

BYLAWS OF
ASSOCIATION FOR PROFESSIONAL OBSERVERS
A WASHINGTON NONPROFIT CORPORATION

ARTICLE I
NAME AND PURPOSES

Section 1. Name. The name of this Corporation is Association for Professional Observers (“APO”), a Washington nonprofit corporation.

Section 2. Objectives and Purposes. APO is organized to engage in activities as permitted by 501(c)(3) of the Internal Revenue Code. Specifically, APO’s objectives and purposes are:

a. To facilitate the exchange of information for observers regarding fisheries in the United States territorial waters by:

1. creating a professional association and network for exchanging information and expertise and fostering contacts within the various observer programs, management personnel and the fishing industry throughout the nation;

2. providing information concerning opportunities for career development in fisheries and fisheries management;

3. disseminating information concerning observer, marine conservation, biological and interagency issues via a quarterly newsletter, the Mail Buoy, maintaining a website and listserv for up-to-date information between newsletters, and developing brochures explaining procedures to obtain better access to publicly owned information.

4. encouraging and promoting observers to attain positions of leadership within the fisheries;

5. identifying the needs of observers within the current management system in United States fisheries by formulating a Bill of Rights assuring observers the right to adequate insurance, wages and safe working conditions; providing input to the developing National Observer Program to standardize protocol on a national basis, developing a national vessel safety protocol for vessels carrying observers to promote and maintain a safe working environment for all observers; working with agency officials to monitor cases where safety violations occur; and

6. encouraging national and international growth of APO by promoting chapters to qualified groups, including observers from private, state and federally supported observer programs, who will promote the purposes of APO.

b. To encourage the conservation and sustainability of marine and other aquatic resources by:

1. initiating a partnership with the administrative agencies and scientific communities to enhance biological sampling protocol and overall data quality;
2. helping secure funding for observers, who are the base-line data collectors, to participate in observer program workshops for the purpose of improving the monitoring systems of the nation's fisheries;
3. educating members and non-members concerning the uses of observer data;
4. disseminating abstracts and references of emerging research and publications to the public relevant to observer programs or that which is based on observer data;
5. identifying problems in sampling protocol and recommending alternatives and future priorities to management agencies to improve data quality;
6. monitoring regulatory amendments, federal register notices, agency managerial protocol, and applicable regulatory acts and management plans for the purpose of disseminating this information to the public and advocating sound conservation and fisheries management policies;
7. increasing participation of observers in the fishery management councils and management agencies; and
8. developing a whistleblowing and grievance procedure through appointment of an observer liaison to the particular administrative agency or contractor and supporting observers who are unfairly reprimanded for whistleblowing activities.

ARTICLE II OFFICES

Section 1. Principal Office. The principal office of APO in the State of Washington shall be located at 5026 9th Avenue, N.E., Seattle, Washington 98105. APO may have such other offices, either within or without the State of Washington as the Board of Directors may designate.

Section 2. Registered Office. The address of the initial registered office of APO is 5026 9th Avenue, N.E., Seattle, Washington 98105, and the name of its initial agent at such address is Kimberly S. Dietrich. The registered office and agent may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 1. Membership Classes. Pursuant to Washington Stat. § 24.03.065, APO shall have two classes of members: Observer Members and Supporting Members.

a. Observer Members: The first class of membership consists of those individuals who are either current or prior observers. To qualify as an observer member, the individual must currently be collecting or have collected fisheries data for the National Marine Fisheries Service or other state, federal or international agencies. Observer members will have the right to vote for APO officers. The annual membership fee for observer members is \$15.00.

b. Supporting Members: The second class of membership consists of members of the public who support APO's mission and goals. Any member of the public may be a supporting member. Supporting members do not have any voting rights. The annual membership fee for supporting members is \$10.00.

Section 2. Membership Certificates. Every member of the corporation shall be entitled to have a certificate, signed by a member of the Board of Directors, certifying his membership in APO. Membership certificates are not transferable.

