

# RECREATIONAL BOATING ASSOCIATION OF WASHINGTON

## Non-Profit Corporation

### BYLAWS

#### ARTICLE I

##### Purpose

To promote in the state of Washington the welfare and well being of all yachtsmen, yacht clubs and people interested in boating and to do all things necessary in the interests of the yacht clubs, boating organizations and their members for their general welfare.

#### ARTICLE II

##### Membership

##### 2.1 Classes.

The membership of the corporation shall consist of three classes of members, the first class to be designated "Organizational", the second class to be designated "Individual" and the third class to be designated "Contributing"

##### 2.2 Organizational Members.

2.21 Membership as an Organizational member of the Corporation shall be open to all recreational boating associations, such as yacht clubs, cruising clubs and any other organization having for their principal purpose the promotion of boating in the State of Washington and adjacent waters.

2.22 Each Organizational member shall have one (1) vote.

2.23 Each Organizational member shall appoint one (1) delegate to vote such Organizational member's vote at any meeting of the corporation.

2.24 Delegates shall be accredited to the corporation in writing by the principal officer of the Organizational member and such accredited delegate shall serve from time to time until their successor is duly accredited to the corporation.

2.25 Annual dues for Organizational Members shall be as determined by a majority of the votes cast at any meeting of the Organizational members of the corporation at which a quorum is present.

##### 2.3 Individual Members.

2.31 Membership as an Individual member of the corporation shall be open to those individuals desiring to support recreational boating in the State of Washington and adjacent waters.

2.32 Admission of Individual members shall be on application as prescribed by the Board of Directors.

2.33 Individual member shall not be entitled to vote nor shall they be required to receive notice of meetings of the corporation.

2.34 Individual members may attend and participate in discussions at meetings of the Organizational members of the corporation.

2.35 The Board of Directors shall prescribe and provide for the collection of fees and dues for Individual members.

2.36 Individual members shall receive membership publications of the corporation and shall be entitled to purchase and display its insignia.

2.37 Individual members shall receive membership benefits. Current benefits are discounts granted by merchants who support RBAW.

2.38 Individual members will have the ability to influence legislation affecting recreational boaters by:

- responding to alerts
- attending Legislative Day
- communicating with the Board
- by bringing legislative concerns to the attention of the Board

#### **2.4 Contributing Members.**

2.41 Membership as a Contributing member of the corporation shall be open to those individuals and organizations desiring to support recreational boating in the State of Washington and adjacent waters and who have made a contribution to the corporation in an amount as specified by the corporation's Board of Directors.

2.42 Contributing members shall be admitted upon application made to the corporation.

2.43 Contributing members shall not be entitled to vote nor required to receive notice of meetings of the corporation.

2.45 Contributing members shall not be required to pay any dues or fees required of Organizational and Individual members of the corporation but shall receive publications of the corporation for its members and shall be entitled to purchase and display its insignia.

#### **2.5 Membership Cards.**

Membership cards bearing the member's name and term of membership shall be issued by the Treasurer, President, and/or Secretary.

#### **2.6 Status of Membership.**

Membership in the corporation shall be personal, and shall not survive the dissolution of any business or association, nor the death of any individual member, and may not be transferred by any means

## **2.7 Termination of Organizational membership.**

2.71 Organizational membership in the corporation may be terminated for any action by a member which is detrimental to the best interest of the corporation, including non-payment of fees and dues.

2.72 In the event the termination of an Organizational membership is contemplated, except for non-payment of dues, the secretary of the corporation shall notify such member, in writing, of the reasons for the proposed termination, and of the time and place of the meeting of the Board of Directors of the corporation in which such termination is to be considered.

2.73 Separate notice shall be mailed to such member not later than thirty (30) days prior to such meeting of the Organizational members of the corporation.

2.74 At the meeting, such member shall be entitled to respond to the stated reasons for the proposed termination.

2.75 Any termination of an Organizational membership shall require approval of three-fourths (3/4) of the votes entitled to be cast by the Board of Directors of the corporation at which a quorum is present

2.76 Membership may also be terminated upon resignation of any member effective upon submission thereof, in writing to the Secretary of the corporation.

## **2.8 Termination of Individual Membership**

2.81 Individual Membership in the corporation may be terminated for any action by a member who is detrimental to the best interest of the corporation, including non-payment of fees and dues.

