



MASSACHUSETTS MARINE TRADES ASSOCIATION



PREAMBLE

THE PURPOSE FOR THE FORMULATION OF THE MASSACHUSETTS MARINE TRADES ASSOCIATION IS TO ESTABLISH AN ORGANIZATION OF DEDICATED MEN AND WOMEN WHO ARE EMPLOYED IN THE MARINE INDUSTRY.

THIS ASSOCIATION WILL PROVIDE THE FRAMEWORK FOR FURTHERING THE INTERESTS OF THE MARINE TRADES AND THE BOATING PUBLIC THROUGH THE PROMOTION OF BOATING, THE PARTICIPATION IN LEGISLATION AND REGULATORY AFFAIRS, AND THE SPONSORSHIP OF PROFESSIONAL IMPROVEMENT PROGRAMS.

IT IS FURTHER HOPED THAT THE ASSOCIATION WILL BE THE FOCAL POINT FOR THE EXCHANGE OF IDEAS CONCERNING MARINE MATTERS, AND THAT THE MEMBERSHIP WILL ADHERE TO A HIGH STANDARD OF PROFESSIONAL AND ETHICAL CONDUCT



ARTICLE I

NAME

The Name of the Association shall be the MASSACHUSETTS MARINE TRADES ASSOCIATION, INC.

ARTICLE II

OFFICES

- 01 The principal office of the Association shall be located in the Commonwealth of Massachusetts.
- 02 In addition to the principal office, it may have such other offices within and without the Commonwealth of Massachusetts, as shall be designated by the Board of Directors.

ARTICLE III

PURPOSES

- 01 The purposes for which the corporation is formed are as follows:
 1. To promote mutual confidence and cooperation among persons engaged in the marine industry;
 2. To exchange trade information;
 3. To work for harmonious trade relations;
 4. To promote activities relating to the marine industry and its continuing growth;
 5. To cooperatively encourage and formulate favorable legislation; to oppose adverse legislation;
 6. To encourage, promote and participate in special programs concerned with safety, education, ecology and to support programs designed to enhance boating and the marine industry;
 7. To offer guidance, instructions and general assistance to the boat owner, particularly the newcomer;
 8. To develop and encourage the highest standards of service and conduct among all persons engaged in the marine trades;
 9. To actively support training, personnel safety, and career development for the marine trades and encourage best environmental practices within the industry.

ARTICLE IV

MEMBERSHIP

- 01 **Qualifications.** Any person, firm, partnership or corporation engaged in the marine industry and such other persons, firms, partnerships or organizations as the Board of Directors may deem conducive to the advancement of the objects and purposes of this Association shall be eligible for membership.



All organizations who as such have become or will become members of the Association shall designate one individual who shall hold official authority to represent such organizations at any annual, regular or special meeting of the Massachusetts Marine Trades Association.

02 **Admission to Membership.** Any person or entity desiring membership in the Association shall apply in writing to the Board of Directors and be sponsored by a member in good standing. Election to the Association shall require a majority vote by the Board of Directors.

03 **Classes.** Membership in the Association shall be a company, individual, or organization of the following classes:

Full Member
Associate Member

A Full Member shall be a marine company, individual, organization that can attest that at least fifty percent (50%) of its total gross revenue is derived from the sale of marine products, sales, and/or services. Full members must have a marine business located in Massachusetts. The rights and privileges of a Full Member, in good standing, shall be as follows:

The right to participate in all meetings of the Association and to speak to and vote on all questions of business.

The right to serve on committees and to hold any office or be a member of the Board of Directors for which he is otherwise qualified.

The right to participate in all the services and benefits which from time to time may be offered by the Association.

Each Full Member Company, individual, or organization shall designate one person whose primary place of business is located in Massachusetts to serve as its voting representative to MMTA, to serve on Association committees and to otherwise act in its behalf in regard to Association matters.

An Associate Member shall be a company, individual or organization having valid interest in recreational boating and in the activities of this association. The rights and privileges of an Associate Member shall be as follows:

The right to participate in all the services and benefits which may be offered by the Association.

Associate Members shall have no nominating or voting privileges and may not hold office.

04 **Membership Dues.** The annual dues for each class of membership shall be a sum fixed by the Board of Directors and shall be payable before a date set by the Board of Directors.

The Board of Directors may terminate the membership of any member for failure to pay the annual dues.



Special dues or assessments may be imposed upon the membership to finance specific undertakings by the Association, by a two-thirds vote of those members who cast a vote. The procedure for voting under this section shall be by mail, bearing first class postage, or by electronic media.

