

PORT TOWNSEND MARINE TRADE ASSOCIATION BYLAWS

Revised and approved by the Board of Trustees 19 February 2019.

Approved by Active Membership 18 March 2019

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 1. Membership

- a. Any sole proprietor, partnership, corporation, LLC, or other business entity having a recognized and separate legal existence, the principal and primary business of which is engaged in the activity of, or that supports, serves or contributes to the building, repairing, maintaining, or surveying of boats within Jefferson County, WA, qualifies for Voting Membership in this Association.
- b. Any sole proprietor, partnership, corporation, LLC, or other business entity having a recognized and separate legal existence, who is engaged in commercial fishing or is not engaged in the marine industry, but contributes goods and/or services to the marine industry, qualifies for Voting Membership in this Association.
- c. A Voting membership applicant shall submit with his or her application, the enrollment fee, dues, and a copy of its business license or other satisfactory evidence of its separate legal existence, if applicable.
- d. Associate Non-voting membership: Other Jefferson County individuals and entities.

e. The Board of Trustees, in its sole discretion, shall determine the class of membership to which any applicant will be assigned.

Section 2. Dues.

a. The Board of Trustees shall set the fees and dues to be paid by Voting members and Associate Non-voting members.

b. Delinquent Dues. All membership dues are delinquent if not either received by December 31 or mailed to the PTMTA and postmarked no later than December 31. 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 January 31st.

Section 3. 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").

b. Membership shall terminate upon the occurrence of one of the following:

- i. By the voluntary resignation of membership;
- ii. By the dissolution of the membership 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.

c. A Voting member's designated voter shall terminate upon the occurrence of one of the following:

- i. By the termination of the designated voter's employment relationship with an Association member;
- ii. By written notice of termination of membership by an Association member;
- iii. By written notice from an Association member changing their designated voter.

d. 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 the Board's approval; and the Board, at its regular meeting, shall consider the request for reconsideration and affirm or alter its original termination decision.

Section 4. Transfer of Membership.

a. Voting Membership is a property right subject to transfer; provided that the transfer of membership is from an Association member in good standing; that the transfer of membership is to a partnership, corporation, LLC, or other business entity having a recognized and separate

legal existence; and, further provided, that said transfer of membership is approved by the Board of Trustees.

b. Associate Non-voting membership is not transferable.

Section 5. Membership Meetings.

a. Annual Meeting. The annual meeting of the membership of this Association shall be held in November, by the 18th of the month, 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 (20%) 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, by electronic transmission, to all voting members, not less than ten (10) days prior to the date set for the meeting.

d. Quorum. The presence, in person, of thirty five percent (35%) of the voting members at any meeting of the membership shall constitute a quorum.

Section 6. Voting.

a. Each Voting member 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. A Voting member may vote by proxy executed in writing by the member or by the member's attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting and shall be valid only for that specific meeting until final adjournment.

Section 7. Referendum.

Whenever twenty percent (20%) of the Voting members have petitioned, in writing, 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 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 four to nine (4-9) Trustees.

Section 2. Qualification of Trustees.

A Voting member's designated voter, in good standing, qualifies as eligible as a Trustee of the Association.

Section 3. Nomination 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. Voting Members may nominate one (1) and only one candidate per year for the office of Trustee by submitting such nomination in writing.
- c. All nomination forms must be received prior to, or at the annual membership meeting, and said meeting must occur before 18 November, each year.
- d. Nomination forms will be provided by the PTMTA and shall set forth the requirements and qualifications to serve as Trustee.

Section 4. Election of Trustees.

- a. The election of Trustees shall be by paper or electronic ballot containing the names of nominated candidates.
- b. Notice of election, together with said ballot shall be sent to each member on or before 01 December of each year. Compliance with ARTICLE VI of these bylaws is required for effective notice or balloting by electronic mail.
- c. 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 member.
- d. 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.
- e. To be valid, ballots cast must be received by the time designated in ARTICLE III, Section 4.b.
- f. An election resulting in a tie vote shall be resolved by lot.

Section 5. 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 6. 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 remainder of the vacated term.
- b. A vacancy is created when a Trustee is removed for cause by the Board of Trustees, resigns, is no longer an Association member, or is otherwise terminated.
- c. No individual appointed as Trustee shall serve on the Board of Trustees more than two (2) years, cumulatively, without election by the membership.
- d. A Trustee absent from three (3) board Meetings in any one (1) fiscal year may be removed for cause by the Board of Trustees.
- e. A two-thirds (2/3) majority vote of the Board of Trustees is required to remove a member of the Board of Trustees for cause.

Section 7. 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 of the Board.
- c. A special meeting may be called at the written request of three (3) members of the Board of Trustees pursuant to Section 8.a. of these bylaws.
- d. An emergency meeting of the Board of Trustees may be called by fifty percent (50%) of the Trustees or the Chairman of the Board pursuant to Section 8.b. of these bylaws.
- e. Any issue that requires a decision by the Board of Trustees may be determined by electronic notification or by telephone conference call conducted by the Chairman of the Board or the presiding Officer and in which a quorum of the Board of Trustees participates.
- f. The board may determine participation of non-voting members in its meetings.