2.82 In the event the termination of an Individual membership is contemplated, except for non-payment of dues, the secretary of the corporation shall notify such member, in writing, of the reasons for the proposed termination, and of the time and place of the meeting of the Board of Directors of the corporation in which such termination is to be considered.

2.83 At the meeting, such member shall be entitled to respond to the stated reasons for the proposed termination.

2.84 Membership may also be terminated upon resignation of any member effective upon submission thereof, in writing to the Secretary of the corporation.

## **ARTICLE III**

### **Meetings of the Organizational Members**

#### **3.1 Annual Meetings.**

3.11 The corporation shall have regular annual meetings of the Organizational members in the fall, on dates established by the president.

3.12 The annual meetings shall be held at the registered office of the corporation, or at such other place within or without the State of Washington as may be established by the president.

3.13 Successors to members of the Board of Directors whose terms have expired shall be elected at the annual meeting.

### **3.2 Special Meetings.**

Special meetings of the Organizational members of the corporation may be called for any purpose or purposes, at any time, by the President or any three (3) directors of the corporation

### **3.3 Notice of Meetings.**

3.31 Written or electronic notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by e-mail, by or at the direction of the President or the Secretary, to the secretary of each organizational member entitled to vote at such meeting.

3.32 If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

3.33 Electronic notices shall be deemed to be delivered upon sending by e-mail to the address as it appears in the records of the corporation.

### **3.4 Quorum.**

3.41 One tenth (1/10) of the Organizational members entitled to vote at any meeting, represented in person by an accredited delegate or by proxy, shall constitute a quorum.

3.42 The vote of a majority of the votes entitled to be cast by the delegates present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the Organizational members unless otherwise specified in another section of these Bylaws.

## **ARTICLE IV**

### **Board of Directors**

#### **4.1 Powers and Qualifications.**

4.11 The affairs of the corporation shall be managed by a Board of Directors comprised of the President, two Vice-Presidents, the Secretary, the Treasurer and fifteen (15) directors elected by the Organizational members of the corporation and ex-officio directors as herein specified.

4.12 To qualify for election as a director of the corporation, the person must be an Individual member of the corporation.

#### **4.2 Elected directors.**

4.21 The term of office of elected directors of the corporation shall normally be for three (3) years each.

4.22 The terms of elected directors shall be staggered so that five (5) shall be elected each year.

4.23 The election of directors shall be made each year at the annual meeting of the Organizational members.

4.24 Directors not attending at least eight (8) Board of directors' meetings annually will be subject to removal from office.

#### **4.3 Removal of directors.**

4.31 Notice of the proposed removal of an elected director must be given to such director not later than ten (10) days prior to the date of the meeting at which such removal is to be voted upon.

4.32 Such notice to the director must state the cause for the proposed removal.

4.33 Removal will require a two-thirds (2/3) vote at any meeting of the Board of Directors at which a quorum is present.

#### **4.4 Vacancies.**

4.41 Any vacancy of the office of an elected director on the Board of Directors may be filled by approval of two thirds (2/3) of the votes entitled to be cast any meeting of the Board of Directors at which a quorum of the elected directors is present.

4.42 Any director elected to fill the vacancy of an elected director, which occurs otherwise than by expiration of the term, shall serve until the expiration of such term or until their successor shall be elected.

#### **4.5 Ex-officio directors.**

The officers, immediate past President, regional directors and board members emeritus of the corporation shall serve as voting ex-officio members of the Board of directors.

### **ARTICLE V**

#### **Meetings of Board of Directors**

##### **5.1 Regular Meetings.**

The regular meetings of the Board of Directors shall be held each month of the year, except the months of July and August on dates and at locations established by the president.

##### **5.2 Special Meetings.**

Special meetings of the Board of Directors may be held at any place, and any time, upon call by the President, or any three (3) or more Directors.

##### **5.3 Notice of Meetings.**

5.31 Notice of the time and place of regular and any special meetings of the Board of Directors shall be given by the President or Secretary, or (in the case of a special meeting) by the President or directors calling the meeting, by mail, e-mail, or by personal communication over the telephone or otherwise at least three (3) days prior to the date on which the meeting is to be held.

5.32 Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.33 Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

#### **5.4 Quorum.**

5.41 A majority of the elected officers and directors of the Board of Directors shall constitute a quorum for the transaction of business.

5.42 The act of the majority of the officers and directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

5.43 At any meeting of the Board of Directors, any member of the Board may vote by proxy executed in writing by him, which proxy shall be valid only if executed and dated within eleven (11) months of the date of this meeting at which vote is to be cast.

