

BYLAWS of the YUKON RIVER PANEL SOCIETY

Version November 22, 2002

ARTICLE I

Yukon River Panel

The Yukon River Panel (the "Panel") was established by the Yukon River Salmon Agreement (Agreement) entered on March 29, 2001 between the Government of the United States and the Government of Canada. To implement the Agreement the Panel will make recommendations to the management entities regarding conservation, restoration, rebuilding and management of salmon stocks originating in the Yukon River in Canada, recommendations to coordinate management of the Yukon River fisheries that affect Canadian-origin salmon stocks, and manage the Yukon River Salmon Restoration and Enhancement Fund (the "Fund").

ARTICLE II

General Purpose

The purposes of these bylaws, adopted by the Panel pursuant to Attachment B, paragraph 13 of the Agreement, are to provide procedural rules for the internal organization and operation of the Panel in implementing the Agreement and managing the Fund.

ARTICLE III

Membership

Section 1. Membership

The Yukon River Panel shall consist of six members of the United States Section and six members of the Canadian Section. Each party is responsible for the appointment of its Panel members and any Alternate members.

Section 2. Terms of Panel Members

Each party shall determine the terms of its members.

Section 3. Advisory Committees

Each party is responsible for appointment of advisory committee members as it determines appropriate.

ARTICLE IV

Officers

Section 1. Co-chair

The officers of the Yukon River Panel shall consist of one United States Section Co-chair and one Canadian Section Co-chair. The Co-chair of the United States Section shall be selected by the United States Section from its members. The Co-chair of the Canadian Section shall be selected by the Canadian Section from its members.

Section 2. Terms of Office of Co-chairs

The term of office of the Co-chairs of the United States Section and Canadian Section is two years. If the office of Co-chair for either Section becomes vacant before the end of the term of office, the Section in which the vacancy occurs shall select a replacement Co-chair from its Section members, who shall serve for the remainder of the Co-chairs term. A Co-chair may be selected for more than one term.

Section 3. Powers and Duties of Co-chairs

- I. The Co-chairs, acting jointly, shall have the following powers and duties:
 1. Coordinate review of Project Applications to the Fund as follows:
 - (a) publish an annual request for Project Applications to the Fund;
 - (b) establish a procedure for Project Applications, including accepting review, approval or denial and funding consistent with the Agreement and these bylaws; and
 - (c) to be considered for funding, a Project Application concerning conservation and management of Yukon River salmon must be for a program, or directly associated research and management activity, directed at the restoration and enhancement of Canadian origin salmon stocks as per Attachment C,

paragraph 1, subparagraph (a) of the Agreement;

2. Authorize the Pacific Salmon Commission to make disbursements from the Fund to the Panel in accordance with these bylaws;
3. Incur obligations and authorize expenditures of funds from the Fund as provided in these bylaws;
4. Develop and maintain procedures for financial accountability of the Fund for Panel approval as provided in Article IX and X of these bylaws;
5. Ensure preparation of a draft budget annually to be presented at the annual meeting of the Panel as provided in Article VIII of these bylaws;
6. Schedule and organize Panel meetings in accordance with Article V of these bylaws, including notice to Panel members, Alternates and the public, prepare and distribute draft meeting agendas and other matters as necessary;
7. Following Panel meetings write and distribute reports or minutes of decisions and recommendations of the Panel to the Co-chairs Section members and Alternates, and write and issue a press release summarizing the actions of the Panel; and
8. Other powers and duties as prescribed in these bylaws.

II. Each Co-chair shall have the following powers and duties:

1. Preside as Chair pro tem during Panel meetings when the Co-chair's country is the meeting host;
2. Schedule and conduct meetings of the Co-chair's Section for Project Application review and other purposes;
3. The Canadian Co-chair shall report to the Panel as a whole on the decision taken on restoration and enhancement Project Applications to the Panel as enabled by Attachment C paragraph 1, subparagraph b) of the Agreement; and
4. Other powers and duties prescribed in these bylaws.

Section 4. Chair Pro Tem

The Chair pro tem shall preside during Panel meetings. The United States Section Co-chair shall preside as Chair pro tem when a Panel meeting is held in the United States, and the Canadian Section Co-chair shall preside as Chair pro tem when a Panel meeting is held in Canada. When the host Section Co-chair is unavailable or unable to preside as Chair pro tem during a meeting in the host's country, the host Section shall designate

another of its Section members or Alternate members to preside as Chair pro tem during the meeting.

