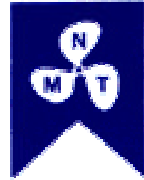


NORTHWEST  
MARINE TRADE  
ASSOCIATION



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ASSOCIATION**

**BY-LAWS**

**Revised: January 2000**

# **NORTHWEST MARINE TRADE ASSOCIATION**

## **BYLAWS**

### **ARTICLE I - PURPOSE**

#### **Section 1. Purpose.**

The purpose of the Northwest Marine Trade Association (NMTA) (Association) shall be to sponsor and produce boat shows; to generally promote the boating and marine industry; to create harmonious relations between the industry and the public; to assist the boating and marine industry in preserving the health and beauty of the marine environment; and, to promote local, state, and national legislation beneficial to the industry and the boating public.

### **ARTICLE II - MEMBERSHIP**

#### **Section 1. Active Membership.**

- (a) Any sole proprietor, partnership or corporation engaged in the boating or marine industry<sup>1</sup> may apply for active membership to this association. An applicant shall submit with their application the enrollment fee and dues. Upon acceptance by the Board of Trustees, the applicant's membership shall commence.
- (b) An active membership shall be entitled to all of the privileges of membership including the right to designate the voting member, and shall have the right to apply for participation in any NMTA-sponsored boat show subject to the Boat Show Guidelines.
- (c) Each active membership shall designate in writing one voting member who shall

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<sup>1</sup> Included in this definition is any entity which would otherwise qualify as an affiliate member but through promotion and advertising has created the perception to the public of being in the marine industry; such entity may apply for active membership and be considered for active membership in the sole discretion of the Board of Trustees; such member may retain its membership so long as the perception of being in the marine industry, in the sole discretion of the Board of Trustees, is maintained.

be: (1) an employee of the active membership; and, (2) shall not be a voting member of any other NMTA membership.

#### Section 2. Affiliate Membership.

- (a) Any sole proprietor, partnership or corporation not engaged in the boating or marine industry but which contribute goods and/or services to the boating or marine industry<sup>2</sup> may apply for affiliate membership to this association. An applicant shall submit with the application the enrollment fee and dues. Upon acceptance by the Board of Trustees, the applicant's membership shall commence.
- (b) Any affiliate member shall be entitled to all of the privileges of membership except the right to designate a voting member, hold office and participate in any NMTA-sponsored boat show; provided nothing herein shall prevent an affiliate member from petitioning the Board of Trustees for participation in any NMTA-sponsored boat show.

#### Section 3. Associate Membership.

An associate member shall be such person employed by and designated by the active or affiliate member. An associate member, in their capacity as an associate member, shall be entitled to all association benefits; except, the right to vote, hold office, apply for participation in any NMTA-sponsored boat show or to participate in the Medical Trust; provided, that nothing herein shall prevent the associate member from participating in the Medical Trust as an employee of any active or affiliate member.

#### Section 4. Boating Club/Association.

A Boating Club/Association member shall be an entity consisting of a club or association related to boats, yachts or the marine industry. A Boating Club/Association member, in the capacity as a Boating Club/Associate member, shall be entitled to all association benefits; except, the right to vote or hold office; provided, that nothing herein shall prevent a Boating Club/Association from petitioning the Board of Trustees for participation in any NMTA-sponsored boat show.

#### Section 5. Honorary Life Membership.

An honorary life membership may be bestowed by the Board of Trustees upon members or persons deemed to have rendered an extraordinary service to the association. An honorary member shall be entitled to all association benefits except the right to vote, hold

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<sup>2</sup> Examples of affiliate members which are not engaged in the boating and marine industry but which contribute some limited goods and services to the marine industry include, but are not limited to the following entities; such as: banks, insurance companies and law firms.

office, apply for participation in any NMTA-sponsored boat show, and/or participate in the Medical Trust, unless otherwise qualified.

#### Section 6. Dues.

- (a) The Board of Trustees shall set the dues to be paid by the active, affiliate, non-regional and the associate member; no dues shall be paid by the honorary life member.
- (b) Delinquent dues. All membership dues are delinquent if not paid by June 30. The Board of Trustees shall have the power to revoke the membership of any member, without notice to the delinquent member, whose dues remain delinquent on July 31.

