

**BY-LAWS
OF THE
ALASKA PROFESSIONAL HUNTERS
ASSOCIATION, INC**



PLEGGED TO FAIR CHASE

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1. *Statement of Objectives*

The general objectives of this corporation are as follows:

- (a) To institute and secure the general adoption of a high and sportsmanlike concept of wildlife and hunting of big game.
- (b) To promote hunting by fair chase: the pursuit of the trophy in a legal and sportsmanlike manner, without herding, driving, or chasing of trophies with the use of mechanically powered equipment.
- (c) Consistent with the practice of hunting, to promote and assist in the conservation of fauna and flora and to cooperate with Government officials concerned with the conservation of fauna and flora.
- (d) To assist in the prevention of illegal or unsportsmanlike practice by anyone in the practice of professional hunting or by anyone engaged in the sport of hunting.
- (e) To promote and safeguard the interests of all members of this corporation.
- (f) To endorse and foster a code of business ethics in accord with ethical standards and the laws and regulations of the State of Alaska.

2. *Pledge to Support Objectives*

By signature, all members shall pledge themselves to support the objectives of this corporation, as stated in these by-laws.

ARTICLE II – OFFICES

The principle address of the corporation in the State of Alaska shall be located in the City of Anchorage. The corporation may have other offices, either within or without the state of incorporation as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE III – MEMBERS

1. *Classes of Membership, Qualifications and Fees*

- (a) Professional Members: This is the only class of members with voting rights. Only persons holding current Master or Registered Guide license from the State of Alaska who are actively engaged in professional guiding, outfitting, or management of hunting camps are eligible to become Professional Members. The annual dues for Contracting Professional Members is \$350.00. The annual dues for Non-Contracting Professional Members is \$200.00. *Contracting definition - signing contracts for one or more hunts per year.
- (b) Business Members: Business Members do not have voting rights. Any business firm or individual connected in any way with the activities of outfitting, equipping or agency work in the field of management and usage of wildlife resources is eligible to become a Business Member. Annual dues for a Business Member are \$125.00.

- (c) Assistant Guide Members: Assistant Guide Members do not have voting rights. Individuals holding current Assistant Guide licenses from the State of Alaska are eligible to become Assistant Guide Members. Annual dues for an Assistant Guide Member are \$100.00.
- (d) Assistant Guide Sustaining Members: This is a basic membership for individuals holding current Assistant Guide licenses from the State of Alaska. Membership is limited to receiving a one-year subscription to the Alaska Professional Hunter Magazine. Annual dues for an Assistant Guide Sustaining Member are \$35.00.
- (e) Honorary Members: Honorary Members do not have voting rights. Honorary membership is open to any individual as conferred only by the Board of Directors. There are no dues for Honorary Members. Honorary Membership may be conferred for any period between one year and life.
- (f) Retired Members: Retired Members do not have voting rights. Eligibility is limited to individuals who have been Professional Members in good standing for at least three years and who are retiring from active guiding. Retired Members shall pay one fee of \$50.00 as dues for lifetime retired membership.
- (g) Sustaining Members: Sustaining Members do not have voting rights. Any individual who seeks to support the corporation is eligible for sustaining membership. Annual dues are \$50.00 (US) and \$100.00 (non-US).
- (h) Life Sustaining Members: Life Sustaining Members do not have voting rights. Any individual who seeks to support the corporation is eligible for a life sustaining membership. Dues are a one-time payment of \$500.00 (US) and \$750.00 (non-US).

- (i) Corporate Members: Corporate Members do not have voting rights. Any organization that seeks to support the corporation is eligible for a corporate membership. Dues are \$1000.00 and are due every three (3) years on the anniversary of the beginning of membership.
- (j) Associate Membership: This is a complimentary membership for those interested in receiving email alerts for certain public announcements.

