

# **PORT TOWNSEND MARINE TRADE ASSOCIATION**

## **BYLAWS**

Revised 21 November 2007

### **ARTICLE I – MISSION STATEMENT & CODE OF ETHICS**

#### **Section 1. Mission Statement**

The mission of the Port Townsend Marine Trade Association (“PTMTA” or the “Association”) is to provide a collective voice for those individuals and businesses making their living in the marine trades within Jefferson County and to promote the economic and political well being of our community.

#### **Section 2. Code of Ethics.**

The membership of the Association shall endeavor to promote high professional standards and sound business practices with respect to all business conducted with the public, customers, associates, peers, employees, and other Association members, in good faith, honestly and fairly. The membership of the Association shall endeavor to promote Best Management Practices (US EPA) in the effort to preserve clean water, air, and marine habitat.

### **ARTICLE II - MEMBERSHIP**

#### **Section 3. Active Membership.**

- a. Any sole proprietor, partnership, corporation or other business entity having a recognized and separate legal existence, the principal and primary business of which is the building, repairing, maintaining and surveying of boats within Jefferson County, qualifies for active membership in this Association. An applicant shall submit with its application the enrollment fee, and dues and a copy of its business license or other satisfactory evidence of its separate legal existence. 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.
- c. Each active membership shall designate in writing one (1) voting member who shall be an owner or employee of the active membership.
- d. The Board of Trustees, in its sole discretion, shall determine the class of membership to which any applicant will be assigned.

#### **Section 2. Affiliate Membership.**

- a. Any sole proprietor, partnership, corporation, government agency or body, or other entity having a recognized and separate legal existence, the principal and primary business of which is not the building, repairing, maintaining, or surveying of boats within Jefferson County but which contributes goods and/or services to the marine industry, qualifies for affiliate membership in this Association. An applicant shall submit with its application the enrollment fee, and dues and a copy of its business license or other satisfactory evidence of its separate legal existence. Upon acceptance by the Board of Trustees, the applicant's membership shall commence.

- b. Any affiliate membership shall be entitled to all of the privileges of membership except the right to designate a voting member and hold office or serve on the board.
- c. The Board of Trustees, in its sole discretion, shall determine the class of membership to which any applicant will be assigned.

Section 3. Individual Membership.

- a. An individual who is an owner or employee of an active or affiliate member, or who is engaged in the marine industry, or who is not engaged in the marine industry but contributes goods and/or services to the marine industry, may apply for an individual membership in this Association. An individual applicant shall submit with his or her application the enrollment fee. Upon acceptance by the Board of Trustees, the applicant's membership shall commence.
- b. An individual member shall be entitled to all of the privileges of membership except, the right to vote or hold office.
- c. The Board of Trustees, in its sole discretion, shall determine the class of membership to which any applicant will be assigned.

Section 4. Dues.

- a. The Board of Trustees shall set the dues to be paid by the active, affiliate, and individual member.
- b. Delinquent Dues. All membership dues are delinquent if not either received by November 1st or mailed to the PTMTA and postmarked not later than November 1st. 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 December 31st.

Section 5. Members' Duties; Termination of Membership.

- a. The rights and obligations of PTMTA members are limited to those expressed herein. In applying for and accepting PTMTA membership, members agree to be bound by the rules, regulations, code of ethics and bylaws of the Association ("Rules"). Active, affiliate or individual memberships shall terminate upon the occurrence of one of the following:
  - i. By the voluntary resignation of membership;
  - ii. By the dissolution of the active or affiliate entity;
  - iii. By the non-payment of dues;
  - iv. By the violation of Association Rules;
  - v. By the action of the Board of Trustees, upon a determination of good cause; a finding of good cause may be based, among other things, upon a member's conviction of a crime.
- b. A voting member's designation as a voting member shall terminate upon the occurrence of one of the following:
  - i. By the termination of the voting member's employment relationship with the active member;
  - ii. By written notice of termination of membership by the active member;
  - iii. By written notice of proxy of the voting member by the active member.
- c. A member or voting member objecting to his, her, or its termination may request in writing reconsideration of such disputed termination to occur at the first post-termination regular meeting of the PTMTA Board of Trustees. The written request shall state the grounds for the objection and any argument and authority supporting the member's request for Board reconsideration. A personal appearance by the objecting member before the Board may be allowed upon Board approval; and the Board at its regular meeting shall consider the request for reconsideration and affirm or alter its original termination decision.