#### Section 7. Termination of Membership.

- (a) Active, affiliate or non-regional membership shall terminate upon the occurrence of one of the following:
  - 1. By the voluntary resignation of membership;
  - 2. By the action of the Board of Trustees; or,
  - 3. By the dissolution of the active, affiliate or non-regional member entity.
- (b) Associate membership shall terminate upon the occurrence of one of the following:
  - 1. By the termination of the associate's employment relationship with the active or affiliate member;
  - 2. By the non-payment of dues; or,
  - 3. By the voluntary resignation of membership.
- (c) A voting member's designation as a voting member shall terminate upon the occurrence of one of the following:
  - 1. By the termination of the voting member's employment relationship with the active member;
  - 2. By written notice of termination of membership by the active member; or,
  - 3. By written notice of substitution of the voting member by the active member.

#### Section 8. Transfer of Membership.

- (a) Active Membership. Active membership is a property right subject to transfer; provided, that the transfer of active membership is to a sole proprietor, partnership or corporation engaged in the boating or marine industry; and, provided further, that said transfer of membership is approved by the Board of Trustees. Priority points are not a property right; transfer of priority points with an active

membership's transfer is subject to the criteria set forth in the Transfer of Priority Points rules established by the Board of Trustees.

- (b) Affiliate Membership. Affiliate membership is a property right subject to transfer; provided, that the transfer of affiliate membership is to a sole proprietor, partnership or corporation not engaged in the boating or marine industry but which contribute goods and/or services to the boating or marine industry; and, provided further, that said transfer of membership is approved by the Board of Trustees.

#### Section 9. Membership Meetings.

- (a) Annual Meeting. The annual meeting of the membership of this association shall be held in the last quarter of each calendar year at a time and place designated by the Board of Trustees. The annual meeting shall include a report to the membership and shall give the membership an opportunity to address the Board of Trustees.
- (b) Special Meetings. Membership meetings may be called at any time by the Board of Trustees and shall be called by the Board of Trustees upon the written petition of twenty percent of the voting members. Any measure passed at a special meeting called by the written petition of the voting membership may be referred by the Board to the voting members for vote.
- (c) Notice. Notice of meetings and purpose shall be in writing and mailed, first class, to all voting members; not less than ten days prior to the date set for the meeting. The Board of Trustees may shorten the notice requirements to three days prior to the date set for the meeting.
- (d) Quorum. The presence in person of twenty percent of the voting members at any meeting of the membership shall constitute a quorum.

#### Section 10. Voting.

- (a) Voting Member. Each active membership shall be entitled to one vote and shall designate the individual authorized to vote.
- (b) Vote by Mail. Such matters as may be determined by the Board of Trustees to be submitted to the membership for vote, including any matter submitted to the membership by referendum, shall be voted upon by mail ballot in the manner provided in Article VII.
- (c) Quorum. Any vote of the voting membership by mail ballot wherein twenty percent of the voting members cast a vote shall constitute a quorum.

Section 11. Referendum.

Whenever twenty percent of the voting members have in writing petitioned the Board of Trustees to refer a matter to the vote of the membership, the Board of Trustees shall consider the petition within sixty days of the receipt of the petition by the Executive Director. The Board of Trustees, after consideration of the said petition, may refer the matter to the membership for vote which vote shall determine the issue.

**ARTICLE III - TRUSTEES**

Section 1. Board of Trustees.

The Board of Trustees shall consist of nine Trustees, the Officers of the Association and the immediate past Chairman of the Board. Of the nine elected Trustees, one shall be elected from the membership in Oregon and/or the following counties of SW Washington: Clark, Cowlitz, Klickitat, Pacific, Skamania and Wahkiakum.

The elected Trustee from Oregon and S.W. Washington shall be designated as the Trustee from Oregon and S.W. Washington; and, all other Trustees shall be designated as Trustees at Large.

Nothing herein shall be intended to restrict Oregon and the S.W. Washington counties to one member to the Board of Trustees; however, such additional Trustees from Oregon and S.W. Washington will be included within the designation of Trustees at Large.

Section 2. Qualification of Trustees.

A person is qualified as a Trustee of the Association if he is a voting member in good standing.

Section 3. Term of Office.

The term of office of each Trustee shall be three years and shall commence July 1 following the election of the Trustees.

Section 4. Vacancies.

(a) The Chairman of the Board may select any qualified member to fill any vacancy on

the Board of Trustees subject to the approval of the Board of Trustees; said appointee shall, upon approval, be a member of the Board of Trustees and shall serve the unexpired term.

- (b) A vacancy is created when a member of the Board of Trustees resigns or is no longer a voting member.
- (c) A board member who is absent from three board meetings in any one fiscal year is cause for said board member's removal by the Board of Trustees.
- (d) A vote of two-thirds of the Board of Trustees may remove a member of the Board of Trustees for cause.

