

Southeast Alaska Fish Habitat Partnership

Governing By-Laws

Article I. Partnership Scope

The Southeast Alaska Fish Habitat Partnership is a collaboration of federal, state and local governments, tribal entities, nonprofit organizations, industry representatives and members of the public dedicated to the protection, conservation and restoration of fish habitat in freshwater, estuarine and marine ecosystems throughout Southeast Alaska.

Article II. Name

The name of the organization shall be the Southeast Alaska Fish Habitat Partnership. The Southeast Alaska Fish Habitat Partnership may be abbreviated to SEAKFHP or Partnership in these bylaws and within other internal documents.

Article III. Background

The SEAKFHP is recognized by the National Fish Habitat Board as a candidate National Fish Habitat Partnership (NFHP) under the National Fish Habitat Action Plan (NFHAP). The Partnership will work towards formal recognition under Board directed guidelines and proceed in a manner consistent with goals and objectives addressed in the NFHAP. Concurrent to its organizational development, the Partnership will develop, coordinate, and implement plans, events, workshops, symposia, and other work products in support of fish habitat conservation in Southeast Alaska.

Article IV. Partnership Purpose

The mission of the SEAKFHP is to support cooperative fish habitat conservation, restoration and management across Southeast Alaska. The long-term vision of the Partnership is to ensure *healthy, thriving habitats that support all life stages of resident, anadromous, estuarine and marine-dependent fishes across their historical range in Southeast Alaska*. It is also understood that the mission and vision of the Partnership will take into consideration economic, social, and cultural interests of Southeast Alaska communities in its endeavors.

Article V. Geographic Scope

The geographic scope of the Partnership will encompass the lands, freshwaters, estuaries, marine ecosystems and communities of Southeast Alaska. For the purposes of the Partnership Southeast Alaska is defined as extending from Dixon Entrance at the South, to Cape Suckling in the North, eastward to the U.S. border, and including all associated lands, freshwater and marine waters in between.

Article VI. Guiding Principles

The SEAKFHP formed and operates with these guiding principles:

- The Partnership will be consistent in composition and operation under National Fish Habitat Board guidance and will be comprised of representatives of local, state, and federal governments, tribal entities and other organizations providing a broad regional representation of stakeholders interested in fish habitat conservation in Southeast Alaska.
- The Partnership will coordinate with Alaska-based partnerships and other regional fish habitat partnerships which include Alaska to share information, identify common issues, and support common initiatives when possible.
- The Partnership will ensure accountability and transparency for all of its activities.
- Partnership activities will focus on issues pertaining to fish habitat conservation (as contrasted with other issues such as fishery management allocation decisions) and the development of scientific information that informs decisions about fish habitat conservation. For purposes of the Partnership ‘conservation’ includes land and water protection, habitat and fish passage restoration, and habitat enhancement. It is recognized that the Partnership is not a regulatory authority governing lands or waters.
- The Partnership will apply the best available scientific information to Partnership funding decisions and the development and evaluation of Partnership projects.
- The Partnership is a voluntary, self-directed organization actively working to achieve the goals and objectives of the National Fish Habitat Action Plan and the SEAKFHP Strategic Action Plan.
- The Partnership works to achieve the goals of its Strategic Action Plan through collaboration of its partners and support and guidance from standing and ad hoc committees.
- Individual member groups of the Partnership retain their various missions and activities and participate in the Partnership to the extent they are able to support the Partnership’s vision, mission, and strategic action plans. All resource agencies who are members of the SEAKFHP maintain all statutory authorities and do not relinquish any of their responsibilities for managing fish or habitat related resources or budgetary responsibilities per their agency missions through partnership participation.

Article VII. Membership

Any governmental or non-governmental entity may request to become a partner of the SEAKFHP; as such SEAKFHP Partners may include governmental agencies, non-profit and non-governmental organizations, tribal entities, businesses, and private citizens.

A Partner Agreement Letter jointly developed with each interested partner and the SEAKFHP will confirm the interest and intent of partners to support and advance the goals and objectives of the SEAKFHP. The agreement letter will indicate a point of contact from the partner group to the SEAKFHP. A partner may dissolve its membership with the SEAKFHP at any time.

SEAKFHP Partners shall:

- Promote conservation of fish habitat in Southeast Alaska;
- Work to meet SEAKFHP goals by contributing funds, people, equipment, or share access to resources and activities when possible;
- Attend annual meetings of the Partnership;
- Serve on Partnership committees and working groups when possible;
- Be eligible to review and comment on the SEAKFHP Strategic Action Plan;

- Be listed on Partnership publications;
- Be recognized as a sponsor on Partnership event and activities announcements;
- Be eligible to apply for funding that comes through the Partnership to implement the Strategic Action Plan or other approved SEAKFHP activities, if eligible by the criteria of the funding source;
- Be eligible for project endorsement by the Partnership.