### **ARTICLE VI**

#### **Regional Directors**

##### **6.1 Appointment**

6.11 Regional directors may be appointed at the discretion of the president, subject to the approval of the Board.

6.12 The term of office of regional directors, shall coincide with the term of the office of the appointing President, but may be terminated at his pleasure with the concurrence of the Board.

6.13 The geographic region to be represented by a regional director shall be defined by the president with approval of the Board of Directors.

6.14 To qualify for appointment as a regional director, a person must be an individual member of the corporation.

##### **6.2 Voting.**

Regional directors shall not be required to attend Board of Directors' meetings, but are entitled to vote when present or by proxy.

##### **6.3 Regional Director Assistants.**

The regional directors may recommend for appointment not more than three (3) assistants for each region and, if accepted by the President, to be approved by the Board of Directors.

## **ARTICLE VII**

### **Board Member Emeritus**

#### **7.1 Eligibility for Appointment.**

Any current or former member of the Board of Directors of the corporation who has acted in such capacity for an accumulative period of six (6) years shall be eligible for election by the Board of Directors to the status of Board Member Emeritus.

#### **7.2 Election.**

7.21 The Board of Directors may, at the Board of Directors meeting immediately prior to the annual Fall election or at such other times as the Board may select, elect an eligible person to the status of Board Member Emeritus upon two-thirds (2/3) approval of the Board of Directors.

7.22 Notification of the time and place the election will be held shall be mailed or e-mailed to all members of the Board of Directors at least three (3) days prior to the election and shall include the name(s) of the member(s) proposed for election to the status of Board Member Emeritus.

7.23 In any calendar year, no more than four (4) persons shall be elected to the status of Board member Emeritus.

#### **7.3 Voting.**

7.31 For the twenty four (24) month period following a person's election as a Board Member Emeritus, he or she shall be entitled to vote at all meetings of the Board of Directors if present or by proxy.

7.32 In the twenty fifth (25<sup>th</sup>) month and beyond, a Board Member Emeritus will be entitled to vote if he or she has attended at least five (5) of the preceding ten (10) meetings.

7.33 In any event, the designation of a person as Board Member Emeritus shall be for life.

#### **7.4 Board Meeting Attendance.**

The attendance of Board Member Emeritus at each regular Board of Directors' meeting is not required.

## **ARTICLE VIII**

### **Officers & Committees**

#### **8.1 Officers Enumerated.**

8.11 The officers of the corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected for a term of one year at the Fall annual meeting of the Organizational members by a majority vote, and shall serve until their successors are duly elected and qualified.

8.12 No person may hold more than one (1) office.

8.13 In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe in a Job Description.

8.14 To qualify for election as an officer of the corporation, the person must be an Individual member of the corporation.

### **8.2 The President.**

The President of the corporation shall

- ⤴ supervise all activities of the corporation;
- ⤴ execute all instruments in its behalf;
- ⤴ preside at all meetings of the Board of Directors and of the membership of the corporation;
- ⤴ call such meetings of the Board of Directors and membership as shall be deemed necessary;
- ⤴ appoint committee members and chairpersons;
- ⤴ be one of the officers authorized to sign checks or drafts of the corporation and shall perform such other duties usually inherent in such office.

### **8.3 The Vice Presidents.**

The First and Second Vice-Presidents of the corporation shall act, in order of precedence, in the President's absence and perform such other acts as may be delegated to them by the President or Board of Directors.

a. The First Vice-President shall be responsible for:

- ⤴ Acting as Government Affairs/Legislative Liaison,
- ⤴ working with the RBAW lobbyist,
- ⤴ planning all meetings other than the regular monthly Board meetings,
- ⤴ chairs the Legislative Committee, and
- ⤴ other duties prescribed in the job description submitted by the president and approved by the Board of Directors.

b. The Second Vice-President shall be

- ⤴ responsible for relations with the members of the corporation
- ⤴ responsible for development of ideas to increase individual and club memberships
- ⤴ sending out renewal notices to organizational members,
- ⤴ chairs the Membership Committee, and
- ⤴ other duties as provided in the job description submitted by the president and approved by the Board of Directors..

### **8.4 Secretary.**

8.41 It shall be the duty of the Secretary to

- ⤴ keep all records of the proceedings of the Board of Directors and of the membership;
- ⤴ handle correspondence as the office requires;

- ⤴ keep the corporate seal and to affix the same to proper documents;
- ⤴ and perform such other acts as may be delegated by the president or Board of Directors.