- 05 **Subscription to By-Laws.** Each member of the Association shall subscribe to and agree to be bound by these By-Laws at the time he is admitted to membership.
- 06 **Certificate of Membership.** Each member shall be entitled to a certificate of membership upon his being elected a member and payment of dues, which certificate he shall surrender upon termination of his membership.
- 07 **Resignation.** Any member of the Association may withdraw from membership by tendering a written resignation to the Board of Directors and payment of all dues remaining unpaid on the date of resignation. No dues shall be refunded for resignation.
- 08 **Forfeiture of Property Rights.** Any member whose membership in this Association shall have terminated by resignation, expulsion or other cause shall forfeit thereby all interest in any and all funds, property, rights and interests belonging to the Association.
- 09 **Termination.** Any member of the Association, who is delinquent in dues for a period of sixty (60) days, shall be notified of the delinquency and shall be considered no longer in good standing. If dues are not paid within the succeeding thirty (30) days, the membership will be referred to the Board of Directors for possible termination.

Any member may be terminated, for adequate reason by a two-thirds (2/3) vote of the Board of Directors. A member proposed for termination shall be sent advance written notice including the reason cited for termination and provided the opportunity to contest, in writing, the proposed termination. No dues will be refunded for termination.

ARTICLE V

MEETING OF MEMBERS

- 01 **Annual Meeting.** The Annual Meeting of the members of the Association shall be held in the Commonwealth of Massachusetts at a place, date and time designated by the Board of Directors. The Annual Meeting will be held during the fourth quarter of the year.

At the Annual Meeting the members of the Association shall receive and act on reports of officers and committees, certify the election of the officers and directors for the ensuing year and designate and appoint an accountant to prepare monthly statements and audit the books and records of the Association and shall further transact such other business as may properly come before the meeting.

Annual Meetings may be held at a specified location or by teleconference as determined by the Board of Directors provided that notice is provided in accordance with this Article.



- 02 **Regular Meetings.** At least two (2) regular meetings of the Association shall be held each year. Meetings shall be held on the first Monday of the month or at such time and place as may be designated by the Board of Directors.

Regular Meetings may be held at a specified location or by teleconference as determined by the Board of Directors, provided that notice is provided in accordance with this Article.

- 03 **Notice.** Notice of the time and place of the holding of the annual and regular meetings of the Association shall be delivered to each member at least ten (10) days in advance of the date fixed for such meeting.

- 04 **Special Meetings.** Special Meetings of the Association may be called by a written request of ten (10) percent or more of the membership of the Association, directed to the President. Said request shall set forth the matters which are to be presented at said meeting. Thereupon, it shall become the duty of the President to issue a call for such meeting.

- 05 **Voting.** Each Full Member in good standing shall be entitled to one (1) vote at the election of officers and directors and upon any questions coming before any meeting of the members. Voting may be conducted by mail or electronic media, provided, however, that a single medium shall be employed for all members on each vote to be taken.

- 06 **Quorum.** Twenty (20) percent of the members shall constitute a quorum for the transaction of business provided that a minimum of one (1) officer and six (6) directors are present.

- 07 **Order of Business.** The order of business at the annual meeting shall be:

1. Reading and Approval of Minutes of Previous Meetings
2. Receiving and Acting Upon Reports of Officers
3. Reports of Committees
4. Unfinished Business
5. Election of Officers and Directors
6. New Business

Where procedure is not otherwise provided, Roberts' Rules of Order shall control.

The same order of business shall be followed at regular meetings insofar as such matters may properly come before regular meetings.

- 08 **Construction and Definitions** As used in these Bylaws, the male gender includes the female, the singular includes the plural, and vice versa; and the term "person" includes both corporate entities and individuals.



ARTICLE VI

OFFICERS

- 01 **Officers.** The officers of this Association shall consist of a President and three (3) Vice-Presidents, Secretary and a Treasurer, all of whom shall be members of the Association and are elected for a term of one (1) year, commencing January 1st, and shall hold office until a successor is elected and qualified. Officers and directors may serve consecutive terms.

- 02 **Vacancy.** A vacancy in any office may be filled for the remainder of the unexpired term by a majority vote of the Board of Directors at their next meeting. In case of emergency, the President or if the office of the President be vacant, the First Vice-President, may appoint a member to temporarily fill the vacancy until the next meeting of the Board of Directors, who shall then fill the vacancy for the unexpired term.

- 03 **Compensation.** Officers shall not receive any additional compensation for their services. However, they may receive compensation for reasonable and eligible expenses at the direction of the Board of Directors

ARTICLE VII

NOMINATIONS

- 01 **Nominations of Officers and Directors.** On or before June 15 in each year the President shall appoint at least five (5) members as a Nominating Committee and designate a Chairman. No more than sixty (60) percent of the membership of said committee shall be members of the Board of Directors. It shall be the duty of the Nominating Committee to nominate all officers and directors for the coming year. They shall nominate one person for each office and four or five persons, as the case may be, to fill the vacancies on the Board of Directors.

