

Bylaws were ratified on September 9, 2011

BY-LAWS
OF
UNITED SOUTHEAST ALASKA GILLNETTERS

ARTICLE I
OFFICES AND SEAL

Section 1.01. Principal Office. The principal office of the corporation shall be located in the City and Borough of Juneau, State of Alaska. In addition to its principal office at Juneau aforesaid, the corporation may maintain offices in such other places within or without said State as may be from time to time designated by the Board of Directors.

Section 1.02. Corporate Seal. The corporation shall have a corporate seal in such form as shall be determined by the Board of Directors.

ARTICLE 2
MEMBERSHIP MEETINGS

Section 2.01. Meetings. Meetings of the membership shall be called by the Secretary upon written request of the President or any (two) directors of the corporation, or not less than one-fifth (1/5) of the voting membership, or upon the resolution of the Board of Directors. At any meeting such business shall be brought before the membership and may be transacted as shall have been specified in the notice of such meeting, but other business may be transacted subject to any requirements of law or of the Articles of Incorporation or of these By-Laws with respect to notice. Special meetings of membership shall be held as such place and at such times, which times shall be reasonable time after the filing of a request for a special meeting with the Secretary and in any case not more than sixty (60) days after such filing, as shall be fixed by the Board of Directors.

Section 2.03. Voting. The acting membership of the corporation, composed of those Southeast Alaska Gillnet fishermen or designated representative who hold permanent limited entry permits to participate in the Southeastern Alaska salmon drift gillnet fishery and who have paid their yearly dues, shall be the only members entitled to vote on any matter subject to membership approval pursuant to the Articles of Incorporation of these By-Laws.

Section 2.04. Quorum. A majority of the voting membership present at the time set for any meeting shall constitute a quorum for the transaction of business and any decision of a majority of such quorum shall be valid and binding upon the corporation, except as otherwise specifically provided by law, the Articles of Incorporation, or these By-Laws. Each voting member shall at every meeting of the membership be entitled to one vote in person or by written proxy on a form provided by the corporation.

Section 2.05. Notice of Meetings. Posted and written notice specifying the time and place of the membership meeting, and if a meeting the general nature of the business to be considered shall be given to each member, at least five (5) days

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prior to the time set for such meetings, either by serving the same upon the member personally or by mailing the same to the member at his last known address as shown on the records of the corporation. Non-receipt of such notice by any voting member shall not invalidate any business done at any meeting, - at which a quorum is present. Any voting member may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing signed by that person or their duly authorized attorney-in-fact.

ARTICLE III DIRECTORS

Section 3.01 Number & Qualifications. There shall be a board of directors of not less than seven (7) and not more than (11) members. Of the eleven possible board members, two of which shall be At-Large seats, one from Northern Southeast Alaska and one from Southern Southeast Alaska, to be elected by the voting membership of each sub-chapter on a rotating basis, so that one-third (1/3) of the directors are up for election every three years. One seat shall be designated for gillnet fishermen residing outside of Southeast Alaska. Each director shall hold office for a term of three years and thereafter, until his/her successor is duly elected or appointed and qualified, subject, however, to removal by the voting membership of the subchapter.

Section 3.012 Subchapters. Subchapters will include the cities in which gillnet fishermen reside in predominantly, which are the gillnet-based cities of Haines, Wrangell, Sitka, Ketchikan, Juneau and Petersburg. Only one subchapter is permitted from each gillnet based city. Gillnet fishermen who reside in communities outside the subchapter cities may fill a seat on the board of directors in At-large seats.

Section 3.02. Quorum. A minimum of 50% plus one(1) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of such Board. A majority vote or a unanimous vote when there is a minimum quorum of the Board of Directors shall be required for the adoption of any directorate action.

Section 3.03. Vacancies. In case of any vacancies in the Board of Directors, including temporary vacancies caused by absence from the State of Alaska or illness or other disability preventing any member of the Board present in the State of Alaska from attending a duly called meeting of the Board of Directors, the remaining members of the Board of Directors, although less than five (5) may fill the same by the affirmative vote of a unanimous vote of the remaining members. In case of any temporary vacancy as aforesaid, such temporary vacancy shall be filled only for the period of the disability or until the return of the director to the State of Alaska. The determination by the Board of Directors, as shown on the minutes, of the fact of such disability or absence and the duration thereof shall be conclusive as to all persons and the corporation. In the case of a vacancy that is not temporary, the director elected to fill such vacancy shall hold office until the next annual meeting and thereafter until his successor is duly elected or appointed or qualified, subject, however, to removal by the voting membership.