2. Selection of Members

- (a) Applications for any class of membership shall be furnished by the corporation on request.
- (b) for acceptance as a full voting member, either Registered or Master Guide, an applicant must submit:
 - 1. Signed affidavit attesting to acceptance of all APHA rules and ethics standards and
 - 2. Written explanation for any known investigation and/or disciplinary action against their professional license.
- (c) An applicant is accepted as a member by payment of the appropriate dues for the class of membership requested; payment to be made following application approval by the Membership and Complaints Committee.
- (d) Annual dues will be paid to the secretary or other agent so designated by the Board of Directors. Annual Professional dues are payable on the first day of December each year. Sustaining, Assistant, and Business memberships are due every twelve (12) months and Corporate memberships are due every three (3) years on the anniversary of the beginning of memberships.

3. Approval and/or Revocation of Membership

Upon good and sufficient reason, expressed in a written opinion, the Membership and Complaints Committee may by majority vote refuse to approve, renew or revoke the membership of any member. The decision of the Membership and Complaints Committee may be appealed to the Board of Directors and may be affirmed or reversed by a majority vote of a quorum of the Board of Directors.

4. Special Assessments

Special assessments not to exceed \$100.00 per year and payable by all Professional Members only, may be levied by a majority vote of a quorum of the membership at a special or annual membership meeting.

5. Annual Meeting

The annual meeting of the members shall be held in December of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting may be held on the next succeeding business day.

6. Special Meeting

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, *may* be called by the president or by the directors, and *shall* be called by the president at the request of not less than 25% of all the members of the corporation entitled to vote at the meeting.

7. *Place of Meeting*

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors.

8. *Notice of Meeting*

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail or email, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership books of the corporation, with postage thereon prepaid.

9. *Membership Lists*

A complete list of the name and address of each Professional Member of the corporation shall be kept at its registered office or principal office in the State of Alaska by an officer or agent of the corporation.

10. *Fixing of Record Date*

The date on which notice of the meeting is mailed or emailed shall be the record date for determination of members entitled to vote at that meeting. Such determination shall apply to any adjournment thereof.

11. Quorum

At any meeting of members 25% of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than said number of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

12. Proxies

At all meetings of members, a member may vote by proxy executed in writing by the member or his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. A member presenting and voting may only vote two (2) proxies.

13. Voting

Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these by-laws shall be entitled to one vote, in person or by proxy. In order to be eligible to vote, members must have paid membership dues for the current membership year. Membership years are generally December 1 through November 30. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this state.

14. *Order of Business*

The order of business at all meetings of the members shall be as follows:

1. Roll Call
2. Proof of notice or meeting or waiver of notice
3. Reports of Officers
4. Reports of Committees
5. Election of Directors
6. Unfinished Business
7. New Business

15. *Informal Action by Members*

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV – BOARD OF DIRECTORS

1. *General Powers*

The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they deem proper, not inconsistent with these by-laws and the laws of this state.

2. Number

The number of directors shall be nine (9). Each director shall hold office for three years. Three directors shall normally be elected each year. Additional directors may be elected as necessary to fill seats vacant due to recall or in cases where vacancies due to resignation are not filled by Board action.

3. Regular Meetings

A regular meeting of the directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. Special Meetings

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. Notice

Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally, or by email, or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed delivered when the email is sent. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a

director attends a meeting for the express purpose to objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. *Quorum*

At any meeting of the directors, five (5) shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. *Manner of Acting*

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. *Newly Created Directorships and Vacancies*

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

9. *Removal of Directors*

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members. Any Director under criminal or professional investigation shall notify the Executive Director within 30 days of notice of investigation. The Executive Director shall then notify the Board and request review of the matter by the Membership and Complaints Committee. At the conclusion of its review, the complaints committee may recommend the resignation of the Director or the Director to take a leave of absence from the board pending the conclusion of the criminal or professional investigation. The recommendation from the Membership and Complaints Committee will come to the Board of Directors in the form of a motion and will be passed, failed, or amended by a majority vote of a quorum of the Board of Directors.

10. *Resignation*

A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such office, and the acceptance of the resignation shall not be necessary to make it effective.

