

**BY-LAWS**  
**of**  
**AMERICAN BOAT & YACHT COUNCIL, INC.**

Amended and Restated, effective April 4, 2018

**ARTICLE I: NAME AND PURPOSE**

- 1.1 **NAME.** The name of the corporation is the American Boat & Yacht Council, Inc., organized and existing under the not-for-profit laws of the State of New York, hereinafter referred to as the Council or ABYC.
- 1.2 **PURPOSE.** It is the purpose of the Council to engage exclusively in scientific and educational activities to improve, by research, investigation, and utilization of the experience and skills of small craft technicians, the design, construction, equipment and maintenance of boats, yachts and small water craft, to formulate standards and recommended practices and technical information reports in furtherance of the same and in order to improve safety in ownership and operation of such craft; and to diffuse reliable and accurate information concerning such standards and practices to industry, governments, educational institutions, boating organizations and the interested public, on a non-discriminatory basis, by teaching, publications and staff consultation.

**ARTICLE II: MEMBERS AND MEMBERSHIP MEETINGS**

- 2.1 **MEMBERSHIP CATEGORIES.** The membership of the Council shall be divided into the following three primary categories of Members: Individual Members (which shall also include Life Members), Business Members and Supporting Members. The Board of Directors, hereinafter referred to as the Board, may from time to time establish, or terminate, additional categories of membership which are consistent with the purpose of the Council. For purposes of these By-Laws, "Members" means Individual Members, Life Members, Business Members, Supporting Members and other members established by the Board, unless the context requires otherwise.
- 2.2 **INDIVIDUAL MEMBERS.** An Individual Member shall be a person who either does not earn income from the marine industry or is an employee of or associated with a Business Member.
- 2.3 **BUSINESS MEMBERS.** A Business Member shall be a sole proprietorship, partnership, corporation or other form of business organization deriving income from the marine industry, whether the number of persons involved in such entity be one or many.
- 2.4 **SUPPORTING MEMBERS.** A Supporting Member shall be an Individual Member or Business Member who elects to contribute financial support to ABYC at designated levels exceeding the dues and fees then applicable to such memberships.
- 2.5 **APPLICATION.** Upon written, telephonic, electronic or verbal application to ABYC, describing the applicant's interest or expertise in the purpose of the Council, accompanied by the payment of the applicable dues, the applicant may be admitted to membership in the Council.
- 2.6 **ACCEPTANCE OF MEMBERSHIP.** An applicant shall be deemed to have accepted the membership applied for upon payment of the dues and any other charges then due. By accepting membership in the Council, each applicant agrees to observe all the provisions of these By-Laws, and to pay promptly all dues and charges for special services levied in accordance with these By-Laws, and resolutions adopted from time to time by the Board.
- 2.7 **INITIATION FEES AND DUES.** The Board shall have the power, by majority vote, to establish, and revise, a schedule of annual dues, and membership charges, including, in its discretion, initiation fees. The Board may also establish fees for services and publications offered by the Council, and, by majority vote, levy special assessments. Any increase in dues or other

membership charges shall not become effective until sixty (60) days after the same shall have been announced to the membership by letter or publication. No dues change shall be retroactive. The Board may also, by majority vote, waive the payment of dues for certain Individual Members.