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Section 3.04. Meetings - Meetings may be held at such times as the business of the corporation shall require according to resolutions of the Board of Directors, and upon the call of the President or any two (2) directors. Notice of any meeting of the Board of Directors shall be given to each director by the Secretary or by the person, or by the persons, calling the meeting, not less than seventy-two (72) hours before the date set for the meeting, by advising him by telephone, email, by word of mouth, or by leaving written notice of such meeting with him or at his residence or usual place of business. Non-receipt of any such notice shall not invalidate any business done at any meeting at which a quorum is present. The presence of any director at any meeting shall be the equivalent of the waiver or the requirement of giving of notice of said meeting to such director. Any director, whether attending a meeting or not, may, prior to, at the meeting or subsequent thereto, waive notice of the meeting.

Section 3.05. Removal of Directors and Filling of Vacancies. The voting membership of any sub-chapter of the corporation may at any meeting whether called for the purpose or not, depose or remove from office any director from their sub-chapter, including any director appointed by the Board of Directors pursuant to the provisions of Section 3.03. hereof. The voting membership of a sub-chapter of the corporation may at any meeting, whether called for the purpose or not, fill any vacancies created by that sub-chapter's elected director, which may then exist in the Board of Directors, whether caused by resignation, removal, or otherwise, including temporary vacancies.

Section 3.06. Powers of Directors. Subject to instructions by the voting membership and to any limitations provided by law or set forth in the Articles of Incorporations or in these By-Laws, the Board of Directors shall have full power to control and direct the business and affairs of the corporation and to exercise all the powers and perform all the acts which the corporation may legally exercise and perform.

ARTICLE IV OFFICERS

Section 4.01. Generally. The officers of the corporation shall consist of a President, a Vice President, a Treasurer and a Secretary.. The officers shall be elected and appointed annually by the Board of Directors at the last organized board of director's meeting of the year. Officers are elected and shall hold office until the last meeting occurring at the end of the calendar year and thereafter until their successors shall be duly elected, appointed and qualified, subject, however, to removal by the voting membership of the Board of Directors. There may also be one or more Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries, and other subordinate officers to serve in the corporations sub-chapter, who shall be appointed by the directors in accordance with the majority vote of the voting memberships of the respective sub-chapters.

Section 4.02. Vacancies. Vacancies, which may occur in any office shall be filled by appointment by the Board of Directors for the remainder of the terms of such office. In case of the absence from the State of Alaska or other temporary

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disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence or disability.

Section 4.03. Removals. Any officer may be removed from office at any time at a membership meeting, called for that purpose, by the affirmative vote of not less than two-thirds (2/3rds) of the voting membership present.

The Board of Directors of the corporation may at any time remove from office or discharge from employment any officer, subordinate officer, agent or employee appointed by the Board of Directors or by any person under authority delegated by the Board of Directors.

Section 4.04. President. The President shall preside at all meetings of the Board of Directors and of the membership. Subject to the control of the Board of Directors, the President shall have general charge and care of the business and property of the corporation, shall appoint and discharge employees and agents of the corporation and determine their compensation, shall vote the stock of other companies which is owned by the corporation and shall do and perform such additional duties as shall be prescribed by the Board of Directors. When authorized by the Board of Directors to do so, the President may delegate to the Vice President the whole or any part of the general management and care of the business and property of the corporation including the employment and discharge of agents and employees. The President shall call at least three (3) meetings of the Board of Directors annually.

Section 4.05. Vice President. It shall be the duty of the Vice President to assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice President shall do and perform such additional duties as shall be prescribed by the Board of Directors and the President.

