

BY-LAWS OF THE

ALASKAN MARINE DEALERS ASSOCIATION

APRIL 2011

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Mission Statement

The purpose of this Association: To sponsor and produce boat shows; to promote the Alaskan boating and marine industry, to create harmonious relations between the industry and the public; to promote local, state, and national legislation beneficial to the industry and the boating public.

Article I PURPOSE

Purpose: To promote and market boats, marine products, and services in Alaska for Alaskans.

Goals:

1. Produce shows by Alaskans and for Alaskan marketers of boats, marine products, and services.
2. Produce a professional Boat Show for Alaskan marketers.
3. Take market control away from Outside interests in favor of local Alaskan marine businesses.
4. To promote the boating industry as an organized entity for safety and environmental concerns.
5. To be an effective voice for the boating and marine industry in Alaska for Alaskans.

Principles:

1. Profitable
2. Professional
3. Responsible
4. Politically effective

ARTICLE II MEMBERSHIP

Section I Application for Active Membership*

- A. Any individual, partnership, corporation, or dealer engaged in the boating or marine industry in Alaska may apply for active membership to this Association. A "dealer" is defined as a person customarily engaged in the business of buying, selling or exchanging vessels or outboard motors at an established or permanent place of business in Alaska and at each place of business there is a sign conspicuously displayed showing the name of the dealership so that it may be located by the public, and sufficient space to maintain an office, service area, and display of products.
- B. An active member shall be entitled to all of the privileges of membership, including the right to designate voting members, hold office, and participate in

any AMDA sponsored boat shows.

C. Each active member shall designate in writing one voting member.

BOAT SHOW RULES PERTAINING TO ELIGIBILITY

Rule 1: Qualifications to Participate

Any current member (Exhibitor) of the AMDA for _____ activity year may participate. Non-AMDA members may participate upon authorization of the AMDA Board of Directors. AMDA reserves the right to refuse space or the distribution of literature to any firm, organization or person not exhibiting the theme of Alaska boating.

Rule 2: Application Process

(a) Member or exhibitor must submit application for space, BULK or BOOTH, deposit, and certificate of insurance; (b) AMDA refutes any claims by a supplier, distributor, manufacturer, etc., to an implied or expressed standing on the rental contract.

Section 2 Application for Affiliate Membership

- A. Any individual, partnership, or corporation not engaged in the Alaskan marine industry, but demonstrating an interest in the marine industry, may apply for affiliate membership to this Association. An applicant shall submit with application the initiation fee and dues for the current year, and upon acceptance by the Board of Directors, membership shall commence.
- B. Any affiliate member shall be entitled to all of the privileges of membership excluding the right to designate a voting member, hold office, and participate in any AMDA sponsored boat show; provided nothing herein shall prevent an affiliate member from petitioning the Board of Directors for participation in any AMDA sponsored boat show.

Section 3 Associate Membership

An associate member shall be such person designated by the active or affiliate member.

Section 4 Employee Member

An employee member is any person in the employ of an active or affiliate member.

Section 5 Honorary Life Membership

An honorary life membership may be bestowed by the Board of Directors upon members or persons deemed to have rendered an extraordinary service to the Association.

Section 6 Dues

- A. The Board of Directors shall set the dues to be paid by the active, associate, affiliate, and the employee member; no dues shall be paid by the honorary life member.
- B. Delinquent dues – all membership dues are delinquent if not paid within thirty (30) days of due date. The Board of Directors shall have the power to revoke the membership of any member, without notice, whose dues are delinquent and/or access as late penalty of \$50.

Section 7 Termination of Membership

- A Active or affiliate membership shall terminate as follows:
 - 1. By voluntary resignation of active or affiliate member.
 - 2. By the dissolution of the active or affiliate member.
 - 3. By a vote of the majority of the Board of Directors when a member engages in deceptive, dishonest, or illegal business practices that are not in line with the purposes and strategic goals of the Association.
 - 4. By a vote of the majority of the Board of Directors when any member participates in or sponsors a non-AMDA sanctioned show, exhibit, or display of boats, either fourteen (14) days prior to, or during, the Anchors Aweigh Boat Show. (Members' regular place of business excluded.)
- B Associate membership shall terminate upon:
 - 1. Termination of the associate's employment relationship with the active or affiliate member.
 - 2. By non-payment of dues.
 - 3. By voluntary termination.
- C Employee membership shall terminate upon:
 - 1. Termination of the member's employment relationship with the active or affiliate member.
 - 2. By non-payment of dues.
 - 3. By voluntary termination.

D Voting membership shall terminate upon:

1. Termination of the voting member's employment relationship with the active member.
2. By action of the active member.

Section 8 Transfer of Membership

Active membership is a property right subject to transfer, provided that the transfer of active membership is to a corporation, individual, or partners engaged in the marine industry in Alaska; and provided further that said transfer is approved by the Board of Directors.

