PRINCE WILLIAM SOUND
OIL SPILL RECOVERY INSTITUTE

Oil Spill Recovery Institute

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Bylaws

As revised September 2, 2003
With proposed amendments – February 2008

Bylaws of the
Prince William Sound Oil Spill Recovery Institute

(as revised Sept. 2, 2003) With proposed amendments – February 2008

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Article I. Definitions

Board means the Advisory Board of the Prince William Sound Oil Spill Recovery Institute.

Chairperson is the representative of the Secretary of Commerce who serves as Chair of the Advisory Board.

Director is the Oil Spill Recovery Institute's Executive Director, appointed by the Advisory Board. The Scientific and Technical Committee and the Prince William Sound Science and Technology Institute (dba Prince William Sound Science Center) may each submit independent recommendations for the Advisory Board's consideration for appointment as Director. The Director may hire such staff and incur such expenses on behalf of the Institute as are authorized by the Advisory Board.

Institute means the Prince William Sound Oil Spill Recovery Institute

Center means the Prince William Sound Science Center, a non-profit organization incorporated as the Prince William Sound Science and Technology Institute. This organization is authorized by the Secretary of Commerce to administer the Institute.

Article II. Identification and Offices

Section 1. Name. The name of the Institute is the Prince William Sound Oil Spill Recovery Institute.

Section 2. Offices. The offices of the Institute shall be located in Cordova, Alaska.

Article III. Purposes

The Prince William Sound Oil Spill Recovery Institute was authorized by Section 5001 of the Oil Pollution Act of 1990, approved by the United States Congress in August 1990 and subsequent amendments[1]~~amended by Public Law 101-380 in the Coast Guard Reauthorization Act of 1996~~. The authorizing legislation as amended states that "The Secretary of Commerce shall provide for the establishment of a Prince William Sound Oil Spill Recovery Institute (hereinafter in this section referred to as the "Institute") through the Prince William Sound Science and Technology Institute located in Cordova, Alaska."

Section 1. Functions. The Institute will conduct research and carry out educational and demonstration projects designed to:

(A) identify and develop the best available techniques, equipment, and materials for dealing with oil spills in the Arctic and subarctic marine environment; and

(B) complement Federal and State damage assessment efforts and determine, document, assess and understand the long-range effects of Arctic or subarctic oil spills on the natural resources of areas affected by these spills, and the environment, the economy and the lifestyle and well-being of the people who are dependent on them.

[1] Amendments include: Public Law 101-380 in the Coast Guard Reauthorization Act of 1996; H.R. 2443, Section 704 (108th Congress, 2004); and H.R. 6, Section 389 (109th Congress, 2005).

Section 2. Prohibited Activities. No Congressionally appropriated funds may be used for the acquisition of land or buildings. No Congressionally appropriated funds may be used to initiate litigation.

Section 3. Termination. The Institute shall terminate ~~in~~ one year after the date on which the Secretary of Commerce, in consultation with the Secretary of the Interior, determines that oil and gas exploration, development, and production in the State of Alaska have ceased.
~~September 30, 2012 as stipulated by amendments to the Oil Pollution Act of 1990, or at any other date as determined by Congress.~~

Article IV. Advisory Board

Section 1. Policies. Policies of the Institute shall be determined by the Advisory Board.

Section 2. Establishment. The Secretary of Commerce shall establish the Institute through the Center, as stipulated in Section 5001(a) of the Oil Pollution Act of 1990.

Section 3. Fiscal Year. The fiscal year of the Institute shall coincide with the Federal Government's, beginning October 1 and ending September 30.

Section 4. Composition of the Board. Appointments to the Board are made as follows:

(A) One representative appointed by each of the Commissioners of Fish and Game, Environmental Conservation, and Natural Resources, of the State of Alaska, all of whom shall be State employees.

(B) One representative appointed by each of the Secretaries of Commerce, the Interior, and Transportation[2], who shall be Federal employees.

(C) Two representatives from the fishing industry appointed by the Governor of the State of Alaska from among residents of communities in Alaska that were affected by the *Exxon Valdez* oil spill, who shall serve terms of 2 years each. Interested organizations from within the fishing industry may submit the names of qualified individuals for consideration by the Governor.

