

**AMENDED BYLAWS
OF
THE SOUTHEAST CONFERENCE**

ARTICLE I

IDENTIFICATION

Section 1. NAME

The name of the Non-Profit Corporation is SOUTHEAST CONFERENCE.

ARTICLE II

STATEMENT OF PURPOSE

Section 1. MISSION STATEMENT

Southeast Conference will work to build a strong economy and healthy communities while maintaining a quality environment. Southeast Conference shall strive to develop and maintain a stable and diversified economy throughout Southeast Alaska that provides employment and business development opportunities for the citizens of the region. This development shall be based on a sensitive understanding of the perspectives within and among the communities of Southeast Alaska regarding cultural heritage, community needs, and the desire of the southeast people to maintain and enhance the positive aspects and characteristics of the region that are vital to individual, family, and community well-being.

ARTICLE III

MEMBERSHIP

Section 1. MEMBERSHIP QUALIFICATIONS

Municipalities, federally recognized tribes, businesses, government agencies, organizations, and individuals located or doing business in Southeast Alaska who support the mission of Southeast Conference may become members of the Conference upon successful application and submission of dues as outlined in the

Amended Bylaws of Southeast Conference, cont.

dues payment schedule. Alaska Legislators representing southeast Alaska are automatically considered members without payment of dues. Members shall be considered in good standing when their membership dues are current.

Section 2. ASSOCIATE MEMBERSHIP

Municipalities, businesses, government agencies, organizations and individuals that are not located or doing business in Southeast Alaska may become Associate Members of the Conference upon successful application and submission of dues as outlined in the dues payment schedule. Associate Membership includes all of the benefits of full membership except for the right to vote or introduce resolutions at the Annual or Special Meetings. Individuals from any location may also join as Associate Members.

Section 3. HONORARY LIFE MEMBERSHIP

Upon nomination by one member, with a second by another member, and by a majority vote of members in good standing, honorary life membership may be conferred upon an Alaskan resident who shall have rendered notable service to the Conference. Honorary life members shall have one vote.

Section 4. MEMBERSHIP APPLICATION

Applications for membership must be submitted in writing to the Executive Director¹, clearly stating the applicable class of membership, along with appropriate dues. The Executive Director shall review all applications for qualifications of class of membership sought and process all qualified applicants. Any membership application deemed to be not qualified by the Executive Director shall be submitted to the Board of Directors for review. The Executive Director shall notify any rejected applicant in writing, accompanied by a refund of the dues payment.

Section 5. DUES

Dues for Southeast Alaskan municipalities shall be based on most recent population figures provided by the State of Alaska. Dues for out-of-region municipalities, chambers of commerce, federally recognized tribes, and individual members shall be a set rate, and dues for businesses and organizations shall be based on the size of the organization or corporation. A fee schedule shall specify the monetary amount of dues. The fee schedule shall be set by the Board of Directors, with ratification of changes by the membership at the Annual Meeting. Non-payment of dues by the Annual Meeting shall result in cancellation of membership. Dues payment for local non-unified governments will be split at local discretion.

Section 6. MEMBERSHIP YEAR

The Southeast Conference Membership and Fiscal Year shall be July 1 of each year through June 30 of the next year.

¹ Executive Director in the Bylaws refers to the highest employee of SEC as designated by the Board of Directors.

Amended Bylaws of Southeast Conference, cont.

Section 7. VOTING

All members in good standing, except Associate Members, shall be entitled to vote; the number of votes shall be based on the following structure. There shall be no proxy votes. One person may represent the total votes of any entity, as long as that person is an official representative of that entity. The act of the majority of members in good standing present at the meeting shall be the act of the Southeast Conference membership.

1 vote	- individuals - businesses - corporations - non-profit organizations - honorary life members - state or federal government agencies
2 votes	- chambers of commerce -federally recognized tribes - municipalities with population under 500
3 votes	- municipalities with pop. of 500 - 2,999
4 votes	- municipalities with pop. of 3,000 - 5,999
5 votes	- municipalities with pop. of 6,000 and over

In the case of non-unified local governments, the borough population figures shall prevail and the allocated votes split at local discretion between borough and municipal representatives. No Southeast Alaska community that pays dues shall have less than one vote.

Section 8. TRANSFER

Transfer of membership is prohibited.

Section 9. MEMBERSHIP TERMINATION

Any Membership may be terminated by a __ vote of the entire Board of Directors if the member fails any membership obligation detailed herein, or if continued membership is considered by the Board to be harmful or counterproductive to the mission of the organization.

