at which eight of the ten ISC Voting Members are present. Any vote to alter, amend, or repeal the Bylaws shall be unanimous. Written notice of intent to amend, alter, or repeal the Bylaws shall be provided to all ISC Members at least thirty (30) days prior to such meeting.

Article VIII

Liabilities

Nothing herein shall constitute members of the Ice Seal Committee as partners for any purpose. No ISC Member, Officer, agent, staff, or employee shall be liable for the acts or failure to act of any agent ISC Member, Officer, agent, staff, or employee of the Ice Seal Committee. Nor shall any ISC Member, Officer, agent, staff, or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful malfeasance.

Article IX
Dissolution

The Ice Seal Committee may be dissolved by unanimous vote of the ISC Voting Members.

Adopted by the Ice Seal Committee on this ____ day of ____ in the year ____.

Secretary/Treasurer

Date