(D) Two Alaska Natives who represent Native entities affected by the *Exxon Valdez* oil spill, at least one of whom represents an entity located in Prince William Sound, appointed by the Governor of Alaska from a list of 4 qualified individuals submitted by the Alaska Federation of Natives, who shall serve terms of 2 years each. Nominations from all Alaska Native organizations will be encouraged.

(E) Two representatives from the oil and gas industry to be appointed by the Governor of the State of Alaska who shall serve terms of 2 years each. Interested organizations from within the oil and gas industry may submit the names of qualified individuals for consideration by the Governor.

[2] The U.S. Coast Guard has held this position since OSRI's establishment, although it was moved from the Department of Transportation to the new Department of Homeland Security in 2002.

(F) Two at-large representatives from among residents of communities in Alaska that were affected by the *Exxon Valdez* oil spill who are knowledgeable about the marine environment and wildlife within Prince William Sound, and who shall serve terms of 2 years each, appointed by the remaining members of the Advisory Board. Interested parties may submit the names of qualified individuals for consideration by the Advisory Board;

(G) One non-voting representative appointed by the Institute of Marine Science.

(H) One non-voting representative appointed by the Prince William Sound Science & Technology Institute (dba as the Prince William Sound Science Center).

Section 5. Terms of Office. The terms of office for the at-large representatives and those appointed by the Governor shall be two years from their dates of appointment. All other representatives serve until replaced by the Governor, agency or organization they represent.

Section 6. Alternates. Appointed members may send an alternate to meetings they are unable to attend, but the alternate will not have full voting privileges. Alternates designated in writing (either via letter or e-mail) by the appointed member for a specific meeting will be seated and may fully participate in discussions but votes may only be cast by the officially appointed representative. This applies to all ~~voting~~ members.

Section 7. Resignations and Vacancies. Resignations of any Board members shall be made in writing to the Board Chairperson and their agency or appointing organization. OSRI shall seek nominations, as appropriate, to fill vacancies; these appointments will be made to complete the unexpired term of the vacated Board seat. Vacancies of Board members representing the fishing and oil and gas industries, and Alaska Natives will be made by the Governor of Alaska. Vacancies of Board members representing state and federal government agencies, the Institute of Marine Science and the Prince William Sound Science Center will be appointed by the agency or organization.

Section 8. Organization of the Institute. The Advisory Board will appoint the Director after considering recommendations received from the Center and the Scientific and Technical Committee. The Director may hire staff and incur expenses as authorized by the Board.

Section 9. Fiduciary Responsibilities. As the designated administrator for the Institute, the Center and its Board of Directors are responsible to maintain accurate accounting of the Institute's funds and to disperse monies only as approved by the Institute's Advisory Board. Institute funds shall be maintained in separate accounts from other Center funds. Annual audits of the Center's financial records shall be conducted and copies made available to the Advisory Board.

Section 10. Conflicts of Interest. A conflict of interest may arise where there exists the opportunity for direct or indirect material personal gain by a Board member. Any duality on the part of any Board member or a member of the Board member's family shall be immediately disclosed to the Advisory Board, and made a matter of record in the minutes. Members of the Advisory Board shall complete a Conflicts of Interest Disclosure form, in substantially the form as shown in Appendix A, upon becoming a Board member and

whenever a potential conflict of interest arises. Any application for a contract, grant or award shall include a Conflicts of Interest Disclosure form from each of the Principal Investigator (PI) and Authorized Agent (AA) to assist the OSRI Director in avoiding conflicts throughout the review process.

Any Board member having a duality of interest shall not vote or participate in a peer review of the matter. Such Board member shall be counted in determining the quorum for a meeting, however. The minutes of the meeting shall reflect that a disclosure was made, and the abstention from participating in voting. The Board member shall refrain from any discussion unless questioned by the Board.

Any grant, contract or award in which a Board member or a member of the Board member's family has an interest shall be valid notwithstanding such interest, if the material facts of such interest are disclosed or known to the Board in advance, and the Board shall nevertheless, authorize and ratify the grant, contract or award, PROVIDED THAT, no Board member shall supervise a family member or administer a grant, contract or award to a family member .

In addition to the above, Board members are obliged to comply with any applicable federal, state, municipal or organization requirements regarding conflict of interest and disclosure, and political activities.

Article V. Officers of the Advisory Board

Section 1. Officers. The officers of the Board are a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

Section 2. Chairperson. The representative of the Secretary of Commerce shall serve as Chairperson of the Board.