Article VIII. SEAKFHP Steering Committee

The SEAKFHP Steering Committee (Steering Committee, hereafter) is a voluntary, self-directed group of individuals representing a broad array of SEAKFHP organizations. The steering committee is the decision-making body for the partnership; all decisions made by the steering committee are intended to support the strategic framework of the Partnership and advance the goals and strategies defined therein.

Section 1. Steering Committee Membership:

- The Partnership's interim Steering Committee will form the initial membership of the Steering Committee.
- Composition of the Steering Committee shall include designated seats as follows: 3 standing seats for federal government entities (1-NOAA, 1-USFWS, 1-USFS), 2 standing seats for State of Alaska government agencies (1-ADF&G, 1-ADEC), 1 seat for a local or municipal government entity, 1 seat for a tribal entity, 4 seats for non-governmental organizations (2 seats are undesignated, 1 is a standing seat to be filled by a representative of the Southeast Alaska Watershed Coalition, and 1 is a standing seat to be filled by a representative of a regional land trust organization), 1 At-large seat, and 1 Educational seat. Membership duration for all non-standing seats shall be limited to two-year terms, with additional duration coming by reappointment. Terms for non-standing seats will be staggered to provide for continuance of the Steering Committee. Letters of interest will be solicited for open non-standing seats towards the end of the 2-year term, the Steering Committee will appoint members at a special meeting in the beginning of the new term year, and new or reappointed terms will begin as time allows for appointment. The Steering Committee may elect to solicit interest for vacated seats in the midst of an unexpired term and associated appointments will fill the seat to the end of its current term. Organizations with standing seats on the Steering Committee will designate a representative to fill their assigned seat and update over time as needed. Additionally, as the needs and/or interest of SEAKFHP evolve, the Steering Committee may request additional partners to serve a 2 year-term to undesignated seats to the Steering Committee and at the end of the 2-year term the Steering Committee may vote to retain or dissolve the additional undesignated Steering Committee seat or elect to designate the seat accordingly.
- The Steering Committee will appoint chair positions that may include a chair and vice-chair or another configuration that is agreed upon by the committee. Chair positions help to establish the annual work plans for the partnership, including oversight of the coordination role, associated fiscal needs and administration, and performance evaluation.
- Steering Committee members are designated representatives from partner organizations, as such each partner organization will designate a representative and if desired provide for an alternate. Active Steering Committee members may recommend a replacement at any time; however, the

identified replacement must represent the same entity, institution, or organized group. Additional representatives from a partner group may be appointed to standing or ad hoc committees.

- Active Steering Committee members, or their specifically identified alternates, are required to have a high level of attendance at Steering Committee meetings.
- A member of the Steering Committee may be considered for removal if attendance or actions are considered counterproductive or detrimental to the mission of the SEAKFHP. An executive session closed to non-Steering Committee members shall be held in these instances. The stated cause for removal will be put forth to the Steering Committee and deliberated with due diligence. The removal of a Steering Committee requires at least a 2/3 majority vote from Steering Committee members.

Section 2. SEAKFHP Coordinator: Provided funding is available to support a SEAKFHP Coordinator, the SEAKFHP Coordinator will participate as a non-voting member in all Steering Committee meetings and transactions often fulfilling the role of meeting facilitator. The coordinator will provide primary staff support to the Steering Committee. He/she will be responsible for disseminating information, coordinating meetings, coordinating and facilitating overall implementation of actions and projects of the Partnership, outreach activities, and pursuing funding and grant opportunities. The SEAKFHP Coordinator or his/her designee is responsible for recording official actions, taking notes each time the Steering Committee convenes, and for posting official documents on the SEAKFHP website. The coordinator may be employed and provided office support by one or more of the member agencies or organizations. If a SEAKFHP coordinator is unavailable duties described here will be directed as needed by the Steering Committee chair.

Section 3. Authority and Responsibility: The Steering Committee shall govern and have decision making authority and responsibility over all business transactions and activities of the SEAKFHP.