Section 3. Annual Meeting. An annual meeting for the election of officers and/or for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held on the third Tuesday in January of each year beginning in the year 2003 at such place, either within or without the State of Washington, as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 5. Voting. Each member entitled to vote in accordance with the terms and provisions of these bylaws shall be entitled to one vote. A member may vote in person or by proxy executed in writing by the member or his or her duly authorized attorney-in-fact. Members may also vote by regular or electronic mail.

Section 6. Quorum. Except as otherwise provided by law, by the articles of incorporation or these bylaws, the presence, in person or by proxy, of a majority of the members of APO entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

Section 7. Notice of Meetings. Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at his address as it appears in the corporate records, not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of APO shall be managed by the Board of Directors. The Board of Directors shall have powers to the full extent allowed by law. All powers and activities of APO shall be exercised and managed by the Board of Directors directly or, if delegated, under the ultimate direction of the Board of Directors.

Section 2. Number and Qualifications. The number of directors of APO shall not be fewer than three (3) nor more than nine (9). The Board of Directors, by amendment to these bylaws, may increase or decrease the number of directors from time to time. Directors need not be residents of the State of Washington.

Section 3. Election and Term of Office of Directors. The Board of Directors shall elect their successors. Each director shall be elected for a term of three years.

Section 4. Resignation and Removal. Resignation shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors, unless a later effective date is specified in the resignation. The acceptance of a resignation shall not be necessary to make it effective. Any director or directors may be removed either for or without cause at any time by the affirmative vote of a majority of all directors, at a special meeting of the directors called for that purpose.

Section 5. Vacancies. If the office of any director becomes vacant as the result of a resignation, a majority of the directors then in office, though less than a quorum, may elect any qualified person to fill such vacancy. A vacancy created by the removal of a director may be filled at the meeting held for the purpose of removal by a majority of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting or at a special meeting of the directors called for that purpose. In no case may a vacancy continue for longer than six months or until the next annual meeting, whichever occurs first.

Section 6. Regular Meetings. Except for the organizational meeting which shall be held at the call of the incorporator, or, if more than one, by a majority of the incorporators, upon ten (10) days notice by mail for the purpose of adopting bylaws, electing the initial officers and the transaction of such other business as may come before it, an annual meeting of the Board of Directors shall be held the third Tuesday in January of each year beginning with the year 2003, for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. The Board of Directors may change the place, date and time of the annual meeting by giving notice as required herein.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any member of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of

Washington, as the place for holding any special meeting of the Board of Directors called by them. By unanimous consent of the Board of Directors, special meetings may be held without notice at any time and place.

Section 8. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto signed by all directors is filed with the minutes of proceedings of the Board of Directors. Such written consents shall have the same force and effect as the unanimous vote of the Board of Directors.

Section 9. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as:

a. each director participating in the meeting can communicate with all of the other directors concurrently; and

b. each director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board of Directors.

Section 10. Notice. Notice of the annual meeting and any special meeting shall be given to each director at least ten (10) days before any such meeting if given by first class mail or seventy-two (72) hours before any such meeting if given personally or by telephone, including a voice messaging system, or any other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other means. Such notice shall state the date, place and time of the meeting and the agenda thereof. Any director may waive notice of any meeting, but such waiver shall be in writing. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attended a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No director shall receive or be entitled to any other compensation.

Section 14. Presumption of Assent. A director of APO who is present at a meeting of the Board of Directors at which action on any corporate matter is 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 the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of APO immediately after the adjournment of the meeting, shall be presumed to have consented to the actions taken at the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTIVLE V COMMITTEES

Section 1. Board Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees each of which shall consist of two or more directors. Such committees, to the extent provided in such resolution, in the articles of incorporation or in the bylaws, shall have and exercise the authority of the Board of Directors in the management of APO.

Section 2. Limitations on Committee Powers. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of such committee or any director or officer of APO; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of APO not in the ordinary course of business; authorizing the voluntary dissolution of APO or revoking proceedings therefor; adopting a plan of distribution of the assets of APO; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him by law.