Section 8. Notice of Meetings.

- a. Notice of time, place, and purpose of meetings of the Board of Trustees shall be sent in writing or by electronic notification to each Trustee not less than seven (7) days prior to the date set for the meeting.
- b. Emergency Board of Trustees meetings called by fifty percent (50%) of the Trustees or the Chairman of the Board require at least eighteen (18) hour notice. Board of Trustee members shall be notified of the time, place, and purpose of such emergency meeting by electronic notification, fax, and/or telephone at their usual place of business or residence.

c. Compliance with RCW 24.03.009 (as currently in place or as modified) is required for effective notice by electronic notification.

Section 9. Voting.

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

b. Electronic voting on any Board of Trustee decision must be specifically authorized in advance by the Board Chairman or presiding Officer. The Board of Trustees must comply with provisions of applicable law governing notice and voting by electronic transmission, in particular, RCW 24.03.009 and RCW 24.03.085 (as currently in place or as modified).

c. Board of Trustees members voting by electronic transmission are considered present for all purposes of quorum, count of votes, and percentages of total voting power present.

d. When electronic notification or a telephone conference call has been conducted, at the next meeting of the Board of Trustees, the Chairman shall report the results of the electronic notification or telephone conference call for inclusion in the meeting minutes, and any resolutions approved, and any other actions authorized pursuant to said electronic notification or conference call.

Section 10. Quorum.

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

Section 11. 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 12. 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.

f. Cause to publish and forward to the active membership the rationale for proposed amendments to the Association bylaws and articles of incorporation, or, for other ballot measures.

g. Perform all duties and discharge all responsibilities as required by the PTMTA bylaws, articles of incorporation and applicable law.

Section 13. 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 14. 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. Each year, no later than the first January Board of Trustees meeting, the Chairman shall entertain nominations for Officers of the Board of Trustees and the Officers shall be elected for the upcoming year.

c. Such Officers shall hold office for a one (1) year term commencing at the first January Board of Trustees meeting.

d. No Officer 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.

Section 4. Vacancy of Office.

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

Section 5. Officer Duties.

Chairman of the Board of Trustees

a. Shall call meetings of the Board of Trustees and shall act as the presiding Officer at meetings.

b. Shall serve as an ex-officio member of all committees.

c. 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.

Vice Chairman of the Board of Trustees

a. Shall perform the duties of the Chairman of the Board during his or her absence and shall

perform such other duties as the Board of Trustees may assign him or her.

Secretary of the Board of Trustees

- a. Shall keep the minutes of Board of Trustee meetings and general membership meetings.
- b. Shall keep committee minutes maintained by committees of the Board of Trustees.
- c. Shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Shall be custodian of the Association records.
- e. Shall keep records of names, addresses (postal and electronic) and class, if applicable, of each member of the Association.
- f. Shall keep names, addresses (postal and electronic) of Trustees, Officers, and committee members.

Treasurer of the Board of Trustees

- a. Shall have charge and custody of and be responsible for all funds and securities of the Association.
- b. Shall receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws.
- c. Shall prepare for the Board of Trustees at each regular Board meeting, standard nonprofit financial reports and report on current budget revenues and expenses.
- d. Shall, if requested by the Board of Trustees, 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.
- e. Shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Chairman of the Board of Trustees.

Section 6. Compensation.

Officers shall not receive compensation for their services, except as provided in ARTICLE III, Section 13.

ARTICLE V – COMMITTEES

Section 1. Committees.

- a. The following are the PTMTA standing committees:
 - i. Trustee Nominating Committee.
 - ii. Membership Committee.
- b. Duration of Committee Chair Appointments. No individual may serve as chair of the same committee for more than two (2) consecutive years.

c. After the election of the Chairman of the Board by the Board of Trustees, and no later than the first January Board of Trustees meeting, the Chairman of the Board will identify and seek approval from the Board of Trustees for the committee chair appointments that will begin on the first January Board of Trustees meeting.

Section 2. Trustee Nominating Committee.

a. The Trustee Nominating Committee shall consist of three (3) members, one (1) of whom shall be the Chairman of the Board; one (1) of whom shall be a member of the Board of Trustees; and one (1) of whom shall be from the membership at large.

b. Members of the Trustee Nominating Committee shall be selected by the Chairman of the Board, subject to the approval of the Board of Trustees.

c. The Trustee Nominating Committee shall nominate candidates for each Trustee position that is or will become vacant and subject to election.

Section 3. Ad Hoc Committees.

Ad hoc committees shall be identified as needed, formed by, and 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 4. Committee Membership Qualifications.

A member of any committee must be a PTMTA member in good standing.

ARTICLE VI. AMENDMENTS; ELECTRONIC VOTING.

Section 1. Amendments.

a. These bylaws may be amended by mail or electronic ballot (or a combination of the two) of the voting membership.

b. The proposed bylaw amendments shall be sent to each voting member at his or her last known address at least fourteen (14) calendar days prior to the return date of the ballot.

Section 2. Electronic Voting.

a. 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.

b. 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 RCW 24.03.085 (as currently in force or as modified).

c. 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.

- a. 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.
- b. 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