Section 4. Actions: The Steering Committee will develop, promote and facilitate the activities and actions described in the Partnership's Strategic Action Plan. These include, but are not limited to the following:

- Assist in coordinating and leading efforts that engage partner organizations;
- Provide strategic advice and vision to the SEAKFHP and offer capacity and technical assistance when possible;
- Support the development, implementation, monitoring, and evaluation of activities described in the Partnership's Strategic Action Plan at appropriate local and regional scales;
- Promote planning and collaboration efforts within the SEAKFHP and among partner affiliates and stakeholders;
- As funding opportunities arise, using consistent criteria evaluate, rank, and support projects or activities for funding;
- Contribute to outreach efforts necessary to obtain additional resources (including non-federal match requirements) to meet SEAKFHP objectives;
- Report to partners and other stakeholders on the status and accomplishments of the SEAKFHP;
- Support as needed the National Fish Habitat Board process for review and evaluation of SEAKFHP activities and actions;

- Provide direction and technical support to the general public, affiliated partners, or other stakeholders interested or involved in efforts to protect, maintain, or restore fish habitats;
- Coordinate with recognized National Fish Habitat Partnerships and other entities involved in fish habitat protection, maintenance, and restoration where potential overlap in jurisdiction, species distribution, or geographic proximity contributes to redundancy;
- Develop and form technical sub-committees on an as-needed basis to assist in the implementation and operation of the SEAKFHP;
- Sponsor or co-sponsor fish habitat training sessions and conferences to better disseminate and share information relating to the practice and benefits of restoring fish habitat in Southeast Alaska;
- Provide guidance and leadership to the SEAKFHP Coordinator. On an annual or bi-annual basis, develop a contract of services for the SEAKFHP Coordinator which identifies coordinator duties and responsibilities. The contract of services will also identify all compensation in the forms of wages, office use, equipment, and travel needs.

Section 5. Meetings: A minimum of one all-Partnership meeting will be held annually. These meetings may be held at any location agreed upon by the Steering Committee's participating members, and will be identified in advance by the Chair, Vice Chair, or SEAKFHP Coordinator. Additional meetings of the Steering Committee may be called at the request of the Chair or SEAKFHP Coordinator, where attendance is either in person or via teleconference or webinar.

Section 6. Quorum of the Steering Committee: At meetings of the Steering Committee, a simple majority shall constitute a quorum for any transactions undertaken or identified; otherwise a quorum will not be recognized. Once a quorum is recognized it will be in place for the entirety of a meeting until it is adjourned.

Section 7. Meeting Management: As a general rule, meetings of the Steering Committee are open to the public. Invited individuals may participate in meetings as needed and appropriate. Each Steering Committee meeting will have an agenda developed by the SEAKFHP Coordinator in consultation with the Chair, Vice Chair, and Steering Committee. The agenda will be forwarded to all Steering Committee members in advance of meetings. Steering Committee meetings will be led by the Chair, Vice Chair, or SEAKFHP Coordinator and will generally follow tenets of Robert's Rules of Order to promote orderly and diplomatic business.

Section 8. Decision Making Process: Steering Committee members seek to make decisions by consensus with unanimous agreement by all members and without objections to block decisions.

- If agreement does not occur, the Steering Committee will take conscientious steps to provide for options of agreement and use a majority vote to make decisions as a last option.
- To determine if there is consensus any member may call for a vote, and that call must be seconded. Discussion will occur, dissenting positions will be documented, options for consensus will be assessed, and a vote will be taken.
- The Steering Committee must have a quorum (simple majority, i.e., more than half of the total members present) to call for a vote. A simple majority is required for a vote to pass. Each Steering Committee member is entitled to one (1) vote.
- A Steering Committee member cannot give another member, unless that member is a designated alternate, his/her vote.

- Between meetings, the steering committee can make decisions via email but it is understood that if consensus is not attained then a teleconference or meeting will be called to more formally review the issue under consideration.
- To maintain integrity of decisions made during teleconferences and formal meetings only steering committee members, or their alternates, present at the meeting or connected via teleconference may vote.

Section 9. Meetings Outcome, Action Items, and Future Agenda: The Coordinator for the SEAKFHP will capture Steering Committee meeting minutes and action items during every meeting. This information and the schedule for the next meeting will be forwarded to all members of the Steering Committee and simultaneously published on the Partnership website.

Article IX. Office

The Steering Committee meetings and central office for the SEAKFHP shall reside in Juneau, Alaska. All records concerning the Steering Committee and Partnership will be housed at the office of the SEAKFHP Coordinator.

Article X. Amendments

Any portion of the governing Bylaws for the SEAKFHP may be amended, assuming the following criteria are met: A) written notice detailing all proposed amendments are provided to the entire Steering Committee membership and SEAKFHP Coordinator; B) a period of 10 days has elapsed since the written notice was received by the Steering Committee and SEAKFHP Coordinator; and C) Bylaw amendments receive at least a 2/3 affirmative majority vote (in favor of amendment) by the Steering Committee.

Article XI. Dissolution

In the event of the dissolution of the Southeast Alaska Fish Habitat Partnership, the Steering Committee will cease to exist and SEAKFHP partners will be notified.