ARTICLE IV

MEETINGS OF MEMBERSHIP

Section 1. ANNUAL MEETINGS

The Board of Directors and members shall meet annually for the purpose of organization, election of officers, choosing the next year's Annual Meeting location and date, and consideration of any other business that may properly be brought before the meeting. Notice of the Annual Meeting shall be delivered personally, by

Amended Bylaws of Southeast Conference, cont.

facsimile, e-mail, or by mail, not less than 10, nor more than 50 days before the meeting.

Section 2. SPECIAL MEETINGS

A special membership meeting may be called by a majority of the Board of Directors or by a membership petition presented to the Board with a minimum of 50% of the votes represented by members. Notice of Special Meetings shall follow the same procedure as for Notice of the Annual Meeting. A minimum of 50% of the eligible membership votes must be represented at a Special Meeting in order for business to be conducted.

Section 3. PLACE OF MEETINGS

The Board will recommend the location of the following year's Annual Meeting to the membership for its approval during the Business Meeting. Meetings of the Corporation, Annual or Special, may be held only within the State of Alaska, except by majority vote at a previous meeting.

ARTICLE V

OFFICERS

Section 1. NAMES

The officers of the Southeast Conference shall be President, 1st Vice-President, 2nd Vice-President, Past President, Secretary, and Treasurer.

Section 2. THE PRESIDENT

The President shall call meetings of the Board, set meeting agendas, preside at meetings of the Directors and the members, represent the Southeast Conference, discharge all the duties of a presiding officer, and perform such other duties as this Code of Bylaws provides or the Board of Directors may prescribe. The term of Presidency shall be one year.

Section 3. THE FIRST VICE PRESIDENT AND SECOND VICE PRESIDENT

The First Vice President and Second Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe. The Second Vice President shall act as the Bylaws Committee Chair. The terms of vice-presidency shall be one year each.

Section 4. THE SECRETARY

The Secretary shall attend all meetings of the members and the Board of Directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and

Amended Bylaws of Southeast Conference, cont.

complete record of the proceedings of such meetings. The Secretary shall oversee voting at the Annual or Special Meeting, which shall include issuing voting cards, working with the Nominations Committee, counting the ballots, and certifying the elections. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe. The Secretary shall serve a one-year term and be appointed by the Board at the first meeting following the Annual Meeting.

Section 5. THE TREASURER

The Treasurer shall keep, or cause to be kept, the books of the Corporation; shall have authority to write checks from the Corporation account, to collect and deposit dues or other payments to the Corporation; shall prepare a financial statement prior to each meeting of the Board of Directors, and each year prior to the Annual Meeting shall provide for an independent financial review (or audit if required by a grant source); shall provide for a separate accounting of grant and other government funds received; and shall perform such other duties as this Code of Bylaws may require or the Board of Directors may prescribe. The Treasurer shall serve a one-year term and be appointed by the Board at the first meeting following the Annual Meeting.

Section 6. EXECUTIVE COMMITTEE

The five officers described above shall form the Executive Committee which will carry out functions assigned to it by the Board. Such functions will include review of applicants for positions to be filled by the Board; review of contractor proposals unless such review is assigned to another committee; and, review of budget options and grant applications.

Section 7. VACANCIES

Whenever vacancies shall occur in any office, the Board of Directors shall fill the same by appointment and the officer or so appointed shall hold office until the next Annual Meeting.

Section 8. DELEGATION OF AUTHORITY

In case of the absence of any officer from a Board meeting of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director or employee of this Corporation, for the time being, provided a majority of the entire Board concurs therewith.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. AUTHORITY

Amended Bylaws of Southeast Conference, cont.

The Board of Directors shall have general supervision of the affairs of Southeast Conference, make recommendations to the membership for action at the Annual Meeting, and shall perform such other duties as are specified in these Bylaws. Any action taken by the Board of Directors, other than changes to the Articles of Incorporation and Bylaws and the membership fee schedule, shall be binding.

Section 2. NUMBER AND QUALIFICATIONS

The Corporation shall be managed by a Board of thirteen (13) voting Directors, who must be residents of the State of Alaska and be members in good standing of the Southeast Conference. The Board shall be comprised of the President, the 1st Vice President, and the 2nd Vice President, the Past President, the Secretary, the Treasurer and seven Board members. A minimum of seven (7) members must be municipal representatives, elected or employed by their communities or federally recognized tribe representatives elected or employed by their organization. A minimum of five (5) members must represent private sector and one (1) member may be a member-at-large, representing any member entity. A Director who is serving as a municipal or federally recognized tribe representative must be in office or employed by the organization at the time of the Annual Meeting to remain as a Director.