Section 4.06. Treasurer. The Treasurer shall be the financial and accounting officer of the corporation. The Treasurer shall have custody of all monies, valuable papers and documents of the corporation, shall keep the same for safe-keeping in such depositories as may be designated by the Board of Directors and shall expend the funds of the corporation as directed by the Board of Directors. The Treasurer shall keep or cause to be kept a book or books setting forth a true record of the receipts and expenditures, assets and liabilities, losses and gains of the corporation and shall, when and as required by the Board of Directors, render statements of the financial condition of the corporation. If required to do so by the Board of Directors, the treasurer shall give a bond in such amount and with such surety as may be prescribed by the Board of Directors for the faithful discharge of his duties.

Treasurer shall also do and perform such additional duties as shall be prescribed by the Board of Directors and the President. The Treasurer shall also read an annual financial statement of receipts and disbursements to the membership at the last meeting of the year. In the absence or disability of the Treasurer, his/her duties shall be performed by the Secretary or by an Assistant Treasurer. *Section 4.07.*

Secretary. The Secretary shall be ex officio secretary of the Board of Directors, shall give or cause to be given all required notices of meetings of the membership and directors, shall record the proceedings of meetings of the membership and directors in a book or books to be kept for that purpose, and shall perform such other duties

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as may be assigned from time to time by the Board of Directors and by the President. Secretary shall have custody of the seal of the corporation. The Secretary shall maintain a current membership list. In the absence or disability of the Secretary, the duties shall be performed by the Treasurer or by an Assistant Secretary.

Section 4.08. Subordinate Officers. The powers and duties of the subordinate officers shall be as prescribed by the Board of Directors.

Section 4.09. Executive Director. An Executive Director shall be hired by the corporation Board of Directors and shall be directly responsible to the Board of Directors and the President. The Executive Director, when approved by the Board of Directors, shall hold the office of Secretary of the Corporation. The Executive Director shall be responsible for keeping the membership informed of the business and political transactions of the corporation through the publication of a regular newsletter. The Executive Director shall also be responsible for all correspondence of the corporation, and shall perform such additional duties, including lobbying as shall be prescribed by the Board of Directors and the President.

ARTICLE V EXECUTION OF INSTRUMENTS

Section 5.01. Instruments in General. All checks, dividend warrants and other orders for the payment of money, drafts, notes, bonds, acceptances, all contracts, deeds, leases, mortgages, agreements of sale, bills of lading, agreements and understandings to do or perform public or private work, and all bids, tenders, or proposals to enter into any contracts, agreements or understandings with respect thereto, and all bid or contract bonds accompanying and guaranteeing the same or any of them, and all other instruments except as otherwise provided in these By-Laws, shall be signed by such persons as shall be provided by general or special resolution of the Board of Directors and in the absence of any such general or special resolution applicable to any instrument, then such instrument shall be signed by the Chairman of the Board or the President and by the Treasurer or the Secretary.

Section 5.02. Facsimile and Electronic Signatures. The Board of Directors may provide for the execution of checks, and other written instruments by the printed, lithographed, or engraved facsimile signature or by signatures electronically transferred.

Section 5.03. Seal. Any officer or subordinate officer of the corporation and any other person authorized to do so by the Board of Directors, may affix the seal of the corporation to any instrument and may attest the same.

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ARTICLE VII
GENERAL PROVISIONS

Section 7.01. Adjournment. Whenever at any meeting provided for in these By-Laws less than a quorum shall be present or represented, such meeting may thereupon be adjourned without notice from time to time by a majority vote of the voting members present or represented. Any meeting at which a quorum is present or represented may be adjourned in the same manner for such time as may be fixed by majority vote of the voting members present at such meeting.

Section 7.02. Fiscal Year. The fiscal year of this corporation shall be as determined from time to time by the Board of Directors.

Section 7.03. Approval of Acts of Board of Directors. At any meeting of the membership, any or all of the acts of the Board of Directors may be submitted for ratification and approval and may be ratified or approved by the voting membership. Such ratification or approval shall be as valid and binding upon the corporation and upon all the membership as though it had been approved or ratified by every member of the corporation.

Article VIII
GAMING PROCEEDS

Section 8.01. Dissolution Clause. Upon the dissolution of USAG the disposition of net proceeds from charitable gaming, will go to a State of Alaska, Department of Revenue gaming permittee, other than a multiple-beneficiary permittee.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended, altered, or repealed by the affirmative vote at majority of the voting membership at any meeting of the membership called for such a purpose.

ADOPTION OF BY-LAWS

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