

# **Articles of Incorporation**

## **Article I Name**

The name of this Corporation is MARINE EXCHANGE OF THE SAN FRANCISCO BAY REGION

## **Article II General Purposes**

This Corporation is formed for the purpose of encouraging, extending and promoting marine transportation; providing a medium for the exchange of ideas among those engaged in marine transportation; gathering and disseminating such information as the membership may desire to aid them in the conduct of their affairs; and encouraging an intellectual contact between Americans and other nationals interested in marine transportation.

## **Article III Non-Profit Corporation**

This Corporation shall be a non-profit corporation which shall not contemplate the distribution of gain, profit, or dividends to its members.

## **Article IV Principal Office**

The principal office of this Corporation shall be in the City and County of San Francisco, State of California.

## **Article V Directors**

The number of Directors of this Corporation elected by vote of the membership shall be fifteen (15), and in addition, the immediate past-President, whose term as a Director is otherwise expiring, shall be designated an ex-officio member of the Board of Directors for a term of the fiscal year following the year in which they served as President and officers otherwise, no Directors shall serve as ex-officio Directors for the periods in which they serve as corporate officers.

## **Article VI Amendment of Articles**

The Articles of Incorporation may be amended by the vote or written consent of two-thirds of the members in good standing.

# **By-Laws**

## **Article I Offices**

### **Section 1.**

The principal office of the Corporation shall be located in the City and County of San Francisco, State of California. The Board of Directors is hereby granted full power and authority to change the principal office location.

### **Section 2.**

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to act.

## **Article II Membership**

### **Section 1.**

Membership in this Corporation shall consist of three classes: individual, corporate and honorary.

### **Section 2.**

Any individual or corporate member (which shall include non-profit corporations, public bodies and agencies, partnerships, unincorporated organizations or any other legally recognized entity) directly or indirectly interested in or connected with marine transportation shall be eligible for a full membership.

## **Article III Dues and Contributions**

### **Section 1.**

There shall be no admission or initiation fee for membership in this Corporation.

### **Section 2.**

The dues to be paid by members shall be set by the Board of Directors.

### **Section 3.**

Membership provided herein shall not affect nor be affected by the right of this Corporation to collect a service charge from individuals, firms or others receiving special

service or information from the Corporation. Such service charges shall be in addition to membership dues.

## **Article IV Representation**

Members of the Exchange in good standing shall be entitled to representation and vote at all regular meetings of the Corporation. No individual member shall cast more than one ballot in an election of Directors and corporate memberships shall be considered to be five individual memberships. Corporate members may cast a maximum of five ballots. Honorary members shall not be required to pay annual dues nor will they be entitled to voting privileges.

## **Article V Meetings of the Members**

### **Section 1.**

The members of this Corporation shall hold their general meetings annually at such places and at such times as may be designated by the Board of Directors. At least two weeks' notice will be given to each member in good standing.

### **Section 2.**

Special meetings of the members of this Corporation, or of any special groups represented by any part of the membership of this Corporation, may be called at any time by the President, and shall be called upon the written request of five or more members of the Corporation. At least 24 hours notice shall be given to members or affected groups.

### **Section 3.**

At any general meeting of the members, twenty members shall constitute a quorum. At any meeting of special groups represented by any part of the membership, those present shall constitute a quorum. At any meeting of a committee, a majority of the members of the committee shall constitute a quorum.

## **Article VI Board of Directors**

### **Section 1.**

Except as otherwise provided by the Articles of Incorporation and these By-Laws, the administration of this Corporation shall be vested in the Board of Directors, composed of fifteen members and the past President if serving as provided for in Article V of the Articles of Incorporation, who shall serve without compensation.

### **Section 2.**

Fifteen members of the Board of Directors shall be elected from among the individual members, and the individuals representing the corporate members of the corporation. The members of the Board of Directors shall be elected for a term of three years. Five members shall be elected at each annual election. Directors may serve for a maximum of two consecutive terms. A Director who has been elected by the Board of Directors to fill a vacancy on the Board pursuant to Section 5 of this Article VI thereafter may serve up to two consecutive terms upon being duly elected by the membership.

### **Section 3.**

If any Director shall on four successive occasions fail to attend a regular meeting without having advised the President or the Executive Director prior to such meeting that they will not be in attendance, the term of such Director shall automatically terminate on the fourth such occasion, and the vacancy thereby created shall be filled in the manner provided for in Section 5 of this Article VI.