#### Section 6. 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, corporation or other business entity having a recognized and separate legal existence, which is engaged in the building, repairing, maintaining and surveying of boats with in Jefferson County; and, provided further, that said transfer of membership is approved 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, corporation, government agency or body, or other entity having a recognized and separate legal existence, which is not engaged in the marine industry but which contributes goods and/or services to the marine industry; and, provided further, that said transfer of membership is approved by the Board of Trustees.

#### Section 7. 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 (20) percent of the voting members.
- c. **Notice.** Notice of time, place and purpose of membership meetings shall be in person, in writing mailed first class or emailed, to all voting members; not less than ten days prior to the date set for the meeting.
- d. **Quorum.** The presence in person of thirty five (35) percent of the voting members at any meeting of the membership shall constitute a quorum.

#### Section 8. Voting.

- a. **Voting Member.** Each active membership shall be entitled to one (1) vote and shall designate the individual authorized to vote.
- b. **Voting by Mail or Electronically.** Such matters as may be determined by the Board of Trustees to be submitted to the membership for vote, including any matter to be submitted to the membership by referendum, may be voted upon by mail or, if the Board of Trustees so authorizes, by electronic ballot in the manner provided in Article VI.
- c. **Quorum.** Any vote of the voting membership by mail or electronic ballot wherein thirty five (35) percent of the voting members cast a vote shall constitute a quorum.
- d. **Proxies.** An active member may vote by proxy executed in writing by the active member or by active members attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting and shall be valid only for that specific meeting, until final adjournment.

#### Section 9. Referendum.

Whenever twenty (20) 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 thirty (30) days of the receipt of the petition by the President. 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 a total of five to nine (5-9) Trustees.

### Section 2. Qualification of Trustees.

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

### Section 3. Nomination and Election of Trustees.

- a. Pursuant to Article V of these Bylaws, the Board of Trustees shall appoint each year a Trustee Nominating Committee, which shall submit nominations for Trustee as required herein.
- b. In addition, voting members may nominate one (1) candidate for the office of Trustee by submitting such nomination in writing. A voting member who has signed a nomination form for a candidate may not sign an additional nomination form during the same year. All nomination forms must be received at the annual general meeting, no later than October 18<sup>th</sup> of each year. The nomination form to be provided by the PTMTA shall set forth the requirements for nomination and the qualifications for serving as a Trustee.
- c. Election.
- d. The election of Trustees shall be by paper or electronic ballot containing the names of the candidates nominated; and notice of election, together with said ballot shall be sent to each voting member on or before October 1st of each year. Compliance with Article VI below is required for effective notice or balloting by electronic mail.
  - i. Each voting member shall be entitled to cast one (1) vote for each Trustee position or vacancy that is subject to election; no more than one (1) vote per position or vacancy may be cast by a voting member.
  - ii. For each position or vacancy subject to election, the candidate for Trustee receiving the largest number of votes shall be elected to the Board of Trustees.
  - iii. To be valid, ballots cast must be received at the annual general meeting by October 18<sup>th</sup> of each year.
  - iv. An election resulting in a tie vote shall be resolved by lot.

### Section 4. Term of Office.

The term of office of each Trustee shall be two (2) years and shall commence on the first regular board meeting following the election of the Trustee. Board of Trustees shall endeavor to stagger terms of office of trustees.

### Section 5. Vacancies.

- a. The Chairman of the Board may nominate any qualified member to fill any vacancy on the Board of Trustees subject to the approval of the Board of Trustees; said nominee shall, upon approval, become 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 is removed for cause by the Board of Trustees, resigns, is no longer a voting member or is otherwise terminated.
- c. No individual appointed as Trustee shall serve on the Board of Trustees for more than two(2) years, cumulatively, without having been elected by the membership.