Section 3. PROXIES

Any Board Member may appoint a representative to vote in their stead during a Board meeting. The appointment must be in writing. The designee must be a representative of the same membership entity as the Director making the appointment. The designee may not be another Board member.

Section 4. TERMS OF OFFICE

Terms of the member elected to serve as 2nd Vice President shall be four years, allowing that member to serve a year as 2nd Vice President, 1st Vice President, President, and Past President. Terms of office of all other members shall be three years, except during the years in which staggered terms are determined and implemented. The Board of Directors shall determine the initial staggering of terms. Each Director shall hold office for the term for which he or she is elected and until a successor shall be elected and qualified.

Section 5. ELECTION OF DIRECTORS

During the Annual Meeting, the Nominating Committee shall nominate members to fill expiring Board and officer terms. Members shall elect by majority vote the 2nd Vice-president and other members of the Board of Directors.

Section 6. NOMINATING COMMITTEE

The nominating committee shall be chaired by the immediate past President. If the past President is unavailable, the President shall recommend a member in good

Amended Bylaws of Southeast Conference, cont.

standing for approval by the board. The nominating committee shall organize by June 30th and be comprised of no less than 3 current members of the Southeast Conference. No member of the nominating committee shall be nominated to serve on the Southeast Conference Board of Directors. The nominating chairperson shall recommend members of the committee to the President for approval by the Board of Directors

Section 7. CANDIDATE ELIGIBILITY

Any voting Member in good standing or official representative of a voting Member in good standing may be nominated for the Board of Directors. The Nominating Committee shall seek to maintain the balance of the Board of Directors through respect for regional and cultural representation of Southeast Alaska and as required by the Articles of Incorporation. The committee will seek letters of interest from the membership no later than August 15th. Letters of interest shall include a statement of the candidate's interest in running for a board seat, and include the proposed candidate's name, residential address, telephone number, and signature. The Nominating Committee shall prepare a draft ballot no later than 21 days prior to the annual meeting for final approval by the Southeast Conference Board of directors. The Board of Director shall approve a ballot prior to the annual meeting.

Section 8. BALLOTS

The nominating committee shall prepare a secret ballot to be presented to the Southeast Conference Members for their consideration at the Annual Meeting. Ballots will be distributed at the Annual Meeting to accredited members in good standing... The ballot(s) shall also provide for a write-in candidate for each seat available.

Section 9. ELECTION RESULTS

The nominating committee shall tabulate the results immediately and report to the President for presentation to the membership. In the case of a tie the names of the candidates will be presented orally to the membership with voting done by ballot counting as prescribed by the bylaws of the Southeast Conference. The determination of the Nominating Committee as to the legality of the ballot(s) shall be final.

Section 10. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors though not less than a quorum of the Board of Directors. A Director appointed to fill a vacant seat may occupy that seat until the next Annual Meeting, at which time the membership shall vote to fill the seat for a new full term.

Section 11. QUORUM

Amended Bylaws of Southeast Conference, cont.

Seven members of the Board of Directors shall constitute a quorum for the transaction of business. The act of six of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 12. REMOVAL

The entire Board of Directors or any individual Director may be removed from office without assigning any cause, by a majority membership vote at the Annual or Special Meeting.

Any Board member who fails to personally participate in 3 consecutive Board meetings, or at least 50% of the meetings in a given year (between Annual Meetings), may be replaced after the third non-participation meeting or at the next Annual Meeting.

Section 13. MEETINGS

Meetings of the Board of Directors shall be held at least semi-annually, with one meeting held at the time of the Annual Meeting. Meetings shall be called by the President of the Board or by at least seven members of the Board.

Notice of meetings of the Board of Directors shall be delivered by letter, telegram, cable, or any electronic means including but not limited to facsimile, telephone, e-mail, word of mouth, or radio, no less than two days before such meeting. Notice of meetings of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after notice. Attendance of a Director at a Board 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 such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Without assembling, the Board of Directors, or a committee of the Board, may conduct a meeting by communicating simultaneously with each other by means of conference telephones, or similar private communications equipment.

The Board of Directors may take action without a meeting if at least seven (7) of the Directors each execute written consents, identical in content, setting out the action taken via facsimile or e-mail.

ARTICLE VII

COMMITTEES

Section 1. STANDING BYLAW COMMITTEE

A standing Bylaw Committee shall be appointed each year, with the 2nd Vice President acting as Chair of the committee.