Section 5. Powers and Duties of Chair Pro Tem

The Chair pro tem shall have the following powers and duties:

1. The Co-chair of the host country shall preside as Chair pro tem only during the Panel meeting, from the time the meeting is convened until adjourned;
2. The Chair pro tem may convene a meeting of the Panel, direct parliamentary procedure including ruling on points of order, calling recesses, and adjourning the meeting as necessary to conduct the business of the Panel in an orderly manner;
3. The Chair pro tem, with the concurrence of the other Section Co-chair, may provide time for members of the public to address the Panel during a meeting when appropriate; if time is provided at a Panel meeting for the public to speak, the Chair pro tem may designate the time and order of speakers, and may call a speaker to order if the Chair pro tem determines that the speaker's comments are not relevant to the matter before the Panel or are otherwise out of order;
4. Designate a member of the Chair pro tem's Section to serve as Vice-chair during the meeting, and to preside as Chair pro tem during the meeting in the event that the Chair pro tem is not able or available to preside during the entire meeting;
5. Officially receive and distribute written reports, comments and recommendations submitted during the meeting to all Panel members and Alternates;
6. Arrange for taking of minutes during the meeting and distribution of draft minutes to all Panel members and Alternates; arrange for distribution of a final version of the minutes on the direction of the Co-chairs, the draft minutes shall be final upon the signature of both Co-chairs; and
7. Exercise other procedural powers and responsibilities, and make decisions and rulings as necessary to ensure the meeting of the Panel is carried out effectively and in accordance with these bylaws.

ARTICLE V

Meetings

Section 1. Meetings General

The Panel shall convene an annual meeting in the spring of each year. The Panel, or the Co-chairs by agreement, may schedule other meetings as necessary to ensure effective functioning of the Panel and management of the Fund.

Section 2. Open Meetings

Panel meetings are open to the public unless designated as Executive Sessions.

Section 3. Executive Session

The Chair pro tem may call an open meeting of the Panel into Executive Session upon approval of the other Section Co-chair. Attendance at Executive Sessions is limited to Panel members, Alternates, and experts and advisors as agreed by the Co-chairs.

Section 4. Section Proposals Concerning Conservation and Management of Yukon River Salmon for Panel Consideration

Section proposals concerning conservation and management of Yukon River salmon shall be provided by the Section Co-chair to the other Section Co-chair as follows:

1. Prior to a Panel meeting: If a Section has developed a proposal prior to a Panel meeting, the Co-chairs shall consider placing the proposal on the agenda for the Panel meeting; and
2. During a Panel meeting: If, during a Panel meeting, a Section develops a proposal that addresses an agenda item, the Co-chairs shall exchange the proposal during the meeting, and by agreement of the Co-chairs the proposal may be considered by the Panel during the meeting.

Section 5. Location of Meetings

Each Section shall alternate as host of the Panel meetings; the site for each meeting shall be determined by the host Section.

Section 6. Notice of Meetings

The Co-chair of each Section shall provide notice of scheduled Panel meetings to the Co-chair's Section. The Co-chairs may jointly issue a press release or other notice announcing scheduled meetings and items to be considered at the meetings.

Section 7. Draft Meeting Agenda

The Co-chairs shall jointly prepare a draft agenda prior to each meeting of the Panel and provide it to the respective Sections at least two weeks prior to the scheduled meeting date. The draft agenda shall specify topics to be considered at the meeting, whether the meeting will be open, or whether all or part of the meeting will be held in Executive Session.

Section 8. Additions to Draft Meeting Agenda

Any Panel member or Alternate member may propose supplementary items to be added to the agenda for a Panel meeting by informing the Section Co-chair prior to the beginning of the scheduled meeting. Only by agreement of the Section Co-chairs shall items be added to the draft agenda.

Section 9. Adoption of Agenda

An agenda shall be adopted by the Panel at the start of each meeting.

Section 10. Maintenance of Proper Order

The Chair pro tem presiding at a Panel meeting shall ensure the observance of the bylaws and procedural rules and the maintenance of proper order.

Section 11. Public Participation.

1. When appropriate, and with the concurrence with the Co-chair, the Chair pro tem may provide a specified time for members of the public to speak during the meeting.
2. A person may address the Panel during a meeting only with the permission of the Chair pro tem. The Chair pro tem shall usually call upon speakers in the order in which they request to speak. The Chair pro tem may call a speaker to order if the speakers remarks are not relevant to the subject under consideration, or are otherwise out of order.