(A) The Chairperson shall preside at meetings of the Board.
(B) Except as authorized by resolutions of the Board, the Chairperson may sign all contracts, resolutions, and other instruments made by the Board.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. The Board shall elect the Vice Chairperson for a two-year term.

Section 4. Secretary. The Board shall elect the Secretary for a two-year term. The duties of the Secretary shall include:

(A) The Secretary is responsible for the minutes of all Board meetings. Staff will assist the secretary as required;
(B) The Secretary will draft correspondence, resolutions or other documents as authorized by the Board.
(C) The Secretary will make sure credentials of Board members are in order.
(D) Performing other duties as assigned from time to time by the Board.

Section 5. Treasurer. The Board shall elect the Treasurer for a two-year term. The duties of the Treasurer shall include:

(A) Oversight and review of ~~the audit and~~ financial recordkeeping functions of the Institute including the annual audit;
(B) Review of the financial and annual plans of the Institute;
(C) Oversight and review of the staff's disbursements of funds for Institute grants, contracts, expenses and other obligations;
(D) Presentation of financial reports to the Board;
(E) Performing other duties as assigned from time to time by the Board.

Section 6. Elections. Officers shall be elected every two years or as necessary to fill vacancies. The two additional members of the Executive Committee shall be elected annually as necessary, with no term limits.

Section 7. Vacancies of officers. If the Vice Chairperson, Secretary or Treasurer's office becomes vacant, the Board shall elect a successor from among remaining Board members.

Section 8. Process of electing officers. Nominations shall be received from the floor for the three elective officers by any member of the Board. Any number of nominations may be made. After nominations have been closed, a secret ballot will be held. Officers shall be elected by a simple majority; if there is no simple majority there shall be a run-off election between the two candidates receiving the most votes. Only voting members shall be allowed to vote.

Article VI. Meetings

Section 1. Annual Meeting. The annual meeting of the Board shall be held in the fall of each year at the place and time and on the dates fixed by the Chairperson by telegraph, telefax or written notice to the members of the Board at least twenty (20) days prior to the date of such annual meeting. The annual meeting is also a meeting as set forth in Section 2 of this Article.

Section 2. Meetings. Meetings of the Advisory Board shall be held in the spring and fall of each year on the date and at the time and place designated at the last regular meeting. In the absence of such designation, then the meeting shall be held on the date and at the time and place in any such month as fixed by the Chairperson.

(A) Meetings will be held to review and approve policies for the conduct and support, through contracts and grants awarded on a nationally competitive basis of research, projects and studies to be supported by the Institute in accordance with the purposes of the amended Section 5001 of the Oil Pollution Act of 1990.
(B) Members of the Board shall have at least twenty (20) days prior notice of meetings; designation of date, time and place of a meeting at the previous meeting constitutes sufficient prior notice as proscribed in Section 1 of this article.
(C) If a waiver of Notice and Consent of the absent members is provided, then any and all business may be transacted notwithstanding the non-provision of prior notice of a meeting to Board members.

(D) Any Board member who misses two consecutive meetings will be queried by the Secretary as to their ability for full participation; depending on the response and their interest, appropriate action will be taken.

Section 3. Special Meetings. The Chairperson of the Board may, when he/she deems it expedient, and shall upon the written request of at least eight Board members, call a special meeting of the Board for purpose of transacting any business designated in the call.

(A) The call for a special meeting shall be wired, faxed or mailed to the business or home address of members of the Board at least five (5) working days prior to the date of such special meeting.

(B) At such special meetings, no business shall be considered other than as designated in the call. (i) **Exception.** If all Board members are present at a special meeting, or those not present have signed a waiver of Notice and Consent to Meeting, a quorum otherwise being present, any and all business may be transacted at such special meeting.

(C) Public notice for a special meeting shall be given pursuant to Section 5 of this Article.

Section 4. Teleconference meetings. Any meeting of the Advisory Board (regular, special or the annual meeting) may be held by teleconference.

Section 5. Public Notice. All meetings of the Board shall be preceded by reasonable notice to the public of the time, place and subject matter of the proceeding.

Section 6. Quorum. A quorum shall be constituted by a majority of the voting members of the Board.

(A) When a quorum is present, action may be taken by the Board only upon the affirmative vote of a majority of the members present**.**

Section 7. Rules of Procedure. The rules of procedure applicable at all regular, special and committee meetings of the Board are Robert's Rules of Order of the most recent edition, except as the Board provides by resolution for other procedures.