- 02 **Notices.** The Nominating Committee shall furnish to the Board of Directors its report containing the slate of officers and directors prior to August 1 of each year. Said slate of nominations shall be sent, by US mail or electronically, to each Full Member with the notice of the nominating meeting. The membership shall have the right to nominate any other candidate who shall be eligible for election to any office or member of the Board of Directors at the nominating meeting. All such nominations shall be included in the slate of nominations sent, by US mail or electronically, to the members. The secretary shall designate on said slate of nominations those nominated by the Nominating Committee.



ARTICLE VIII

ELECTIONS

- 01 All officers and directors to be elected shall be elected only by ballot, to be sent by US mail or electronically, to the Full Members with the notice of the annual meeting. The officers and members nominated therefore shall be plainly indicated on the ballot, and the ballot shall be returned to the Secretary, and shall be turned over to the President at the Annual Meeting. The President shall thereupon appoint three (3) members who are not candidates for election to count the ballots and make a report to the meeting. The candidate receiving the majority of the votes cast shall be declared duly elected to the office for which he was nominated.

ARTICLE IX

DIRECTORS

- 01 **Number and Election.** The Directors shall be elected under and pursuant to these By-Laws, at the Annual Meeting.
- 02 **Board of Directors.** The Board of Directors shall consist of not more than twenty-one (21) members. All of the officers and the immediate past President shall automatically be members of the Board.

In addition to the officers who automatically become members of the Board, a maximum of fourteen (14) members shall be elected directors. The term of each of the fourteen additional elected directors shall be three (3) years, being already staggered as commencement and expiration of open directorships based on the original bylaws' program of election to office.

- 03 **Vacancy.** A vacancy in a member of the Board may be filled for the remainder of the unexpired term by a majority vote of the Board of Directors at their next meeting.
- 04 **Powers.** The Board of Directors shall have the power to:
- Have general management of the affairs of the Association and exercise all such lawful powers which will promote the objects and purposes of this Association.
 - Fill vacancies of officers and directors; appoint all agents; hire employees for and in behalf of the Association; prescribe their duties and fix their compensation, except as otherwise provided by these By-Laws.
 - Bond such officers, agents or employees of the Association as may be necessary in such amounts and with such sureties as may be responsible.
 - Designate depositories for the Association, rent safety deposit vaults and provide the manner of signing checks, notes, bills and other evidences of indebtedness, of the Association.
 - On or before the fifteenth (15th) day of the month following the annual election of directors, the board shall meet to organize for the following year.



- 05 **Meetings.** Meetings of the Board of Directors shall be held as determined by the Board. Meetings may be held at a specified location or by teleconference as determined by the Board.

Special meetings of the Board of Directors shall be called by the President on five (5) days notice of the time, place and matters which shall be presented to said meeting. Notice may be served either personally, electronically or by mail, and shall be called by the President or Secretary on like notice on the written request of five (5) Directors.

- 06 **Quorum.** Seven (7) members of the Board of Directors shall be necessary to constitute a quorum. Resolutions shall be passed by a majority vote of Directors present and voting, provided, however, that there are more than eleven (11) members of the Board present and voting. In the event there are eleven (11) members or less present and voting, it shall require the affirmative vote of a minimum of six (6) Directors to pass a resolution, which shall constitute an act of the Board.

- 07 **Compensation.** Directors may receive modest compensation for their service as Directors so long as all Directors are compensated equally and pursuant to a vote of the Board of Directors.

- 08 **Forfeiture of Office of Director.** Any Director failing to attend five (5) meetings of the Board of Directors in an elected year or three (3) consecutive meetings, may be removed by the Board and a successor appointed.

ARTICLE X

PRESIDENT

- 01 The President shall preside at all meetings of the members of the Association and Board of Directors. He shall be a member ex officio of all regular and special committees. He shall execute all instruments authorized by the Board of Directors under the seal of the Association.

He shall appoint such special committees not otherwise herein provided for to carry out the objects and purposes of the Association, and he shall represent the Massachusetts Marine Trades Association in the marine industry.

He shall in general perform all such other duties as pertain to the office of the President.

ARTICLE XI

VICE-PRESIDENTS



- 01 The First Vice-President shall perform the duties of the President in the absence of the President. In addition, he shall perform such duties and be in general charge of such matters and programs, that the President or Board of Directors may direct.
- 02 The Second Vice-President shall perform the duties of the President in the absence of the President and First Vice-President. In addition, he shall perform such duties and be in general charge of such matters and programs, that the President or Board of Directors may direct.
- 03 The Third Vice-President shall perform the duties of the President in the absence of the President and the First and Second Vice-Presidents. In addition he shall perform such duties and be in general charge of such matters and programs, that the President or Board of Directors may direct.

