

## Rhode Island Marine Trade Association Mission

To promote mutual confidence and cooperation among persons engaged in the Marine Industry; To exchange trade information; To work for harmonious trade relations;

To promote legislation favorable to the marine industry and to oppose any and all adverse legislation; To promote marine facilities, public access and to work with other organizations, in providing better and safer boating in Rhode Island waters;

To do such lawful acts as may be deemed beneficial to those engaged in any phase of the boating business.

To promote environmental stewardship by the Membership and the Association.

## **BY-LAWS**

### **ARTICLE I MEMBERSHIP**

#### **SECTION 1. ACTIVE MEMBERSHIP**

Any person, firm, partnership, franchise or corporation maintaining an active business location in the State of Rhode Island and engaged primarily in the marine industry - including the building, manufacture, sale, brokerage, distribution, transportation, repair, service and storage of boats, sails, marine engines and marine equipment and supplies, other companies providing support to the marine trades - shall be eligible for active membership in the Association.

#### **SECTION 2. ASSOCIATE MEMBERSHIP**

Any person, firm, partnership, franchise, corporation, organization or agency of government that the Board of Directors deems conducive to the objectives and purposes of this Association shall be eligible for associate membership in the Association.

#### **SECTION 3. ELECTION TO MEMBERSHIP**

An applicant for either active or associate membership shall apply in writing to the Board of Directors and shall be sponsored by one (1) member in good standing. Election to the Association shall be by majority vote of the Board of Directors.

#### **SECTION 4. GRANDFATHER RIGHTS**

Notwithstanding the provision of Section 1 of this Article, any member elected to membership prior to October 1, 1988 may continue as an active member of the Association as long as membership in good standing is continuously maintained.

#### **SECTION 5. MEMBERSHIP DUES**

The annual dues shall be the sum as fixed by the Board of Directors. Dues billing will be made June 1, with Sep. 1 as the deadline at which time all voting privileges and admittance for special events shall be subject to forfeiture. The Board of Directors may terminate the membership of any member for failure to pay the annual dues when due. Special assessments may be imposed to finance specific undertakings of the Association by a two-third vote of the entire membership of the Association, but in no event shall such special assessments be greater than the annual dues in anyone year.

#### **SECTION 6. SUBSCRIPTION TO BY-LAWS**

Each member of the Association shall be deemed to have subscribed to and to have agreed to be bound by these By-Laws by his admission to membership.

#### **SECTION 7. CERTIFICATE OF MEMBERSHIP**

Each member shall be issued a membership sticker verifying membership in the Association upon being elected a member and upon payment of dues. All Members will have a listing on the RIMTA website.

## **SECTION 8 RESIGNATION**

The Board of Directors may accept the resignation of any member of the Association upon receiving a written resignation. A member that has not paid dues after being properly notified will be assumed resigned.

## **SECTION 9. FORFEITURE OF PROPERTY RIGHTS**

Any member whose membership in the Association shall have terminated by resignation, expulsion, or other cause, shall forfeit all rights as a member of the Association.

## **ARTICLE II MEETING OF MEMBERS**

### **SECTION 1. ANNUAL MEETING**

The annual meeting and election of officers of the Association shall be on or before the first Monday of November or at such time, day, and place as shall be designated by the Board of Directors. At the annual meeting the members of the Association shall receive an action report of officers and committees, elect the officers, standing committee members and directors at large for the ensuing year, and shall further transact such other business as may properly come before the meeting.

### **SECTION 2. REGULAR MEETINGS**

At least three (3) regular meetings (Fall, Winter and Spring) of the Association shall be held each year, which shall include the Annual Meeting. **said regular meetings may be held at such time and place as may be designated by the Board of Directors.**

### **SECTION 3. NOTICE**

Written notice of the time and place of the holding of the annual meeting of the Association shall be given to each member at least ten (10) days in advance of the date fixed for such meeting. Written Notice of the time and place of the holding of regular and special meetings shall be given to each member at least seven (7) days in advance of the date fixed or such meetings.

### **SECTION 4. SPECIAL MEETINGS**

Be it further provided herein that upon application often (10) or more active members of this Association, requesting that the President call such a special meeting, it shall be the duty of the President to issue a call for such meeting, and such shall be called pursuant to the requirements provided for hereinafter. No date set for any special meeting shall, however, conflict with any date set for the regular meetings of the Board of Directors of the New England Marine Trades Association, Inc.

## **SECTION 5. VOTING**

Each active member shall be entitled to one vote at the election of officers and directors and upon any question coming before the meeting of the members.

All active members shall designate one individual who shall hold official authority to represent and carry the vote of such organization at any annual, regular, or special meeting of the Association.

## **SECTION 6. QUORUM**

Twenty (20) of the active members shall constitute a quorum for the transaction of business.

## **SECTION 7. ORDER OF BUSINESS**

The order of business for the annual and general membership meeting shall be:

- 1 Acknowledgement of the Association Guidelines
- 2 Verification of a Quorum.
- 3 Reading and approval of minutes of previous meeting.
- 4 Receiving and acting upon reports of officers.
- 5 Reports of committees.
- 6 Unfinished business.
- 7 Election of officers, standing committee chairmen and directors at-large, (annual meeting)
- 8 Appointment of Committees. (annual meeting)

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

The same order of business shall be followed at the regular meeting as to such of said matters as may properly come before the regular meetings.

## **ARTICLE III OFFICERS**

### **SECTION 1. ELECTED OFFICERS**

The elected officers of this Association shall be a President, Vice President, Secretary, and Treasurer.

All of the aforesaid officers shall be active members in good standing of the Association and elected for one term or until their successors are elected, except as otherwise provided. In the event, however, that the election is held to fill an unexpired term due to a vacancy, then such officers shall be elected only for the remainder of the unexpired terms.

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 an emergency, the President, or if the office of President be vacant, the Vice President may fill the vacancy by appointment; such appointee to hold office only until the vacancy is filled by the Board of Directors.

## **SECTION 2. QUALIFICATIONS FOR PRESIDENT AND VICE PRESIDENT**

To be eligible for nomination or election to the offices of President, any active member must first have served two (2) full years as a member of the Association's Board of Directors. Vice-President must have first served one (1) year on the Board of Directors. No member shall serve in the office of President for more than three (3) consecutive full, one year terms.

## **SECTION 3. NOMINATIONS**

Nominations of Officers and three (3) Directors. The President shall, before the April meeting in each year, appoint at least four active members as a nominating committee to nominate all officers, Standing Committee Chairmen, and directors at-large for the coming year. The names of the nominating committee shall be published and sent to the membership prior to the April meeting. The committee may nominate more than one person for each position. The nominating committee will send a list of a nominations to the Executive Director who will prepare the list for publication and mail such list to the membership with the notice of the September meeting. This provision shall not exclude the nomination of any other candidate who shall be eligible for election to any one position and who is nominated by a petition signed by at least twenty five (25) members or who is nominated from the floor at the Fall meeting by receiving at least twenty five (25) votes. Any such nomination with the position challenged shall be included in the list of nominations.

The officers, standing committee chairpersons and directors at-large nominated shall be selected insofar as practical or possible so as to give each branch of the marine industry and locality representation on the Board of Directors.

## **SECTION 4. ELECTIONS**

All officers, Standing Committee Chairpersons, and directors at-large to be elected shall be elected only by ballot. The ballot will be mailed to the members at least two weeks prior to the Annual Meeting. The persons nominated therefore shall be plainly indicated on the ballot, and the ballot shall be returned to the Secretary in a sealed envelope which shall be turned over to the President unopened at the annual meeting. The president shall thereupon appoint three members who are not candidates for election to open, sort, and count the ballots, and make report to the meeting. The candidates receiving the majority of the votes cast shall be declared duly elected to the positions for which they were nominated.

## **SECTION 5. THE PRESIDENT**

The President shall preside at all meetings of the members of the Association, shall be a member ex-officio of all regular and special committees, and shall execute all instruments requiring a seal in the name of the Association, under the seal of the Association.

The President may recommend to the Board any special committees not otherwise herein provided for to carry out the objectives and purposes of the Association. The President or designee shall represent the Rhode Island Marine Trade Association, Inc. on the Board of Directors of the New England Marine Trade Association, Inc. The President shall, in general perform all such other duties as pertain to the office of the President

**SECTION 6. VICE -PRESIDENT**

The Vice-President shall perform the duties of the President in the absence of the President and shall be a member ex-officio of all regular and special committees.

**SECTION 7. SECRETARY**

The Secretary shall keep a correct list of the names and addresses of the members of the Association. The Secretary shall attend all meetings of the Board of Directors, shall keep a correct record of all transactions at such meetings in a minute book belonging to the Association, shall be the custodian of the corporate records, except those pertaining to the office of Treasurer, and shall be custodian of the corporate seal which shall be stored at the principal office of Rhode Island Marine Trade Association, Inc. The Secretary shall affix the corporate seal to all instruments requiring a seal, 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 shall forward copies of all minutes to the Executive Director who will forward to the members of the Board of Directors within a reasonable time after the meeting. The Secretary shall perform the duties of the President and Vice President in their absence.

**SECTION 8. TREASURER**

The Treasurer shall give bond in such amount and with such surety or sureties as may be designated and required by the Board of Directors, the cost of such bond to be paid by the Association.

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 the monies of the Association in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall invest all funds not needed for current disbursements as may be directed by the board of Directors, shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements, 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, and 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.

Executive Director shall notify the Board of all delinquencies in the payment of dues and assessments by members.

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

The Treasurer shall perform all other duties required by resolution by the members of the Association and Board of Directors, and shall perform all duties as pertinent to the officers.

**SECTION 9. COMMITTEE CHAIRPERSONS**

There shall be ten (10) standing committees, each with its own Chairperson elected from the active membership. The Chairperson shall have a special interest in, be responsible for, and have general charge of the committee's subject matter. The standing committees are:

1. Boating Safety and Boating Safety Education

2. Legislation
3. Boat Yards and Marinas
4. Marine Dealers
5. Membership
6. Fisheries
7. Boat Manufacturers
8. Yacht Clubs
9. Boat Show. The Boat Show Chairman, who is appointed, is a voting member of the Board of Directors. Boat Show Chairman is appointed by the President, but would now have a vote on the Board. The Chairpersons may select, with the President's approval, other members of the Association to serve on standing committees.
10. Marine Industry Education and Training

#### **SECTION 10. BOARD OF DIRECTORS**

The Board of Directors shall consist of the four (4) elected officers comprising the President, Vice-President, Secretary, Treasurer: the ten (10) Standing Committee chairpersons and three (3) directors at-large elected by the active membership. In addition, the immediate past President shall serve as a director and shall hold the honorary title of Chairman of the Board of Directors. The Board of Directors shall:

- a) Have general management of the affairs of the Association, do all lawful things and exercise all such lawful powers which will promote the objects and purposes of this Association.
- b) Fill vacancies of officers and appoint all agents of the Association and prescribe their duties and fix their compensation, except as otherwise provided by these By-Laws.
- c) Appoint special Committees as may be found necessary or desirable to carry out the objectives and purposes of this Association, and fix their powers and prescribe their duties.
- d) Bond such officers, agents, and employees of the Association as may be necessary and in such amounts and with such sureties as may be reasonable.
- e) Designate depositories for the Association and to rent safety deposit vaults and to provide the manner of signing checks, notes, bills, and other evidences of indebtedness, of the Association.
- f) All Board Members shall sign an acknowledgment of receipt upon receiving the RIMTA Bylaws.

On or before the fifteenth day of the month following the annual election of directors, the Board shall meet to organize itself for the following year. The Board shall select from its members a presiding officer, to preside over all meetings of the Board of Directors and, in consultation with the President, to establish the agenda for all meetings of the Board of Directors. The Board may also select such other officers as the Board may deem necessary.

**SECTION 11. MEETINGS**

Meeting of the Board of Directors shall be held eight (8) times per year 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 and place and purpose thereof and shall be called by the President or Secretary on like notice on the written request of five (5) Directors.

**SECTION 12. QUORUM**

A majority of the members of the Board of Directors shall constitute a quorum and the action of a majority of the Directors present at any valid meeting shall constitute an act of the Board.

**SECTION 13. COMPENSATION**

Directors shall receive no compensation for their services as Directors.

**SECTION 14. FORFEITURE OF OFFICE OR DIRECTORSHIP**

Any member of the Board of Directors failing to attend three (3) consecutive meetings of the Board of Directors or meetings of the General Membership may be removed by the Board and a successor appointed.

**SECTION 15. EX-OFFICIO DIRECTORS**

All past presidents shall be directors ex-officio without a vote (except for the immediate past president who shall be a full director).

**ARTICLE IV**

**CORPORATE INDEMNIFICATION**

All directors, officers, paid directors, or employees of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party or in which they may become involved, by reason of their being or having been a director, officer, or employee of the association or any settlement thereof, whether or not they are a director, officer, or employee at the time such expenses are incurred, provided that such indemnification shall not exceed an amount which would adversely affect the Association's tax exempt status and, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. Provided, further, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

## **ARTICLE V**

### **DISSOLUTION OF ASSOCIATION**

This Association is not organized for profit, and no part of the net earnings of the Association shall inure to the benefit of any officer, director, or member (except that reasonable compensation may be paid for services rendered to and for the Association).

In the event of the liquidation of the Association, whether voluntary or involuntary, no officer, director, or member shall be entitled to any distribution or division of the Association, the balance of all money, assets and other property of the Association, after the payment of all its debts and obligation, shall, pursuant to a resolution of the Association or an order of a court of competent jurisdiction in the State of Rhode Island be used by, or distributed to, an organization or organizations which would then qualify under Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1954, as amended.

## **ARTICLE VI AMENDMENTS**

These By-Laws and any amendments or alterations thereof except as otherwise herein provided may be altered, amended or repealed by a majority vote of a quorum at any regular or special meeting of the active membership, provided notice of such proposed alteration, amendment or repeal shall have been mailed to each member at his last known address at least ten (10) days before the date of such meeting.

## **ARTICLE VII BUDGET**

It shall be the duty of the Board of Directors to adopt, prior to the October meeting, an annual operating budget for the next fiscal year. A copy of the budget, as adopted, shall be included with the notice to the membership of the annual meeting. The annual operating may be amended after its passage but budget amendments or special appropriations in excess of Five Thousand Dollars (\$5,000.00) shall require second passage by the Board of Directors, and shall be submitted to the active membership at least ten (10) days prior to final consideration by the Board.

## **Association Guidelines**

1. Members shall not engage in any discussion concerning pricing or the terms and conditions of sale of products falling within the Association's scope.
2. Members shall not engage in any discussion that might result in a refusal to deal with (or boycott) any supplier or customer.
3. Members shall not engage in any discussion that might result in competitive injury to any member or non-member competitor.
4. After meetings are adjourned, these guidelines continue to apply in any social or other gathering of the members.
5. Any questions arising concerning the applicability of these principles to any particular item of business or discussion shall be referred in advance to the President.