#### Section 5. Meetings.

- (a) The meetings of the Board of Trustees shall be called and held at such time and place as the Chairman of the Board may from time-to-time select.
- (b) In the event of the absence of the Chairman of the Board, a meeting may be called by the Vice Chairman of the Board or the Secretary-Treasurer.
- (c) A special meeting may be called at the written request of five members of the Board of Trustees.
- (d) A vote on any issue may be conducted by a telephone poll called by the Chairman of the Board.

#### Section 6. Notice of Meetings.

Notice of time, place and purpose of meetings shall be in writing and mailed, first class, not less than seven days prior to the date set for the meeting; provided that emergency Board of Trustees meetings may be called by five Trustees or the Chairman of the Board on eighteen hour notice. Members of the Board of Trustees shall be notified of the time, place and purpose of such meeting by fax and/or telephone at their usual place of business or residence.

#### Section 7. Voting.

Each member of the Board of Trustees shall be entitled to one vote; provided that the presiding officer shall cast his vote only in the event of a tie.

Section 8. Quorum.

Nine members of the Board of Trustees shall constitute a quorum.

Section 9. Presiding Officer and Secretary of the Board of Trustees.

The Chairman of the Board shall act as the presiding officer at meetings of the Board of Trustees. In the absence of the Chairman of the Board, the Vice Chairman of the Board shall act as the presiding officer at meetings of the Board of Trustees. In the absence of the Chairman of the Board and Vice Chairman of the Board, the Board of Trustees shall select a member of the Board of Trustees to preside.

Section 10. Election of Officers.

The Board of Trustees shall elect a Chairman of the Board, Vice Chairman of the Board and Secretary-Treasurer at the first Board of Trustees meeting following the annual election of Trustees. Such officers shall hold office for one year commencing from the 1st day of July. Prior to the election of officers, the Chairman of the Board shall name an Officer Nominating Committee consisting of the Chairman of the Board and two non-retiring members from the Board of Trustees. Said committee is charged with the responsibility of selecting nominees for the three offices, and to determine their qualifications before submitting a slate of nominees to the Board of Trustees.

Section 11. Duties of the Board of Trustees.

The Board of Trustees shall:

- (a) Prescribe the management policies of the Association;
- (b) Authorize budgets;
- (c) Set enrollment fees and membership dues;
- (d) Promote the Association purpose set forth in Article I;
- (e) Cause to publish and forward to the active membership the rationale of the proposed amendments to Bylaws and articles or other ballot measures; and
- (f) Submit a brief biography of each candidate for the Board of Trustees, as submitted by the candidate with the mailing of the election ballot to the voting membership.

Section 12. Compensation.

Trustees and elected officers shall not receive any compensation for their services; provided, nothing herein shall prevent the Board of Trustees from authorizing payment or reimbursement of travel expenses incurred on Association business by any officer, Trustee or member.

Section 13. Nomination and Election of Trustees.

- (a) As provided herein in Article V, the Board of Trustees shall appoint each year a Trustee Nominating Committee.
- (b) Fifteen voting members may nominate one candidate for the office of Trustee. Such nomination shall be in writing, on a form provided by NMTA and signed by said fifteen voting members. All nominations must be received at the NMTA headquarters office no later than 5:00 p.m. of the second Friday of May of each year. The nomination form shall set forth the nomination requirements.
- (c) Election.
  - (1) The election of Trustees shall be by paper ballot containing the names of the candidates nominated and said ballot shall be mailed to each voting member on or before May 25th.
  - (2) Each voting member shall be entitled to one vote notwithstanding that three Trustees will be elected.
  - (3) The three candidates for Trustee at Large receiving the largest number of votes shall be elected to the Board of Trustees as Trustees at Large; provided, that in those years in which candidates are nominated as Trustee for the position of Trustee at Large from Oregon/S.W. Washington, then only two Trustee at Large positions will be elected and the third Trustee elected shall be the Trustee candidate from Oregon/S.W. Washington receiving the largest number of votes of the candidate(s) designated for that position.
  - (4) Ballots cast to be valid must be received at the Seattle Office of the Association by 5:00 p.m. of the second Friday of June of each year.
  - (5) An election resulting in a tie vote shall be resolved by lot.

**ARTICLE IV - OFFICERS**

Section 1. Officers.

The Officers shall consist of a Chairman of the Board, a Vice Chairman of the Board and a Secretary-Treasurer.

Section 2. Qualification of Officers.

A person is qualified as an Officer of the Association if he is a voting member in good standing.

Section 3. Election.

Officers shall be elected by the Board of Trustees and for a term as provided in Article III, Section 10.

Section 4. Vacancy of Office.