Section 12. Recess for Section Caucus

During a meeting either Co-chair may request a recess for Section caucus or other appropriate purpose. When a Co-chair requests recess for Section caucus, the Chair pro tem shall provide for a recess immediately or as soon as practicable. The Chair pro tem may grant requests by Section members or Co-chairs for recess for other appropriate purposes after consultation with the other Section Co-chair.

Section 13. Meeting Reports

The Chair pro tem shall distribute minutes of the meeting summarizing the decisions and recommendations adopted during the meeting as provided in section 5.6 of Article IV of these bylaws.

Section 14. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* are the guidelines for order at all Panel meetings where they are consistent with these bylaws and any special rules of order adopted by the Panel.

ARTICLE VI

Voting Requirements

Section 1. Panel Decisions at Meetings

At meetings, the Panel shall make decisions or recommendations on agenda items only by agreement of the Section Co-chairs.

Section 2. Panel Decisions Between Meetings

Between meetings, the Panel may make decisions or recommendations as necessary by agreement of the Co-chairs after each Co-chair has polled Section members by mail or other means of written or electronic communication.

ARTICLE VII

Compensation for Meeting Expenses

Section 1. Expenses of Panel Meetings

The host country shall be responsible for expenses associated with the Panel meeting space and hospitality provided at the meeting.

Section 2. Section Member Expenses

Each Section shall be responsible for expenses incurred by its Panel members, including but not limited to, costs associated with transportation and accommodations. Each Section may, if the particular Section considers it appropriate, take responsibility for expenses incurred by its Alternate members, and other representatives authorized to attend Panel meetings, including, but not limited to, costs associated with transportation and accommodations.

ARTICLE VIII

Procedural Rules for Administration of the Yukon River Restoration and Enhancement Fund

Section 1. Applicability of Procedural Rules

The Procedural Rules for Administration of the Yukon River Restoration and Enhancement Fund (Fund) shall govern the Yukon River Panel in the financial administration of the Fund.

Section 2. Contributions to the Fund

The United States will provide an annual contribution to the Fund as provided in the Agreement. The Fund may accept financial contributions from any other source.

Section 3. Custody and Disbursements of Funds by Pacific Salmon Commission

1. All contributions to the Fund shall be retained by the Pacific Salmon Commission pursuant to the Pacific Salmon Commission Bylaws, Chapter IX, for disbursement to the Panel in accordance with these bylaws.
2. The Panel shall obtain disbursements from the Pacific Salmon Commission upon written authorization of the Co-chairs as provided in these bylaws; the Co-chairs shall not authorize disbursements from the Fund in excess of the amount authorized in the Panels budget for that year unless the Panel has authorized disbursements for unforeseen or extraordinary expense as provided by these bylaws. Disbursements from the Fund shall not exceed the balance of funds actually in the Fund.

Section 4. Financial Year

The financial year for administration of the Fund shall be the twelve-month period from April 1 through March 31, both dates inclusive.

Section 5. Annual Fund Budget

1. At its initial meeting and thereafter at each annual meeting, the Panel shall approve a budget for the forthcoming year and authorize the Co-chairs, acting jointly, to incur obligations and make expenditures as provided in the budget.
2. The Co-chairs jointly shall prepare a draft budget prior to the annual meeting to include the following: the draft budget shall include details of the income to and appropriations from the Fund during the previous year, estimates of income to and expenditures from the Fund for the forthcoming year, a statement of financial implications for the current and subsequent fiscal years, and other information specified in advance by the Panel.
3. The Co-chairs shall distribute the draft budget to the Panel members and Alternate members at least 30 days before the annual meeting of the Panel.

Section 6. Authorization to Incur Financial Obligations

1. The Co-chairs, acting jointly, shall have authority to incur financial obligations and make expenditures against the Fund as provided in these bylaws for the purposes described in the Agreement after approval of the annual budget and authorization by the Panel.
2. In recognition that it may be important to provide continued funding for some restoration and enhancement projects, the Co-chairs, acting jointly, may express the intent of the Panel to incur financial obligations against anticipated future funding for multi-year projects. Continued funding for any project will be contingent on receipt of adequate contributions to the Fund.
3. After approval by the Panel and consistent with these bylaws, the Co-chairs, acting jointly, may incur financial obligations for unforeseen and extraordinary expenses.