- d. A board member who is absent from three (3) board meetings in any one (1) fiscal year may be removed for cause by the Board of Trustees.
- e. A vote of two-thirds of the Board of Trustees is required to remove a member of the Board of Trustees for cause.

Section 6. 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. Special meeting may be called at the written request of five (3) members of the Board of Trustees.
- d. Any issue to be decided by the Trustees may be determined by telephone conference call conducted by the Chairman of the Board and in which a quorum of the Board of Trustees participates. When a telephone conference call has been conducted, at the next meeting of the Board of Trustees, the Chairman shall report for inclusion in the minutes the results of such conference call, and any resolutions approved, and any other actions authorized pursuant to said conference call.

Section 7. Notice of Meetings.

Notice of time, place and purpose of meetings of the Board of Trustees shall be sent in writing to each Trustee, not less than seven (7) days prior to the date set for the meeting. Emergency Board of Trustees meetings may be called by fifty percent (50%) of Trustees or the Chairman of the Board on eighteen (18) hour notice. Members of the Board of Trustees shall be notified of the time, place and purpose of such emergency meeting by electronic mail, email, fax and/or telephone at their usual place of business or residence. Compliance with RCW 24.03.009 (as currently in place or as modified) is required for effective notice to be given by electronic mail.

Section 8. Voting.

Each member of the Board of Trustees shall be entitled to one (1) vote; provided that the presiding Officer shall cast his or her vote only in the event of a tie.

Section 9. Quorum.

More than fifty percent (50%) of members of the Board of Trustees shall constitute a quorum.

Section 10. Presiding Officer 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 the Vice Chairman of the Board, the Board of Trustees shall select a member of the Board of Trustees to preside.

Section 11. Duties of the Board of Trustees.

The Board of Trustees shall:

- a. Approve the selection of Association legal counsel, accountants, auditors and financial advisors;
- b. Authorize budgets and approve the yearly financial reports.
- c. Prescribe all management policies of the Association;

- d. Set enrollment fees and membership dues;
- e. Promote the mission of the Association as set forth in Article I; and
- f. Cause to publish and forward to the active membership the rationale for proposed amendments to the Bylaws and Articles of Incorporation or for other ballot measures.
- g. Perform all duties and discharge all responsibilities of Association Trustees as required by PTMTA Articles of Incorporation, Bylaws and applicable law.

Section 12. Compensation.

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

Section 13. Indemnification

- a. In addition to any other rights to which any person may be entitled by contract, the Association, to the full extent permitted by law governing non-profit corporations (except as limited herein), shall indemnify, defend and save harmless any person, including his or her estate, heirs, executors and administrators, against any loss, cost or expense (including attorney's fees and amounts paid in settlement), fine, penalty (including ERISA taxes or penalties), judgment and/or liability reasonably incurred through, or imposed in connection with, any action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person may be made a party, may be required to participate as a witness, or with which such a person shall be threatened, by reason of such person's being or having been a Trustee or Officer of the Association or serving or having served in any capacity in any other organization at the direction or request of the Board of Trustees of the Association. The indemnification provisions of this Section 13(a), with respect to any matter, shall not apply to any person who, the Board of Trustees finds, did not act in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association or its members. The right to indemnification conferred in this Section 13(a) shall include the right to be paid by the Association the expenses incurred in defending any matter in advance of its final disposition; provided however, that the payment of such expenses in advance shall be made only upon delivery to the Association of an undertaking, by or on behalf of the indemnified person, to repay any amount advanced, to the extent it shall ultimately be determined that such person is not entitled to be indemnified under this Section 13(a) or otherwise.
- b. The Association through its Board of Trustees may, from time to time, provide indemnification, and pay expenses in advance of the final disposition of a matter or proceeding, to an employee or agent of the Association, including the President/CEO, with the same scope and effect as the provisions of Section 13(a), above.

**ARTICLE IV - OFFICERS**

Section 1. Officers.

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

Section 2. Qualification of Officers.

A person is qualified as an Officer of the Association if he or she is a Trustee in good standing.

Section 3. Election of Officers.