8.42 When requested by the President, the Secretary will sign and execute with the President all deeds, bonds, contracts and other obligations or instruments in the name of the corporation.

8.43 The Secretary shall send out such notices to the Directors and member organizations as required by these By-laws.

### **8.5 Treasurer.**

8.5 The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and

- ⤴ shall cause to be kept regular books of the account;
- ⤴ shall cause to be deposited all funds and other valuable effects in the name of the corporation in depositories designated by the Board of Directors.
- ⤴ shall be one of the officers authorized to sign checks or drafts of the corporation;
- ⤴ shall send out renewal notices to individual members,
- ⤴ shall render financial reports at the monthly Board meetings. Such reports shall, at a minimum, consist of a QuickBooks P&L and Balance Sheet, and
- ⤴ shall send out such notices of assessment or dues as are required;
- ⤴ shall be responsible for filing all required state & Federal tax and information returns,
- ⤴ and perform such other acts as may be delegated by the resident or Board of Directors.

### **8.5 Vacancies.**

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

### **8.6 Salaries.**

Salaries for employees and agents of the corporation may be authorized and fixed by the Board of Directors.

### **8.7 Expenses**

The President may approve reimbursement of expenses incurred by officers or board members attending to RBAW business at locations other than the registered office of the corporation. The President's expenses shall be submitted to the Treasurer for approval.

### **8.8 Removal.**

8.81 Any officer elected or appointed may be removed by two-thirds (2/3) vote at any meeting of the Board of Directors at which a quorum is present, whenever in its judgment the best interest of the corporation will be served thereby.

8.82 However, notice of the proposed removal of an elected officer must be given to such officer not later than ten (10) days prior to the date of the meeting at which such removal is to be voted upon.

8.83 Such notice to the officer must state the reason for the proposed removal.

**8.9 Committees.**

The committees of the corporation may be: audit, budget and accounting, legislative, membership, newsletter, nominating, planning and such other committees as authorized by the Board of Directors of the corporation.

**ARTICLE IX**

**Immediate Past President**

**9.1 Voting.**

Upon completion of the term in office as President, the immediate past President shall automatically become an ex-officio member of the Board of Directors for one (1) year with full voting rights.

**9.2 Board Member Emeritus Eligibility.**

9.21 After one year as immediate past President that person shall automatically be nominated for the position of Board Member Emeritus provided the eligibility requirements of ARTICLE VII, Section 7.1 are met.

9.22 Election by the Board of Directors is then required as prescribed in ARTICLE VII, Section 7.2

**ARTICLE X**

**Waiver of Notice**

Whenever any notice is required to be given to any member or Director of the corporation by the Articles of Incorporation or By-laws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE XI**

**Indemnification of Directors and Officers**

11.1 Each Director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Director, director or officer of any other corporation, whether for profit, or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any By-law, agreement, vote of Board of Directors, or members, or otherwise.

11.2 The corporation shall maintain Liability and Directors and Officers insurance.

## **ARTICLE XII**

### **Administrative and Financial Provision**

#### **12.1 Fees & Dues.**

Fees and dues and contribution schedules for Individual and contributing members shall be as determined from time to time by the Board of Directors.

#### **12.2 Calendar Year.**

The calendar year of the corporation shall be December 31st.

#### **12.3 Loans Prohibited.**

No loans shall be made by the corporation to any officer or to any Director.

#### **12.4 Books & Records.**

12.41 The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep a register of the names and addresses of its members entitled to vote.

12.42 All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **12.5 Amendment of By-laws.**

These By-laws may be altered, amended or repealed by two-thirds (2/3) of the votes cast at any meeting of the Board of Directors of the corporation at which a quorum is present, provided that notice of the substance of the proposed change(s) is given to the Directors not less than ten (10) nor more than fifty (50) days prior to the meeting at which the vote on the proposed change will be taken.

#### **12.6 Rules & Procedures.**

The rules of procedure at meetings of the membership and of the Board of Directors of the corporation shall be the rules contained in Roberts' Rules of Order Newly Revised, so far as applicable and when not inconsistent with these By-laws, the Articles of Incorporation or with any resolution of the Board of Directors.

These Amended By-laws, reflecting all revisions of the corporation's By-laws through the date of adoption, were adopted by resolution of the Organizational members of the corporation on the 19th day of November 2011.

Signed

Louise Condon, Secretary