Section 9 Membership Benefits

- A. Associate Member – An associate member shall be entitled to all association benefits except the right to vote and hold office.
- B. Honorary Member – An honorary member shall be entitled to all association benefits except the right to vote and hold office.
- C. Voting Member – A voting member shall be entitled to all association benefits, shall have one vote, and be eligible to hold office.
- D. Employee Member – An employee member shall be entitled to participate in seminars, workshops, social functions, and credit union benefits.

Section 10 Membership Meetings

- A. Annual Meeting – The annual meeting of the members of this Association shall be held *in the first quarter of each year*.
- B. Special Meetings – Membership meetings may be called at any time by the Board of Directors and shall be called by the Board of Directors upon the written consent of ten (10) percent of the voting members, or five (5) members, whichever is greater.
- C. Notice – Notice of meetings and purposes shall be in writing and mailed first class, to all voting and associate members not less than ten (10) days prior to date set for the meeting. The Board of Directors may shorten the notice requirement to three (3) days prior to the date set for the meeting.
- D. *Email – Email may be used in lieu of first class mail.*

Section 11 Voting

- A. Voting Member – Only voting members shall be entitled to vote. Each voting member shall be entitled to one vote, provided.
1. That where multiple active members exist, said multiple active members shall collectively have only one vote notwithstanding their prior respective designation of a voting member.
 2. A multiple active member shall be any two (2) or more active members who are engaged in a substantially similar business and are owned substantially by the same individuals or a group of individuals. A multiple active member may be doing business in one or more locations.
 3. The Board of Directors shall resolve and determine the question of multiple active memberships when raised by an active member of that member.
- B. Proxy – Any voting member may vote by written proxy, provided such proxy is filed with the secretary prior to the call to order of such meeting.
- C. Vote by Mail *or Email* – The following items of business shall be voted upon by mail ballot *or email* in the manner provided for election by the Board of Directors, Article III, Section 13, Paragraph (C):
1. Election of Board of Directors
 2. Amendment of the by-laws
 3. Such other matters as may be determined by the Board of Directors
- D. Quorum – The presence in person of ten (10) percent or five (5) members, whichever is greater, of the voting members at any duly called membership meeting shall constitute a quorum.

Section 12 Referendum

Whenever ten (10) percent of the voting members have in writing petitioned the Board of Directors to refer a matter to the vote of the membership, the Board of Directors shall consider the petition within sixty (60) days of the receipt of the petition by the secretary. The Board of Directors, after consideration of the said petition, may refer the matter to the membership for vote, which vote shall determine the issue.

ARTICLE III BOARD MEMBERS

Section I Board of Directors**

The Board of Directors shall consist of five (5) members selected by the voting members of the association.

Section II Qualifications of the *Board of Directors*

No person shall be on the Board of Directors of this association unless he/she is a voting member in good standing.

Section 3 Term of Office

The term of office of the Board of Directors shall be three (3) years.

Section 4 Vacancies

The president may select any qualified member to fill any vacancy on the Board of Directors subject to the approval of the Board of Directors; said appointees shall, upon approval, be a member of the Board of Directors and shall serve the expired term.

Section 5 Meetings

The meetings of the Board of Directors shall be called and held at such time and place as the president may from time to time select. A special meeting may be called at the request of any three (3) board members.

Section 6 Notice of Meetings

Notice of time, place, and purpose of meetings shall be in writing and mailed, first class, *or emailed*, seven (7) days prior to date set for the meeting; provided that emergency board meetings may be called by three (3) directors on a twenty-four (24) hour notice and board members and officers shall be notified at the time, place, and purpose of such meeting by telephone or email at their usual place of business or residence within twenty-four (24) hours of such meeting.

Section 7 Voting

Each board member and officer shall be entitled to one vote.

Section 8 Quorum

Three members of the Board of Directors shall constitute a quorum

Section 9 Presiding Officer and Secretary of the Board

The president of the association shall act as the presiding officer at meetings of the Board of Directors; the secretary of the association shall act as the secretary at meetings of the Board of Directors. In the absence of the president or at his request, the vice president shall act as the presiding officer at meetings of the Board of Directors. In the absence of or at the request of the president and vice-president, the Board of Directors shall select a member of the board to act as president. In the absence of the

secretary of the association, the Board of Directors shall appoint from members a secretary pro tem.

Section 10 Election of Officers

- A. The Board of Directors shall elect a president, vice-president, secretary and treasurer at the first Board of Directors meeting following the annual election of Directors and such, officers shall hold one-year commencing from the annual meeting.
- B. *Regional advisors can be appointed by the president and ratified by the board. Regional advisors can be located in Fairbanks, Southeast Alaska, and the Kenai Peninsula.*

Section 11 Duties of the Board of Directors

The Board of Directors shall:

- A. Manage the affairs of this association
- B. Authorize expenditures
- C. Set initiation fees and membership fees
- D. Determine the association policies
- E. Annually canvas the membership to determine the interests of the members and their suggested policy and direction
- F. Cause to public and forward pro and con viewpoint on amendments to by-laws and articles or other ballot measures presented to the members; that with respect to election of board members, to submit with the ballot a brief biography of the candidate for office.