That in the event of the resignation or death of an Officer, the Board of Trustees shall select a successor to the vacant office to finish the unexpired term.

Section 5. Duties.

- (a) Chairman of the Board. The Chairman of the Board of the Association shall act as the presiding officer at meetings of the Board of Trustees. The Chairman of the Board shall call meetings of the Board of Trustees.
- (b) Vice Chairman of the Board. The Vice Chairman of the Board shall perform the duties of the Chairman of the Board during the absence of the Chairman of the Board.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall act as the Secretary-Treasurer.
- (d) Board of Trustees. Each officer and the immediate Past Chairman of the Board, shall be a member of the Board of Trustees and assume the duties imposed by Article III, Section 11.

Section 5. Compensation.

Officers shall not receive compensation for their services, except as provided in Article III, Section 12.

## **ARTICLE V - COMMITTEES**

### **Section 1.** Committees.

(a) The following are the standing committees:

Boat Show Committee;  
Trustee Nominating Committee;  
Executive Committee; and,  
Ad Hoc Committees.

(b) Committee composition.

The composition of each committee shall include not less than two members of the Board of Trustees. The Chairman of the Board shall select all committee members, subject to the approval of the Board of Trustees. All committee appointments shall terminate with the term of office of the Chairman of the Board, except as otherwise provided. Where the appointed term has not expired as provided, each new Board of Trustees, by majority resolution, may reappoint said holdover committee member.

### **Section 2.** Trustee Nominating Committee.

The Trustee Nominating Committee shall consist of five members, one of whom shall be the Chairman of the Board, two of whom shall be trustees and two of whom shall be from the membership at large. The Trustee Nominating Committee shall nominate two candidates for each of the retiring Trustees.

### **Section 3.** Boat Show Committee.

The Boat Show Committee shall consist of nine members, each to serve three years; each year, three new members are to be appointed to the Boat Show Committee. The duties of the Boat Show Committee shall be to perform such tasks as the Board of Trustees directs and to advise and report to the Board of Trustees.

### **Section 4.** Executive Committee.

The Executive Committee shall consist of the Chairman of the Board, Vice Chairman of the Board and Secretary-Treasurer, and two voting members selected by the Chairman of the Board with the approval of the Board of Trustees.

The duties of the Executive Committee shall include: work with the staff; set staff salaries and preserve the confidentiality of staff salaries; study matters of interest; and report to the

Board of Trustees.

Section 5. Ad Hoc Committees.<sup>3</sup>

The Ad Hoc Committees shall serve at the pleasure of the Board of Trustees and shall perform such tasks as the Board of Trustees or the Chairman of the Board may direct.

Section 6. Committee Membership Qualifications.

A member of any committee need not be a member of NMTA.

**ARTICLE VI - EXECUTIVE AND STAFF**

Section 1. Appointment.

The Board of Trustees shall employ a salaried staff head who shall have the title of President of the Northwest Marine Trade Association.

Section 2. Authority and Responsibility.

The President of the Northwest Marine Trade Association shall be the chief executive of the Association responsible for all management functions. He shall manage and direct all activities of the Association as prescribed by the Executive Committee and the Board of Trustees and shall be responsible to the Executive Committee and the Board of Trustees. He shall employ and terminate the employment of members of the staff necessary to carry on the work of the Association. As President of the Northwest Marine Trade Association, he shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his judgment, be in the best interest of the Association.

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<sup>3</sup> A federal political action committee, if created, shall be created pursuant to the enabling legislation set forth in 26 USC 527. The committee, when acting as a federal political action committee, is to be organized and operated primarily for the purpose of directly or indirectly accepting contributions or making expenditures, or both, for an exempt function as defined in Section 527 with respect to promoting the boating and marine industry. All exempt function income as defined in said Section 527 is to be segregated in a separate account of the committee. The committee may create a membership class of NMTA-PAC for the purpose of securing exempt function income.

A state political action committee, if created, shall be created pursuant to the state laws of the particular state for which it is created and all income relating to said state political action committees shall be segregated in a separate account of said committee.

## **ARTICLE VII - AMENDMENTS**

### **Section 1. Amendments.**

These Bylaws may be amended by mail ballot of the active voting membership. The proposed Bylaw amendments shall be mailed to each voting member at his last known address at least 14 calendar days prior to the return date of the ballot.

## **ARTICLE VIII - GENERAL DEFINITIONS**

All words used herein in the masculine shall extend to and include the feminine or neuter as the case may be.

All words used herein the singular shall extend to and include the plural; all words used in the plural shall extend to and include the singular.

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