Section 8. Voting and Resolutions. Each member of the Board in attendance at a meeting of the Board shall have the right to cast one vote on any question brought before such body during a meeting with the exception of the two non-voting Board members representing the Institute of Marine Science and the Prince William Sound Science Center.

(A) Only those members present at a meeting, either physically at the meeting or participating by teleconference, may vote.

(B) Alternate members have the same privileges as non-voting members.

(C) At the request of a Board Member a roll call vote will be taken.

(D) For purposes of this section, "present" shall mean the Board member is either physically in the room where the meeting is being held or, the member is participating in the meeting via teleconference as provided for in Section 4.

(E) Non-voting members shall have the right to introduce and second motions to the floor including nominations for Board Officers.

Section 9. Executive Sessions. The Board may retire into executive session at any time in compliance with applicable federal, state, municipal or organizational regulations regarding executive session.

Article VII. Committees

Section 1. Executive Committee. This committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer and two additional members of the Advisory Board.

Primary purposes of the Executive Committee are to:

1. Assist and supervise implementation of the OSRI work plan between meetings of the Advisory Board, and
2. Assist in developing partnerships with private industries and other public entities.

Subject to limitations imposed by the Board of Directors, the Executive Committee shall exercise the authority of the Advisory Board, **except that** the Executive Committee shall **not** have authority to:

1. Amend the bylaws.
2. Adopt a merger or consolidations plan with another organization.
3. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets for the Institute.
4. Modify any of the individual program budgets - i.e., Technology, Ecology, Education or Administration - by more than twenty (20) percent.

Meetings of the Executive Committee are scheduled by the Chair or Vice-Chair. Any Advisory Board member or the Director may request an Executive Committee meeting be scheduled with notice as detailed in Article VI.

The Executive Committee shall meet on at least an annual basis to review performance of the Director.

Section 2. Scientific and Technical Committee. The Board shall establish a scientific and technical committee, composed of specialists in matters relating to oil spill containment and cleanup technology, Arctic and subarctic marine ecology, and the living resources and socio-economics of Prince William Sound and its adjacent waters. These specialists will come from the University of Alaska, the Institute of Marine Science, the Prince William Sound Science Center and elsewhere in the academic community. The "academic community" includes all individuals identified by the Board, regardless of affiliation, for the expertise they may lend in basic and applied research and development.

(A) Function of the committee: The Scientific and Technical Committee shall provide such advice to the Board through the Director of the Institute including recommendations regarding the conduct and support of research, projects, and studies in accordance with the purposes of this section. The Board shall not request and the Committee shall not provide any advice on damage assessment which is not directly related to Arctic or subarctic oil spills or the effects thereof.

(B) Operational details of the Scientific and Technical Committee – including meeting schedules, specific roles and proposal reviews duties - are specified in the Committee's Charter which is reviewed and adopted by the Advisory Board at least every two years

Section 3. Other committees. The Board shall appoint other committees as necessary to complete the objectives of the Institute.

Article VIII. Amendments

These Bylaws may be altered or amended at any duly organized meeting of the Advisory Board by a two-thirds (2/3) majority vote of the Board members then serving in office.

Appendix A - OSRI Bylaws

Oil Spill Recovery Institute
Conflicts of Interest Disclosure Form

This form is being completed in accordance with Article IV, Section 9 of the OSRI Bylaws and Section 8.2.2 of the OSRI Grant Policy Manual.

1. Please list all business and professional activities in which you or any immediate family hold an interest as owner (excluding stock ownership in a publicly traded corporation), officer, board member, partner, employee or other beneficiary position.

2. Please identify any family or business relationship with any current Board member or employees of OSRI and identify the names of the persons, the positions they hold, and the nature of the relationship.

3. Provide a brief description of all legal proceedings pending or threatened to which you or another person with whom you are affiliated or a family member are a party with interests adverse to OSRI.

4. Do you or any member of your family have an arrangement or understanding for employment by any recipient of a current grant or award by OSRI or are there any future financial transactions anticipated between OSRI and such persons or entities? If so, please describe the terms and parties to each such arrangement or understanding.

I certify that the above information is true and correct to the best of my knowledge, that I am not in a position of possible conflict of interest except as stated above or as follows:

and that I will promptly disclose any potential conflicts to the Advisory Board as they arise.

Date:

Signature:

Printed Name: