

ARTICLE I

Name

The name of this organization shall be the NORTHWEST YACHT BROKERS ASSOCIATION (hereinafter referred to as the "association").

ARTICLE II

Purposes

Section 1. THE PURPOSES OF THE ASSOCIATION ARE:

- (1) To actively promote boating to the general public, via a diversity of activities that include, but are not limited to, putting on boat shows, clinics and seminars;
- (2) To define an organization that addresses the special needs of those involved in selling new and used yachts, and related marine activities;
- (3) To unite those engaged in the business of new and used yacht sales for the purpose of promoting cooperation and professionalism among its members;
- (4) To promote and maintain a high standard of conduct in the transacting of the yacht sales business;
- (5) To instill into the boating public a greater confidence in yacht brokers and dealers;
- (6) To encourage a greater interest in the welfare and safety of the boating public, through such endeavors as public education, lobbying efforts and cooperation with other organizations.

ARTICLE III

Interpretations

Section 1.

- (1) In these bylaws, unless the context otherwise requires:
 - (a) "Directors" means the directors of the society for the time being.
 - (b) "Act" means the society act of the state of Washington from time to time in force and all amendments to it.
- (2) The definitions in the act on the date these bylaws become effective apply to these bylaws.

Section 2. Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation, unless the context otherwise requires.

ARTICLE IV

Membership And Meetings

Section 1. There shall be eligible for membership herein any individual, partnership or corporation legitimately engaged and established in the practice of selling yachts, either new or used, or any individual, partnership or corporation legitimately engaged in a marine-related activity. Every Business Member of this association who is legitimately engaged in selling yachts shall hold a Washington vessel dealer's license, unified business identifier or state equivalent as required by law and maintain a permanent place of business within a commercially zoned structure with visible signage. Every member of this association who is legitimately engaged in selling yachts outside the State of Washington shall be a member in good standing with all local and state licensing and regulatory authorities.

Section 2.

- (1)** Application shall be made in writing and shall include a photograph of the applicant's storefront and signage. Said application shall contain a pledge of the applicant to abide by the yacht brokers' Code of Ethics and the Bylaws of this association and any amendments thereto.
- (2)** The Membership Coordinator will bulletin the applicant's name to the membership at least one week prior to a meeting of the Board of Directors in writing or via e-mail. In case of failure to elect, the Membership Coordinator shall return the membership fee and dues to the applicant. Any member may object to the applicant's acceptance into the association. This objection will be submitted to the Secretary in writing. He may then appear at the next regular meeting of the Board of Directors and state his reasons for objecting to the applicant becoming a member.
- (3)** The Board of Directors, after the objections are heard, shall elect or reject the applicant. Election to membership shall be by a "yes" vote by the majority of the Board of Directors.

Section 3. There shall be four classifications of membership in this association: business, individual, affiliate and affiliate-individual. The business member shall be reserved for the owner or manager of any company engaged in selling yachts. There shall be an individual membership for each eligible person actively engaged in selling yachts through a company that is a business member in good standing. There shall be an affiliate membership for each individual involved in a marine-related activity but who is not actively engaged in the business of selling yachts. There shall be an affiliate-individual membership for those persons working for an affiliate member.

Section 4. The current annual dues for membership in the association shall be established by the Board of Directors by majority vote, payable as the Board of Directors may determine and said directors may levy such additional assessments as they may from time to time deem necessary not in excess of the amount of the annual dues in any one year. Dues will be prorated six months after renewal to that of half the membership fee plus the entire initiation fee.

Section 5. Business Membership with the NYBA is non-transferable upon the sale or transfer of the company. The new owner must apply for membership as stated in Article IV, Section 2 in the bylaws. Affiliate Membership may be transferred to any representative appointed by the Affiliate Company unless the company is sold to a new owner at which time the new owner must apply for membership as stated previously. Individual Membership may transfer to any company that Individual broker works for as long as they are a Business Member in good standing.

Section 6. A member's membership shall cease:

- (1)** By delivering a resignation in the association;
- (2)** On the death of the member, or in the case of a corporation or partnership on its dissolution;
- (3)** On the suspension or expulsion of the member by action of the Board of Directors;
- (4)** On a member's dues and/or assessments as may be levied not being paid forty-five days of billing.
- (5)** When an individual member moves employment to a non-NYBA member company.

Section 7.

- (1)** The Board of Directors may admonish, reprimand, suspend or expel any member of the association, after due consideration. Grounds for such action are as follows:
 - (a)** Having two or more unresolved disputes that have been reviewed by the Ethics Committee, with other members of the association, with non-members from the yacht brokerage community or members of the public.
 - (b)** Serious or continued violation of the association Bylaws or Code of Ethics.
- (2)** Charges under this section are to be brought by the Ethics Committee, which will forward in writing such cases as they deem appropriate to the Board of Directors for formal consideration and hearing. The board shall proceed as follows:
 - (a)** The accused shall be notified in writing a minimum of (10) days prior to a hearing on such charges, at which time he may present witnesses and evidence on his behalf.
 - (b)** At the sole discretion of the Board of Directors, members may be admonished, reprimanded, suspended or expelled from the association by a three-fourths (3/4) vote of a quorum of the Board of Directors. Admonishment or reprimand can be public or private. Suspension or expulsion will be public.
 - (c)** If the charge is against a member of the Board of Directors, such accused shall have no right to vote thereon, and shall have no right to be present during the consideration of the charges. Such accused shall have all other rights as provided for in this section.
 - (d)** Having three violations of the Bylaws or Code of Ethics, called strikes, in any five-year period, as issued in writing by the Board of Directors, upon recommendation by the Ethics Committee, automatically terminates membership.
- (3)** Cause for any action taken by the Board shall be deemed sufficient if the requisite members of the Board of Directors deem the action to be in the best interest of the association.

Section 8. The annual meeting of the association will be held at least once during the fiscal year, at a time and place selected by the Board of Directors. Notice of said meeting stating the time and place thereof shall be given by mail or e-mail at least 20 days prior to the meeting to each member at the address last furnished by him to the association. Twenty percent (20%) of the members of the association shall constitute a quorum but never less than three (3) persons.

Section 9. Robert's Rules of Order shall be the manual of procedures at all meetings of the members and the Board of Directors.

Section 10. Committee meetings of the association shall be confined to members and invited guests. Voting shall be by members present at the meeting, or by a write-in ballot. Each member in good standing shall have one vote at the meetings of this association.

Section 11. The Board of Directors shall call a special meeting of members within ten days when requested in writing to do so by ten percent (10%) or more members of the association.

ARTICLE V

Officers, Board of Directors & Standing Committees

Section 1. The officers of the association include a president, a vice president, a secretary, a treasurer, and the immediate past president.

Section 2. The affairs of the association shall be managed by a Board of Directors, eleven in number, to include five members of the executive board; the president, the vice president, the secretary, the treasurer, and the immediate past president, plus six directors. The six directors shall consist of five business or individual members and one affiliate member. No firm or corporation shall have more than two representatives on the Board of Directors. The business and individual members shall be elected by members of the business and individual classes. The single affiliate position shall be elected by members of the affiliate class. The affiliate position is not eligible for a position on the executive board. All business and individual members must obtain the CPYB certification within 6 months of the start of their term.

Section 3. All officers and Board of Directors of the association must be voting members of the association.

Section 4. Each member of the Board of Directors shall have one vote.

Section 5. At all meetings of the Board of Directors six (6) members there of shall constitute a quorum.

Section 6. The Board of Directors shall meet at least quarterly and at other such times as the president may call a meeting when requested to do so by a majority of the directors.

Section 7. The executive officers shall be elected for a term of two years at the end of the year by official ballot, to be mailed to all voting members at least fifteen (15) days prior to the end of year.

Section 8. The Board of Directors shall be elected for a term of three years at the end of the year by official ballot.

Section 9. The immediate past president of the association shall serve on the Board of Directors for two years.

Section 10. The members may petition with signatures from at least ten (10) percent of the members a vote to remove any member of the Board of Directors before the expiration of his term of office. The vote to remove the member of the Board of Directors must be approved by a majority of members, conducted by special written ballot. A successor to complete the term of office will be selected from the candidates from the most recent election, starting with the candidate with the highest vote total who did not win election to the board. If there are no candidates, the Board of Directors may select a member to complete the term from the membership.

Section 11. In the advent of a mid-term vacancy on the Board of Directors, a successor to complete the term of office will be selected from the candidates from the most recent election, starting with the candidate with the highest vote total who did not win election to the board. If there are no candidates, the Board of Directors may select a member to complete the term from the membership.

Section 12. The Board of Directors shall have made an annual accounting of all records and books of account of the association by a certified accountant.

Section 13. The directors may exercise all the powers and do all the acts and things that the association may exercise to do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting but subject to:

- (1) All laws affecting the association;
- (2) These bylaws;
- (3) Rules made by the members in general meeting.

Section 14. The president shall

- (1) Preside at all meetings of the association and of the directors.

(2) Act as the chief executive officer of the association and shall supervise the other officers in the execution of their duties.

(3) Chair the executive committee.

Section 15. The vice president shall

(1) Carry out the duties of the president during his absence;

(2) Be a member of the executive committee.

Section 16. The secretary shall

(1) Oversee the Membership Coordinator regarding the following duties; conduct the correspondence of the association, issue notices of meetings of the association and directors, keep minutes of all meetings of the association and directors, maintain the registry of members;

(2) Have access of all records and documents of the association;

(3) Chair the nominating committee;

(4) Be a member of the executive committee.

Section 17. The treasurer shall

(1) Have access to the financial records, including books of account, necessary to comply with the act;

(2) Render financial statements to the directors, members and others when required;

(3) Provide a signed copy of the treasurer's checklist at each meeting of the board of directors;

(4) Be the second signer on all NYBA bank accounts;

(5) Have access to online NYBA bank accounts and review them monthly;

(4) Be a member of the executive committee.

Section 18. The president, or in his absence, the vice president, shall act as chairman of all board meetings. In the absence of both, the directors may elect one of their number to act as chairman.

Section 19.

(1) In order to carry out the purposes of the association, the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, to the issue of debentures;

(2) No debenture shall be issued without the sanction of a special resolution;

(3) The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Section 20. There shall be the following standing committees: Bylaws and Forms Committee, Ethics Committee, Nominating Committee, Executive Committee, Boat Show Committee, Grow Boating Committee and Government Affairs Committee. All standing committees shall report, as needed, from time to time, to the Board of Directors. Each committee will be chaired by a member of the Board of Directors. New standing

committees may be established by the Board of Directors as deemed fit for the purposes of carrying out the business of the association.

(1) BYLAWS AND FORMS COMMITTEE: The bylaws committee shall consist of at least three members, not more than one of whom shall be a member of the Board of Directors. Duties shall be as follows:

- (a)** To review periodically the bylaws and Code of Ethics of the association;
- (b)** To recommend appropriate changes to the Board of Directors;
- (c)** To review Standard Forms at the end of each year and on an as needed basis.

(2) ETHICS COMMITTEE: The ethics committee shall consist of at least three members, one and only one of whom shall be a member of the Board of Directors. Duties shall be as follows:

- (a)** To hear disputes between members, informally, and to recommend solutions whenever possible. Members shall be free to contact individual members of the Board of Directors to discuss problems;
- (b)** To assist in setting up binding arbitration procedures when appropriate;
- (c)** To review continually the yacht brokers' Code of Ethics and to recommend appropriate changes to the Board of Directors;
- (d)** To consider other such matters as bear on the ethics of the yacht brokerage profession, including review of complaints against brokers generally.

(3) NOMINATING COMMITTEE: The nominating committee shall consist of three members, not more than one of whom shall be a member of the Board of Directors. The committee shall be chaired by the secretary. Duties shall be as follows:

- (a)** Not less than one month prior to the annual distribution of ballots, the nominating committee shall contact each member of the association to solicit nominations for offices;
- (b)** All nominees must be voting members of the association to be eligible to hold office in the association;
- (c)** The secretary shall cause the names of those nominated to be distributed to the entire membership at least fifteen (15) days prior to the election;
- (d)** At the discretion of the Board of Directors, nominations for officers for the current year may be made by write-in at the end of year, with elections carried by a majority vote of members in good standing in attendance.

(4) EXECUTIVE COMMITTEE: The executive committee shall consist of the officers of the association, including the president, the vice president, the secretary, the treasurer and the immediate past president. The committee shall be chaired by the president. Duties shall be as follows:

- (a)** To meet regularly to discuss the business of the association;
- (b)** To work with and advise the executive director on the management of the association, its staff and its operations;

(c) To report to the Board of Directors on the management of the association, its staff and its operations.

(5) BOAT SHOW COMMITTEE: The boat show committee shall consist of at least five members and shall be chaired by a member of the Board of Directors. The duties are as follows:

(a) To meet regularly to discuss the business and planning of the NYBA owned boat shows;

(b) To oversee the boat show budgets;

(c) To decide on the direction of the creative advertising;

(d) To actively help promote the boat shows.

(6) GOVERNMENT AFFAIRS COMMITTEE: Shall consist of at least three voting members chaired by a member of the Board of Directors. The mission of the Government Affairs Committee is to promote the growth, development and health of the marine industry through effective communication with our elected officials, development of strategic partnerships and direct lobbying efforts. Duties are as follows:

(a) Recommends policy on legislative, regulatory and legal issues to the association Board of Directors;

(b) Monitors and tracks government activities and issues that may impact the industry;

- (c) Conducts research where necessary;
- (d) Cultivates relationships with elected public officials and staff;
- (e) Develops and coordinates local legislative and regulatory goals and strategies;
- (f) Prioritizes issues according to their importance, ability to succeed, and impact on association resources;
- (g) Prepares regular communications regarding local government actions for distribution to members.

(7) GROW BOATING COMMITTEE: The Grow Boating Committee shall consist of at least three members and shall be chaired by a member of the Board of Directors. The purpose of Grow Boating is to manage, direct, govern and fund the Grow Boating Initiative. The Grow Boating Initiative is designed to formulate and execute initiatives that will increase boating participation ultimately leading to increases in sales of marine products and services. The program is funded by a 10% apportionment of the membership dues, 10% of the annual net revenue and donations collected for the annual Christmas party. The duties are as follows:

- (a) Develop a plan to distribute funding;
- (b) Develop a yearly budget;
- (c) Make program recommendations to the Board of Directors;
- (d) Execute the directives of the Board of Directors.

Section 21. Every director and every committee member shall be deemed to have assumed office or to have undertaken a committee position on the express understanding and agreement and condition that every director and every committee member, his business, his heirs, executors and administrators, and estate, and effects shall from time to time and at all times, be indemnified and saved harmless out of the funds of the association from and against all costs, charges and expenses.

ARTICLE VI

Limitation

The association is a non-profit organization. No part of any income of the association is payable to, or available for the personal benefit of any member.

ARTICLE VII

Records

Section 1. The books and records of the association shall be under the custody of the secretary or treasurer and shall be kept at the registered office of the association or at such place designated by the Board of Directors.

Section 2. The books and records of the association may be inspected by any member at reasonable times on reasonable notice.

ARTICLE VIII

Amendments

Section 1. Section 1. These bylaws may be amended at any regular or special meeting where Eighty Percent (80%) of the voting members of the Association are in attendance. A three-fourths (3/4) vote of those Business and Individual members in attendance and in good standing is required in order to make a lawful amendment, provided such amendment does not conflict with any provision of the constitution and provided also that the subject of the amendment has been contained in the notice of the meeting, which notice shall be mailed or e-mailed to every member of the Association at least fourteen (14) days prior to the meeting.

Section 2. These bylaws may be amended at any regular or special meeting of the Board of Directors by a three-fourths (3/4) vote of those directors in good standing who are in attendance, provided such amendment does not conflict with any provision of the constitution and provided also that the subject of the amendment has been contained in the notice of the meeting.

ARTICLE IX

Mediation And Binding Arbitration

When a dispute arises between members, between members and nonmembers, or between members and the general public, and when a resolution is not readily amenable to all parties involved, the aggrieved members shall submit their cases as follows:

(1) MEDIATION:

- (a)** Each aggrieved member shall select one other member at large from the membership of the association to represent him: these two members shall together agree on one other member. These three shall comprise the mediation committee for the dispute;
- (b)** Each member shall submit a written statement of the case to the mediation committee;
- (c)** Each member shall then appear in person for a hearing before the mediation committee;
- (d)** The mediation committee shall render its decision, which may be rejected or accepted by either party. A written report of their decision shall be sent to the Board of Directors and to both parties.

(2) BINDING ARBITRATION: If the decision of the Mediation Committee is rejected by either party:

- (a)** The dispute shall be submitted to binding arbitration;
 - (b)** All disputes are to be submitted to the American Arbitration Association for a final, binding decision;
- (c)** By virtue of membership in this association, all members waive the right to proceed with any further action in the case of a dispute other than what is stated here.