ARTICLE XII

SECRETARY

- 01 The Secretary shall keep a correct list of the names and addresses of the members of the Association. He shall attend all meetings of the members and Board of Directors, and shall keep a correct record of all transactions at such meetings in a minute book belonging to the Association. He shall be the custodian of the corporate records, except those appertaining to the office of Treasurer, and shall be custodian of the corporate seal. He shall send out notices of meetings of the members and of the Board of Directors. He shall send out and receive all ballots for election of officers and directors. He shall conduct all correspondence other than that pertaining to the office of the President or Treasurer. He shall affix the corporate seal to all instruments requiring a seal. He shall perform such other duties as pertain to the office of Secretary and shall do all such things and carry out all such orders as are required by the Board of Directors. The Secretary may delegate such duties to the Executive Director or other staff or consultants and shall retain the rights and responsibilities described above in so doing.

ARTICLE XIII

TREASURER

- 01 The Treasurer shall receive, disburse and collect all monies due and belonging to the Association and shall, under the supervision of the Board of Directors, deposit monies of the Association in the name and to the credit of the Association in such depository or depositories as may be designated by the Board of Directors. He shall invest all funds not needed for current disbursements as may be directed by the Board of Directors. He shall pay all bills and make all disbursement authorized by the Board of Directors, taking proper vouchers for such disbursements. He shall keep full and accurate accounts of receipts and disbursements and shall keep a record of all financial transactions of the Association, in accordance with good accounting practices. The Treasurer shall notify the Secretary of all delinquencies in the payment of dues and assessment by members. He shall render a full and complete report of the financial condition of the



Association to the Board of Directors at each meeting as they shall require same, and to the members of the Association at the Annual Meeting.

The Treasurer shall present at the Annual Meeting a complete and detailed financial report of all transactions of the Association for the preceding fiscal year.

The Treasurer shall perform all such other duties required of him by resolution by the members of the Association and the Board of Directors, and shall perform all duties as pertinent to the office of Treasurer. The Treasurer may delegate such duties to the Executive Director or other staff or consultants and shall retain the rights and responsibilities described above in so doing.

ARTICLE XIV

AMENDMENTS

- 01 These By-Laws and any amendments of alterations thereof except as otherwise herein provided, may be altered, amended or repealed at any regular or special meeting of the members of the Association by a two-thirds (2/3) vote of the members present and voting, provided notice of such proposed alteration, amendment or repeal shall have been sent to each member at his last known address at least ten (10) days before the date of such meeting.

ARTICLE XV

DISSOLUTION

- 01 The Association may be dissolved by written petition for dissolution signed by at least twenty (20) percent of the members. Said petition shall be directed to the President, and upon receipt thereof the President shall cause a ballot to be prepared. The ballot and a return envelope addressed to the Secretary shall be sent to the entire membership by US mail or electronically, together with notice of a special meeting to be held for the purpose of counting the ballots on the petition for dissolution. The date designated for said meeting shall be not more than thirty (30) days from the date of the distribution of the ballot. The Secretary shall present the unopened ballots at said special meeting and they shall be opened at said meeting. It shall require a two-thirds (2/3) vote of the entire membership for the petition for dissolution to prevail.

In the event of dissolution of the Association, its net assets after payment of all outstanding debts and expenses shall be paid over to any successor organization, or if there be none, such net assets shall be distributed pro rata among the then members of the Association in proportion to the dues and other assessments paid by each during the preceding year.



ARTICLE XVI

INDEMNIFICATION

01 The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, civil, criminal, administrative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation.

There shall be no indemnification (i) as to amounts paid in settlement or other disposition of any threatened or pending action by or in the right of the corporation, or (ii) as to matters in respect of which it shall be determined by judgment or otherwise that such director or officer was derelict in the performance of his duties to the corporation and, in the case of any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful. Such court or independent counsel shall have the power to determine that such director or officer is entitled to indemnification as to some matters even though he is not so entitled as to others. The termination of any action, claim, suit or proceeding by judgment, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith for a purpose which he reasonable believed to be in the best interests of the Corporation, and, in the case of any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Amounts paid in indemnification shall include, but shall not be limited to, counsel and other fees and disbursements and judgments, fines or penalties against, and amounts paid in settlement by, such director or officer. The corporation may advance expenses to, or where appropriate may itself at its expense undertake the defense of, any such director or officer provided he shall have undertaken to repay or to reimburse such expenses if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The rights to indemnification provided in the Article shall not be exclusive of any rights to which any such director or officer may otherwise be entitled by contract or as a matter of law.