Section 12 Compensation

Directors and elected officers shall not receive any compensation for their service; provided nothing herein shall prevent the board from authorizing payment or reimbursement of travel expenses incurred on association business by another officer, board member, or member.

Section 13 Nomination and Election of Board of Directors

- A. Nomination – the president shall appoint each year, with the approval of the Board of Directors, a Nominating Committee.
- B. Any two (2) voting members may submit the name of a candidate to the Nominating Committee for the Board of Directors. Such nomination shall be in writing and signed by the two (2) voting members.
- C. Election:
 - 1. An election will be conducted annually.

2. Election of Board of Directors shall be by paper ballot containing the names of the candidates nominated. The election will be conducted at the annual meeting.
3. Each voting member shall be entitled to one vote for each Board of Directors position from the division of that member's principle place of business.
4. To be valid, ballots cast must meet the guidelines established for the election.

Section 14 Present Board of Directors

Nothing herein shall sooner terminate the office of any director other than a vacancy created by death, resignation of a director or the unanimous vote of the remaining Directors in question.

ARTICLE IV OFFICERS

Section 1 Officers

The officers shall consist of a president, vice-president, secretary, and treasurer.

Section 2 Election

Officers shall be elected by the Board of Directors, and for a term as provided in Article III Section 10.

Section 3 Vacancy of a President

In the event of the resignation or death of the president, the Board of Directors shall appoint a successor to the office of the president to finish the unexpired term.

Section 4 Duties

- A. President – The president of the association shall act as the presiding officer at meetings of the Board of Directors. The president shall call the meetings of the Board of Directors.
- B. Vice-President – The vice-president shall perform the duties of the president during the absence of the president.
- C. Secretary – The secretary shall act as secretary at the meetings of the Board of Directors.
- D. Treasurer – The treasurer will manage AMDA finances and compile all necessary financial reports.
- E. Board of Directors – Each officer shall be a member of the Board of Directors and assume the duties imposed by Article III, Section 11.

Section 5 Compensation

Officers shall not receive compensation for their service, except as provided in Article III, Section 12.

ARTICLE V COMMITTEES

Section 1 The following committees are authorized:

- A. Nominating Committee
- B. Boat Show Committee
- C. Commercial Committee
- D. Group Insurance Committee
- E. Ad Hoc Committee
- F. Political Action Committee

Section 2 Composition

The composition of each committee shall include not less than one board member. The president shall make all committee appointments with the approval of the board except as otherwise provided. All committees shall terminate with the term of office except as otherwise provided.

Section 3 Nominating Committee

The committee shall consist of three (3) members, one of whom shall be the president. the nominating committee shall nominate two (2) candidates for each of the retiring board.

Section 4 Boat Show Committee

The Boat Show Committee shall consist of five (5) members, each to serve one year. The duties of the Boat Show Committee shall be to perform such tasks as the board directs and to advise and report to the board.

Section 5 Commercial Committee

The Commercial Committee shall consist of not more than seven (7) members. The purpose of the Commercial Committee shall be to discuss proper matters of interest of commercial marine activity and to report to the board.

Section 6 Group Insurance Trust Committee

The Group Insurance Trust Committee shall consist of not more than seven (7) members, whose duties shall be to negotiate premiums, set policy, approve investments, all subject to ratification of the board, and to report to the board.

Section 7 Ad Hoc Committee

The president is empowered to create such ad hoc committees as deemed necessary to accomplish particular tasks. Such committees shall serve at the pleasure of the president and shall submit their reports to the president.

Section 8 Political Action Committee

The Political Action Committee shall also be known as the AMDA-PAC or such other name as designated by the AMDA Board and shall consist of not more than five (5) members of whom one shall be a Board *member of the association*. *The committee is created pursuant to the enabling legislation set forth in 26 US 527. The committee is to be organized and operated primarily for purpose of directly or indirectly accepting contributions or making expenditures or both, for an exempt function as defined in Section 527 with respect to promoting the boating and marine industry. All exempt functions income, as defined in said Section 527, is to be segregated in a separate account of the committee. The committee may create a membership class of AMDA-PAC for the purpose of securing exempt function income.*

ARTICLE VI

Section 1 Disillusionment

In the event that AMDA is no longer active and is dissolved, the assets, including currency in AMDA bank accounts, will be donated to the Anchorage Office of the Salvation Army. This includes net proceeds from charitable gaming activity.

ARTICLE VII AMENDMENTS

Section 1 Amendments

These by-laws may be amended by mail ballot, email, or at any meeting of the membership, provided, however, no amendment shall be adopted by mail ballot, email, or at any meeting unless each member shall have had mailed to him at least known address a copy of the proposed amendment at least ten (10) days prior to receipt of the mail ballot of such meeting.