### **Section 4.**

Members of the Board of Directors shall be elected by the members as follows: The President shall select a Nomination and Election Committee of at least three members whose duty it shall be to examine the rolls and place the names of members in good standing in nomination for the Board of Directors. The number of names placed in nomination by such Committee shall not be fewer than the number of vacancies to be filled nor greater than twice the number of vacancies to be filled. These nominees should represent generally, the interests, activities and pursuits of the membership, with due consideration given by the Committee to assuring and continuing such balanced representation by the full Board of Directors. Ballots with the name and representation, affiliation or title of the candidates, shall be sent to each member in good standing. Ballots shall be sent to the members no later than May 15th of each year for return by June 1<sup>st</sup>. Announcement of the results shall be made at the regular June meeting of the Board of Directors. The candidates receiving the greatest number of votes for the number of Directors to be elected shall be announced; and they shall be declared to be elected to the Board of Directors for the ensuing three year term.

### **Section 5.**

If a vacancy occurs on the Board of Directors, it shall be filled by a majority vote of the Board of Directors present at a special meeting called for that purpose, or at any regular meeting of the Board of Directors.

### **Section 6.**

At the regular June meeting following announcement of the results of the election of new Directors, the Board of Directors shall elect officers for the Corporation for the fiscal year and in such election shall give consideration to nominations of officers by the

Nomination and Election Committee appointed by the President pursuant to Section 4 of this Article VI.

### **Section 7.**

With the advice and consent of the Executive Committee, the President shall appoint such committees, and officers and members thereof, as are required to accomplish the policies and programs approved by the Board. The Board of Directors is responsible for the operation of the Corporation and everything incidental thereto, including control of all employees, fixing the value of services rendered, etc.

## **Article VII Meetings of the Board of Directors**

### **Section 1.**

A regular meeting of the Board of Directors shall be held quarterly and on such day and at such place as the Board shall designate.

### **Section 2.**

Special meetings of the Board of Directors may be called by the President and shall be called upon the demand of three or more members of the Board of Directors.

### **Section 3.**

A quorum of the Board of Directors shall consist of a majority of the Board.

### **Section 4.**

A vote of a quorum of the Board of Directors is required to make any appropriation of money, except to pay the necessary general expenses of the Corporation.

## **Article VIII Officers of the Corporation**

The officers of the Corporation shall be a President, three Vice Presidents and a Treasurer, who shall be elected by the Board of Directors and shall serve one year, commencing July 1, or until their respective successors are elected. The officers who are not otherwise duly elected members of the Board of Directors shall be ex-officio members during the term of their office as provided in the Articles of Incorporation.

## **Article IX Duties of Officers**

### **Section 1.**

The President shall preside at all meetings of the Corporation and of the Board of Directors. Prior to taking office, the President shall have served at least one year as a member of the Board of Directors. The President shall be a member ex-officio of all regular and special committees and shall perform such other duties as are customary to the office.

## **Section 2.**

The Vice Presidents shall, in order of their designation by the Board of Directors, perform the duties of the President in the event of the Presidents temporary disability or absence and such other duties as may be assigned to them by the Board of Directors. In the event of the death, permanent disability or resignation of the President or any Vice President, the vacancy shall be filled by the Board of Directors at a regular meeting or one called especially for this purpose.

## **Section 3.**

The Treasurer shall review the finances of the Corporation and make a quarterly report at the Board of Directors meeting. An annual review shall be made by competent authority, approved by the Board of Directors.

## **Section 4.**

The Executive Director shall be appointed by the Board of Directors. The Executive Director shall perform the duties assigned by the Board of Directors and, in the absence of an express assignment, by the President. The Executive Director shall be primarily responsible to the President for assuring the policies and programs of the Board are carried out. The Executive Director shall have charge of arrangements for all regular meetings of the Corporation, of the membership and other records of the Corporation, and shall also serve as Corporate Secretary and keep minutes of all meetings of the members and of the Board of Directors. The Executive Director shall attend all meetings of the members and of the Board of Directors

## **Article X Indemnification of Directors, Officers and Employees**

The Directors, officers and employees of this Corporation, upon written request, shall be entitled to indemnification by this Corporation in the event the Director, officer or employee is named, or is threatened to be named, as a party to a proceeding, to the full extent authorized under, and with the same limitations provided by, California Corporations Code Section 5238.

## **Article XI Order of Business**

Roberts Rules of Order shall guide proceedings at all meetings not otherwise provided for in these By-Laws or by the rules of the Board of Directors.

## **Article XII Budget and Reserve Funds**

### **Section 1.**

Annually, at the first meeting of the Board of Directors each fiscal year a budget for the ensuing fiscal year commencing July 1 shall be presented by the officers of the Corporation for consideration and approval of the Board of Directors. Funds exceeding requirements for budgeted current expenses shall be credited to a reserve fund. The adopted budget is to be reviewed monthly by the Treasurer and a report made at the next meeting of the Board of Directors.

## **Article XIII Amendment of By-Laws**

These By-Laws; may be amended by two-thirds vote of the Directors.