ARTICLE VI OFFICERS

Section 1 Number and Qualification. The officers of APO shall consist of a President, a Vice-President, Secretary and a Treasurer. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election and Term of Office. The Board of Directors shall elect the initial officers of APO. Thereafter, the officers of APO shall be elected annually by the Observer Members of APO, and each shall serve at the pleasure of the Observer Members, subject to the rights, if any, of any officer under any contract of employment. Each officer shall hold office until his successor shall have been duly elected.

Candidates for officer positions shall be nominated by the Board of Directors. Observer members may recommend candidates to the Board of Directors but the ultimate responsibility and authority to nominate candidates lies with the Board of Directors. In accordance thereto, the Board of Directors each year will seek recommendations in the June Mail Buoy, nominate candidates, and then publish the ballot in the September Mail Buoy. Thereafter, the observer members shall vote for the nominated candidates by regular mail, electronic mail, or by attending the annual member

meeting. If voting by regular or electronic mail, the ballots must be received by January 10th to be counted.

Section 3. Removal. Any officer elected or appointed by the Observer Members may be removed by the Observer Members whenever in its judgment the best interests of APO would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The act of electing or appointing an officer shall not in and of itself create any contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of APO and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of APO. He shall preside at all meetings of the members if present thereat and at all meetings of the Board of Directors. He may sign with the Secretary or any other proper officer of APO thereunto authorized any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer of APO, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President(s). In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President (or in the event there is more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of the election) 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 may be assigned to him by the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are fully given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of APO and see that the seal of APO is affixed to all documents, the execution of which on behalf of APO under its seal is duly authorized; (d) keep a record of the post office address of each member which shall be furnished for the Secretary by such member; and (e) 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 Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sums and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of APO; (b) receive and give receipts for monies due and payable to APO from any source whatsoever; (c) deposit all such monies in the name of APO in such banks, trust companies or other depositories as may be designated by the Board of Directors; and (d) 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 by the Board of Directors.

Section 9. Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of APO.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any 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 APO, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans to or from APO shall be contracted on behalf of APO, including loans to its directors and officers, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of APO, shall be signed by such officer or officers, agent or agents of APO and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of APO not otherwise employed shall be deposited from time to time to the credit of APO in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII PROHIBITION OF DIVIDENDS

No part of the net earnings, if any, of APO shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its members, directors, officers or other private persons, except that APO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in the articles of incorporation or the bylaws.

Further, upon the dissolution of APO, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes within the intentment of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE IX

FISCAL YEAR

The fiscal year of APO shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X SEAL

The Board of Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of APO, the state of Washington and the words, "corporate seal."

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given to any director of APO under the provisions of these bylaws or under the provisions of the laws of the State of Washington, 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 XII AMENDMENTS

Section 1. Bylaws. The Board of Directors shall have full power and authority to adopt a code of bylaws for the guidance of APO, and may, from time to time, amend, alter and repeal the same or any article or provision therein contained, and such bylaws, when so adopted shall be in full force and effect as the bylaws of APO.

Section 2. Articles of Incorporation. APO may amend its articles of incorporation from time to time so long as its articles of incorporation as amended contain only such provisions as are lawful under the State of Washington's nonprofit corporation act, 24.03 et seq.

ARTICLE XIII MISCELLANEOUS

Section 1. Gender. Where necessary or appropriate to the meaning of these bylaws, the singular and plural shall be interchangeable, and words of any gender shall include all genders.

Section 2. Inconsistency; Controlling Document. In the event of any inconsistency between the provisions within these bylaws and those within the articles of incorporation for this corporation, the provisions contained within the articles of incorporation shall take precedence over the provisions contained within these bylaws.

IN WITNESS WHEREOF, the foregoing bylaws are hereby adopted by the Board of Directors as the bylaws of APO at Seattle, Washington, this ____ day of ____, 2002.

Kelly Van Wormer, Secretary