

RECREATIONAL BOATING ASSOCIATION OF WASHINGTON

Non-Profit Corporation

BYLAWS

ARTICLE I

Purpose

To promote in the state of Washington the welfare and wellbeing of recreational boaters of Washington State, yacht clubs, and people interested in boating and to do all things necessary in the interests of the affiliated yacht clubs and boating organizations, their members, and the individual members of RBAW 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 represent the Organizational member at the monthly, and at any special, Board of Director meetings; such meetings being described in ARTICLE V. Said delegate will also represent the Organizational member at the annual meeting of the Organizational members and at any special meetings of the Organizational members; such meetings being described in ARTICLE III. Said delegate will be authorized to vote such Organizational member's vote at any meeting of the Organizational members, however delegates do not have any voting privilege at any Board of Director meetings. If the duly appointed delegate cannot attend the annual meeting or a special meeting of the Organizational members, or if no delegate has been appointed to represent the Organizational member at the Board meetings, then the Organizational member may appoint one (1) special delegate to vote such Organizational member's vote at that specific meeting of the Organizational members.

2.24 Delegates, or special 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 E-letters,
- 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.

2.44 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 nonpayment 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 or by one tenth (1/10) of the Organizational members entitled to vote at any meeting.

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 office of the Commodore (or if the position of Commodore doesn't exist the office of the head of the organization) 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.

4.13 No Director shall have more than one (1) vote.

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 Board of Directors shall, at the Board of Directors meeting immediately prior to the annual Fall election or at such other times as the Board shall select, establish a slate composed of eligible Individual members of the corporation to replace those Directors whose terms have expired. Such slate of Directors is to be presented to the Organizational members at the annual Fall meeting to be voted on as described in Section 4.24. Prior to the vote such slate may be amended at the annual Fall meeting by the Delegates attending the annual Fall meeting.

4.24 The election of directors shall be made, by a majority vote of the duly appointed Delegates, each year at the annual Fall meeting of the Organizational members.

4.25 Directors not attending at least eight (8) Board of directors' meetings annually will be subject to removal from office unless such absences were excused by the Secretary.

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 or by two-thirds (2/3) of the Organizational members represented in person or by proxy at the Annual or at a Special meeting of the Organizational members 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 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. Ex-officio members of the Board of Directors are not counted in determining a quorum.

5.42 Members of the Board of Directors may participate in board meetings by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Such participation by communication equipment will constitute as attendance by the Board Member(s) and will count towards the establishment of a quorum.

5.43 The act of the majority of the officers, directors, and ex-officio members of the board present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

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.

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.

7.32 In the twenty fifth (25th) 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 Vice President of Government Affairs, a Vice President of Administration, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

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 Elected Officers.

8.21 The term of office of elected Officers of the corporation shall normally be for a term of one year and shall serve until their successors are duly elected and qualified.

8.22 The Board of Directors shall, at the Board of Directors meeting immediately prior to the annual Fall election or at such other times as the Board shall select, establish a slate composed of eligible Individual members of the corporation to replace those Officers, specified below, whose terms have expired. Such slate of Officers is to be presented to the Organizational members at the annual Fall meeting to be voted on as described in Section 8.23. Prior to the vote such slate may be amended at the annual Fall meeting by the Delegates attending the annual Fall meeting.

8.23 The election of Officers shall be made, by a majority vote of the duly appointed Delegates, each year at the annual Fall meeting of the Organizational members.

8.3 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.

8.4 The Vice Presidents.

The Vice-Presidents of the corporation shall act 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 Vice-President of Government Affairs 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,
 - chairing the Legislative Committee, and
 - other duties prescribed in the job description submitted by the president and approved by the Board of Directors.
- b) The Vice-President of Administration shall be responsible for:
 - relations with the members of the corporation,
 - development of ideas to increase individual and club memberships,
 - coordinating outside events to promote the corporation and to increase individual and club memberships,
 - chairing the Membership Committee,
 - hearing the views of the Individual members and conveying such views at the monthly Board meetings, and
 - other duties as provided in the job description submitted by the president and approved by the Board of Directors.