- a. The Board of Trustees shall elect a Chairman of the Board, Vice Chairman of the Board, Secretary and Treasurer.

- b. Such Officers shall hold office for a one (1) year term commencing on the first November board meeting, which is the commencement of the next fiscal year.
- c. No Officer of the Association may serve more than two (2) consecutive terms in a particular office; provided that nothing shall prevent an Officer who has served two (2) consecutive terms in one office from serving in a different office immediately upon completion of his or her prior term of service.
- d. Each year, no later than the first November board meeting, the Chairman of the Board shall name an Officer Nominating Committee consisting of the Chairman of the Board and two (2) non-retiring members of the Board of Trustees who are not Officers of the Association. The Officer Nominating Committee shall select nominees for the three (3) offices, and shall determine the qualifications of all nominees before submitting a slate of nominees to the Board of Trustees. No later than the first November board meeting, the slate of nominees shall be presented to the Board of Trustees and the Trustees shall thereafter elect Officers to serve the Association for terms commencing the first November board meeting, which is the commencement of the next fiscal year.

#### Section 4. Vacancy of Office.

In the event of the resignation or death of an Officer, the Board of Trustees shall select a successor to fill the vacancy and finish such Officer's unexpired term.

#### Section 5. Duties.

- a. Chairman of the Board. The Chairman of the Board of Trustees of the Association shall call meetings of the Board of Trustees and shall act as the presiding Officer at meetings of the Board of Trustees and Executive Committee. The Chairman of the Board of Trustees shall serve as an ex officio member of all committees. In general, the Chairman of the Board of Trustees shall perform all duties ordinarily incident to the office of the Chairman and such other duties as are assigned to him or her by 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, and shall perform such other duties as from time to time may be assigned to him or her by the Board of Trustees.
- c. Secretary. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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 or her by the President of the Board.
- d. Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; prepare for the Board at each regular Board meeting standard nonprofit financial reports and report on current budget revenues and expenses; and 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 or her by the President or the Board.

- e. 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 6. 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:
  - i. Trustee Nominating Committee;
  - ii. Membership Committee;
- b. Duration of Committee Chair Appointments. All committee appointments shall terminate with the term of office of the Chairman of the Board. No individual may serve as chair of the same committee for more than two (2) consecutive years.
- c. After the election of the Chairman-elect of the Board by the Board of Trustees, and no later than the first November board meeting, the Chairman-elect of the Board will identify and seek approval from the Board of Trustees for the Committee Chair appointments that will begin on the first November board meeting.

Section 2. Trustee Nominating Committee.

The Trustee Nominating Committee shall consist of three (3) members, one (1) of whom shall be the Chairman of the Board, two (2) of whom shall be trustees and two (2) of whom shall be from the membership at large. Members of the Trustee Nominating Committee shall be selected by the Chairman of the Board, subject to the approval of the Board of Trustees. The Trustee Nominating Committee shall nominate two (2) candidates for each Trustee position that is or will become vacant and subject to election.

Section 3. Executive Committee. TBD.

Section 4. Ad Hoc Committees.

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 5. Committee Membership Qualifications.

A member of any committee must be an active, affiliate or individual member or must own, manage or otherwise be employed by an PTMTA member business.

**ARTICLE VI – AMENDMENTS; ELECTRONIC VOTING**

Section 1. Amendments.

These Bylaws may be amended by mail or electronic ballot (or a combination of the two) of the active voting membership. The proposed Bylaw amendments shall be sent to each voting member at his or her last known address at least 14 calendar days prior to the return date of the ballot.

Section 2. Electronic Voting.

Electronic voting on Bylaw amendments, elections or any other issue to be decided by the membership must be specifically authorized in advance by the Board of Trustees. In case of such authorization, the PTMTA will comply with provisions of applicable law governing notice and voting by electronic transmission, including in particular RCW 24.03.009 and .085 as currently in force or as from time to time modified. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

## **ARTICLE VII - GENERAL DEFINITIONS**

The language of these Bylaws is intended to be gender neutral. 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 in the singular shall extend to and include the plural; all words used in the plural shall extend to and include the singular.