Section 7. Extraordinary Expenses

The Panel shall prescribe the conditions under which unforeseen and extraordinary expenses may be incurred.

Section 8. Availability of Appropriated Funds.

1. Unless otherwise agreed by the Co-chairs, funds appropriated in the annual budget shall remain available for twelve months following the end of the financial year in which they were appropriated to discharge the obligations incurred during the year to which they were appropriated. After twelve months any remaining appropriated funds not designated for a valid outstanding financial obligation shall be transferred to the current years budget.

2. Unless otherwise agreed by the Co-chairs, a financial obligation that remains unliquidated twelve months after the end of the financial year in which it was incurred shall be transferred as an obligation against the current fiscal years funding.

Section 9. Investment of Disbursed Funds

1. Funds disbursed by the Pacific Salmon Commission to the Panel in excess of the amount necessary to meet the Panel's current outstanding obligations may be invested by the Panel in a guaranteed interest-bearing bank account.

ARTICLE IX

Accountability for Funds

Section 1. Responsibilities of Co-chairs

The Co-chairs shall:

1. Ensure establishment, updating and maintenance of accounting procedures and records as necessary for each financial year, to ensure:
 - (a) contributions to the Fund are transferred to the Pacific Salmon Commission for custody;
 - (b) Pacific Salmon Commission disbursements from the Fund to the Panel are monitored and administered according to these bylaws, the annual budget and authorizations of the Panel;

- (c) accurate records are maintained of assets and liabilities of the Fund and income to and expenditures from the Fund;
 - (d) the auditor is provided with annual financial statements and records; and
 - (e) the Co-chairs may consult an auditor approved by the Panel concerning accounting methods, matters affecting auditing procedures and methods, and other matters as necessary.
2. The Co-chairs, acting jointly, shall administer the Fund in accordance with these bylaws and the budget including authorizing expenditures and causing payments to be made on the basis of invoices, vouchers or other common documents for authorized expenses.

Section 2. Executive Secretary

1. The Panel may appoint an Executive Secretary to execute the duties and responsibilities of the Co-chairs, including administering funds under the direction of the Co-chairs in accordance with these bylaws and the budget.
2. Upon written authorization of the Co-chairs, the Executive Secretary may cause payments to be made on the basis of invoices, vouchers or other common documents for authorized expenses.
3. The Executive Secretary shall establish and maintain detailed financial records to ensure responsible and effective management of funds, and accountability to the budget.

ARTICLE X

External Audit

Section 1. Annual Audit Required

The accounts and financial records of the Fund shall be audited annually by an external auditor appointed by the Panel. The Co-chairs, jointly, shall:

1. Certify the accuracy of contributions to and expenditures from the Fund, and disbursements from the Pacific Salmon Commission to the Panel;

2. Submit the financial statements and accounting record of the Fund to the auditor within 60 days following the end of the financial year.

Section 2. Function of Audit

The auditor shall perform the audit as the auditor deems necessary to determine whether the Funds financial statements are in accord with the books and records of the Panel, and whether the financial transactions reflected in the financial statements are consistent with purposes of the Fund.

Section 3. Verification of Financial Records and Reports

The auditor shall have discretion to accept in whole or in part the Co-chairs' certification of expenditures. The auditor may proceed with detailed examination and verification of all financial records and may make such reports to the Panel as the auditor deems appropriate respecting the accounting system, internal financial controls, financial consequences of administrative practices and other matters. The auditor shall discuss the report with the Co-chairs before the report is submitted to the Panel.

Section 4. Disallowance of Items in Accounts

The auditor shall have no power to disallow items for expenditures in the accounts, but shall draw to the attention of the Co-chairs and include in the report to the Panel any transaction the legality or propriety of which may be in question.

Section 5. Distribution of Audit Reports

The Co-chairs shall provide their respective Section Panel members and Alternates with copies of the audit report within 30 days after receipt of the documents.

Section 6. Approval of Audits and Reports

After consideration of the audited financial statements and reports of the auditor, the Panel shall signify its acceptance of the statements and reports at the first annual meeting following receipt of the statements and reports, or take other action the Panel considers appropriate.

ARTICLE XI

General Provisions

Section 1. Amendments

The Panel may, as it deems appropriate, amend the Panel Bylaws and Yukon River Restoration and Enhancement Fund Procedural Rules. Amendments shall be made only by agreement of the Co-chairs.