8.5 Secretary.

8.51 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.

8.52 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.

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

8.6 Treasurer.

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 organizational members;
- shall send out renewal notices to individual members;
- 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;
- 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
- perform such other acts as may be delegated by the resident or Board of Directors.

8.7 Vacancies.

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

8.8 Salaries.

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

8.9 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.

8.10 Removal.

8.101 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, or by two-thirds (2/3) of the Organizational members represented in person or by proxy at a Special Meeting of the Organizational members at which a quorum is present.

8.102 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.

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

8.11 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 President will then hold the title of Immediate Past President and shall automatically become an ex-officio member of the Board of Directors with full voting rights until a new Immediate Past President takes that persons place.

9.2 Board Member Emeritus Eligibility.

9.21 After the Immediate Past President is superseded by a new Immediate Past President that person shall automatically be nominated for the position of Board Member Emeritus.

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 None of the Members of the Board of Directors shall be required to furnish any bond or surety. None of the Members of the Board of Directors shall be responsible or liable for the acts or omissions of any other of the Members of the Board of Directors or of any predecessor or of a custodian, agent, depository or counsel selected with reasonable care.

11.3 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 & Record.

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 Board of Directors by mail or e-mail 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.

ARTICLE XIII

Dissolution

13.1 Voluntary Dissolution.

When the directors and members of the corporation believe it is in the best interests of the corporation to discontinue as a legal entity, the following actions will be taken in order to dissolve the corporation.

13.2 Resolution to Dissolve.

A Resolution to Dissolve the corporation must first be approved by a vote of two-thirds (2/3) of the Board of Directors. If a Resolution to Dissolve is approved by the Board then it must be approved by two-thirds (2/3) of the Organizational members represented in person or by proxy at an Annual or at a Special meeting of the Organizational members at which a quorum is present. Said resolution must contain the Plan of Resolution as described in 13.4.

13.3 Notice of Adoption of a Resolution to Dissolve.

Upon the adoption of the Resolution to Dissolve has been adopted, the corporation will cease to conduct its affairs except as necessary to wind up. A notice of the proposed dissolution will be provided to each known creditor of the corporation, to the attorney general with regard to any assets held for a charitable purpose, and to the Washington State Department of Revenue.

13.4 Plan of Distribution.

The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such club or clubs organized and operated exclusively for similar pleasure, recreation and other non-profitable purposes as shall at the time qualify as an exempt organization or under Section 501(c)(7) of the Internal Revenue Code of 1954, as now in force or afterward amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

13.5 Articles of Dissolution and Certificate of Dissolution.

Upon completion of the Plan of Distribution, Articles of Dissolution will be filed with the Secretary of State. The Articles of Dissolution must be signed by the President and the Secretary and include: the corporation's legal name, the date of the meeting of the corporation's members adopting the Resolution to Dissolve, a statement that the Organizational members adopted the Resolution to Dissolve by a two thirds vote at a duly called meeting at which a quorum was present, and a statement that all of the corporation's debts, obligations and liabilities have been paid or provided for otherwise, and a Certificate of Dissolution from the Department of Revenue demonstrating that the corporation does not owe any taxes to the state.

13.6 Revocation of Voluntary Dissolution

The corporation may revoke its dissolution at any time prior to the issuance of a certificate of dissolution by the Secretary of State with the passing of a Resolution of Revocation of Dissolution. The Resolution of Revocation of Dissolution must be approved by two-thirds (2/3) of the Organizational members represented in person or by proxy at a Special meeting of the Organizational members at which a quorum is present.

These Amended By-laws, reflecting all revisions of the corporation's By-laws through the date of adoption, were adopted by resolution of the Board of Directors at a Board of Directors meeting on the 6th day of October 2016.

Signed

Gary Ritzman, Secretary