Amended Bylaws of Southeast Conference, cont.

Section 2. NOMINATIONS COMMITTEE

A Nominations Committee shall be appointed each year, with the immediate Past President acting as Chair of the committee.

Section 3. OTHER COMMITTEES

Committees shall be created as specified by resolutions passed by the membership at the Annual or Special Meetings or by the Board of Directors.

Section 4. MEMBERSHIP

Committee chairs shall be members of the Board of Directors and may also be former Presidents. The President shall appoint committee chairs and work in conjunction with those chairs to appoint members to committees taking into consideration geographic distribution, membership interest, and achieving a mix of private sector representatives, municipal officials and federally recognized tribes. Standing committee appointments shall be completed within one month of the creation of the committee. The President will confirm all committee members. The President shall be an ex-officio member of all committees.

ARTICLE VIII

STAFF

Section 1. EXECUTIVE DIRECTOR

The general affairs of Southeast Conference shall be managed by an Executive Director hired and supervised by the Board. The Executive Director provides leadership and general oversight in executing the programs and operations of the organization and assures that internal coordination and external relations are productive, cordial, and efficient. This will be a full time position with rate of pay, benefits and other employment requirements to be determined and adjusted by the Board. The Executive Director may retain contractors and consultants for matters and projects approved by the board and shall involve the Board or committees of the Board in selection procedures. The Executive Director may hire other employees for projects and work items approved by the Board and with funds specifically approved by the Board. The person filling the position will have a substantial managerial and administrative background.

ARTICLE IX

INTEGRATED PLANNING AND BUDGETING

Section 1. AREA PLAN FOR SOUTHEAST ALASKA

There shall be prepared for the approval of the Board of Directors, a comprehensive area plan for southeast Alaska which at minimum: (1) meets the requirements for a Resource Conservation and Development (RC&D) Area Plan as described in Part

Amended Bylaws of Southeast Conference, cont.

522 of the National Resource Conservation and Development Manual, SCS, June 1993 and; (2) meets the requirements of a Regional Economic Development Strategy as required of an Alaska Regional Development Organization (ARDOR), 3 AAC 57.090. The area plan shall be periodically revised as required by RC&D or ARDOR regulations, or as necessary to reflect the vision, goals, and objectives of the people and communities of southeast Alaska.

Section 2. ANNUAL WORK PLAN AND BUDGET

Annually, there shall be developed and submitted to the Board of Directors for approval, a work plan and budget for implementing the area plan for southeast Alaska. The proposed activities shall be consistent with the goals and objectives of the area plan for southeast Alaska.

ARTICLE X

SPECIAL CORPORATE ACTS, NEGOTIABLE INSTRUMENTS, DEEDS, CONTRACTS, AND CORPORATE DISSOLUTION

Section 1. SIGNATURES

Upon approval by the Board, all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money by the Corporation, all deeds, mortgages and other written contracts and agreements to which the Corporation shall be a party, and all assignments of assets owned by the Corporation shall, unless otherwise required by law, be signed by any two of the following officers who are different persons: President, 1st and 2nd Vice Presidents, Secretary, Treasurer and immediate Past President. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and on behalf of the Corporation, without necessity of countersignature, and may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments.

Section 2. DISSOLUTION

Upon dissolution and liquidation of the Corporation, the assets of the Corporation available for distribution may only be distributed to a public or governmental agency, or to a non-profit corporation other than the membership, subject to the transferee's acceptance of responsibility for using said assets in a manner compatible with the purposes for which this Corporation was organized.

ARTICLE XI

AMENDMENTS

Section 1. AMENDMENTS

Amended Bylaws of Southeast Conference, cont.

These Bylaws may be amended at a meeting of the general membership by a majority vote, provided that proposed amendments have been recommended by the Board of Directors by a majority vote and presented to the membership at least 30 days prior to the membership meeting. Modifications to the Board recommended Bylaw amendments require a two-thirds vote of the membership.

The foregoing Code of Bylaws of the Southeast Conference was duly approved by the Board of Directors thereof on the 22nd day of September 1984, amended on the 24th day of September 1988, amended on the 29th day of September 1990, amended on the 17th day of September 1993, amended on the 23rd day of October 1995, amended on the 24th day of October 1998, amended on the 20th day of September 2001, amended on the 18th day of September 2003, amended on the 21st day of September 2006. Adopted by the membership on the 18th day of September 2008.

Mike Korsmo
President

Maxine Thompson
1st Vice President