11. *Compensation*

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

12. *Presumption of Assent*

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or email to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. *Executive and Other Committees*

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V – MEMBERSHIP AND COMPLAINTS COMMITTEE

1. *General Powers*

The Committee is empowered to (1) give a member a warning if he is in violation of the objectives of the corporation as expressed in these by-laws; (2) suspend or expel from the corporation members whom the Committee finds to be in repeated or flagrant violation of the objectives of the corporation as expressed in these by-laws. All decisions of the Committee are reviewable by the Board of Directors. The members of the Committee shall in all cases act as a Committee, and they may adopt such rules and regulations for the conduct of their meetings as they deem proper, not inconsistent with these by-laws and the laws of this state. The Committee shall adopt and maintain a matrix to be used for basis of approvals/denials of initial membership,

renewal, and revocation of membership; the matrix shall be consistent with APHA rules and ethical standards and the laws of this state.

2. *Election, Number, Tenure and Qualifications*

A Membership and Complaints Committee shall be elected at each annual meeting. The number of members of the Committee shall be five (5). Each Committee member shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. The Committee shall consist of 3 Board members, appointed by the Board, and 2 members in good standing, elected by membership.

ARTICLE VI – OFFICERS

1. *Number*

The officers of the corporation shall be a president, and vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. The president and vice-president must be members of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. *Election and Term of Office*

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their 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.

4. Vacancies

A vacancy of any officer because of death, resignation, removal, disqualification, or otherwise may be filled by the directors for the unexpired duration of the term.

5. President

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. Vice-President

In the absence of the president or in the event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time be assigned to him by the president or by the directors.

7. Secretary

The secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation, and keep a register of the post office and email address of each member which shall be furnished to the secretary by such member, have general charge of the membership books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

8. Treasurer

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities 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 such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

9. Assistant Secretaries and Assistant Treasurers

Assistant secretaries and assistant treasurers may be authorized by the Board of Directors. The assistant treasurers shall respectively if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president of the Board of Directors.

10. Salaries

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE VII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts

The directors may authorize and officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

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 directors. Such authority may be general or confined to specific instances.

3. *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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. *Deposits*

All funds to the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the directors may select.

ARTICLE VIII – CERTIFICATES OF MEMBERSHIP

1. *Certificate of Membership*

Certificates signifying membership in the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates of membership shall be consecutively numbered or otherwise identified. The name and address and email address of the member shall be entered on the membership books of the corporation.

2. *Invalidation of Certificate of Membership*

Upon his ceasing to be a member of the corporation, a member's certificate of membership is automatically invalidated.

ARTICLE IX – INDEMNITY

The corporation may indemnify a director or officer or former director or officer of the corporation, or a person who may have served at its request as a director or officer of another corporation in which it is a creditor, against expenses actually or necessarily incurred by him in connection with the defense of an action, suit, or proceeding in which he is a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged liable for negligence or misconduct in the performance of duty; but the indemnification is not exclusive of other rights to which the director or officer is entitled.

ARTICLE X – FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year.

ARTICLE XI – SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "corporate Seal".

ARTICLE XII – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, 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 giving of such notice.

ARTICLE XIII – PARLIMENTARY PROCEDURE

The procedure of all meetings of the members, Board of Directors and committees of the corporation shall be governed by Robert’s Rules of Order (Revised, 75th Edition), in all cases where Robert’s Rules are not inconsistent with these by-laws or the laws of this state.

ARTICLE XIV – AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of five (5) members of the Board of Directors at any annual or at any special meeting.

ARTICLE XV – GAMING

A gaming permit shall be maintained in good standing with the State of Alaska as long as games of chance are being conducted by the Organization that require such permitting. A member in charge and alternate member shall be registered with the state and will comply with state gaming requirements.

Upon dissolution of the corporation, any remaining net

proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5)."

Dated this 30th day of March, 2017.

Sam Rohrer

President

(Sam Rohrer)

Deb Moore

Secretary

(Deb Moore)