- 2.8 **LIFE MEMBERSHIP STATUS; WAIVER OF DUES.** The Board may admit to life membership, by three-fourths (3/4) vote of the Directors present at any meeting of the Board, any person who, in its judgment, has advanced the purpose of the Council in some outstanding manner. Past Chairs of the Board of the Council shall become life members upon completion of their second year of service on the Board as Past Chair of the Board. Life members shall have no obligation to pay any future dues but shall have all the rights, privileges, and qualifications of an Individual Member.
- 2.9 **DELINQUENCY AND CANCELLATION.** Any Member who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be classified as delinquent. The Member shall be suspended and shall not be entitled to vote, hold office, receive any publication or other services, or attend any meeting in an official capacity during the period of delinquency. If the payment of dues is not made within the next succeeding thirty (30) days, the delinquent Member's membership shall be terminated without any further action on the part of the Board and the Member shall forfeit all rights and privileges of membership. Members whose memberships have been cancelled may reapply for membership at any time but shall be required to pay all delinquent dues and other membership charges.
- 2.10 **EXPULSION.** The Board, by a three-quarters (3/4) vote of its Members, may expel any Member who, in its opinion, has violated the By-Laws of the Council, or has been guilty of conduct injurious to the Council provided, however, that in all such cases the Member shall have been given written notice of the charges and an opportunity to present a defense against those charges.
- 2.11 **RESIGNATION.** Any Member in good standing may resign by giving written, telephonic, electronic or verbal notice to ABYC or to the Chair of the Board, which resignation shall be effective on the date of receipt, or on such later date as the Member may designate. Resignation shall not relieve a Member from liability for all dues and membership charges then owing. A Member in good standing who has resigned may reapply for membership at any time.
- 2.12 **REFUND OF DUES.** No part of dues or membership charges previously paid by a resigned, terminated or expelled Member shall be refunded.
- 2.13 **ANNUAL MEETINGS.** An annual meeting of the Members shall be held, for the election of Officers and Directors, and the transaction of other business, during the first half of each fiscal year, at such time and place as may be determined by the Board. The notice of the meeting shall include an agenda of the items to be considered and voted on. At the annual meeting of Members the Board shall present a report verified by the Chair of the Board and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing, in appropriate detail, the following:
- a) The assets and liabilities, including the trust funds, of the Council as of the end of a twelve (12) month fiscal period terminating no more than six (6) months prior to said meeting.
  - b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
  - c) The revenue or receipts of the Council, both unrestricted and restricted to particular purposes during said fiscal period.
  - d) The expenses or disbursements of the Council, for both general and restricted purposes, during said fiscal period.
  - e) The number of Members of the Council as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found.
- 2.14 **SPECIAL MEETINGS.** Special meetings of the Members may be called by the Chair of the Board or by majority vote of the Board or the Executive Committee. Special meetings of the Members may also be convened by the Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date thereof, which shall not

be less than two (2) nor more than three (3) months from the date of such written demand. The secretary of the Council upon receiving the written demand shall promptly give notice of such meeting, and if he or she fails to do so with five (5) business days thereafter, any Member signing such demand may give such notice. The meeting shall be held at the office of the Council or at another location within a reasonable distance thereof. Only Members in good standing on the records of the Council as of the fifth (5th) day preceding the date of the special meeting shall be entitled to vote at such meeting.

- 2.15 **GIVING NOTICE.** Notice of the time, place and purpose of any meeting of the Members shall be given to each Member entitled to vote at the meeting personally or by mail at his or her address (including email address) as it appears on the record of Members. Notices may be sent by mail, national express delivery service, email, or delivered in person. A notice delivered by first class mail shall be deemed given on the day it is deposited in the United States mail, with postage thereon prepaid. A notice delivered by national express delivery service shall be deemed given on the day it is given to the national express delivery service. A notice delivered by email shall be deemed given on the date it is sent. Except for notices of annual meetings, every notice for a meeting of Members shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. Notices shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting.
- 2.16 **QUORUM.** The lesser of one hundred (100) or ten percent (10%) of the Members entitled to vote, present in person or by proxy, shall constitute a quorum at the annual meeting or at any special meeting of Members.
- 2.17 **VOTING RIGHTS AND DESIGNATION OF REPRESENTATIVE.** Each Member shall have one (1) vote on matters presented to the Members for a vote. Members under any other category of membership, from time to time established by the Board, shall not have voting rights, unless the Board has specifically granted such voting rights. Each Member may designate a person as a representative, by notice in writing to the Council, to whom notices to Members may be addressed, and who shall, during the pendency of the designation be authorized to cast that Member's vote, and have the status, rights, privileges and qualifications of that Member.
- 2.18 **QUALIFICATION FOR HOLDING OFFICE.** Any Individual Member in good standing, or any person who is employed by a Business Member or Supporting Member, is qualified to hold office in the Council, to serve as a Director and to serve on any Board committee (including the Executive Committee and Technical Board).
- 2.19 **ATTENDANCE AT MEETINGS AND RECORDING.** Any Member may attend and observe meetings of the Council, or any of its committees or boards (other than the Executive Committee) with prior notice to the chairpersons of such committees or boards, but shall have no vote therein. Participation in such meetings by observers is at the discretion of the presiding Chair of the Board or of such committees or boards. Minutes shall be kept of all meetings, provided that no discussion or proceedings shall be mechanically or electronically recorded.
- 2.20 **PROXY BALLOTS AND ELECTION OF OFFICERS AND DIRECTORS.** Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. With the notice of the annual meeting the Secretary shall mail to each Member entitled to vote a proxy listing the slate of nominees as Officers and Directors, to be voted on at the meeting, as certified by the Nominating Committee, together with any alternate slate of nominees which may have been presented in accordance with the By-Laws. Any other matter requiring membership approval at any such meeting shall likewise be included on the proxy to enable each Member to vote for or against the proposal.
- 2.21 **TELLERS OF ELECTION.** At the annual meeting of the Members, the Chair of the Board shall appoint three Members who are individuals to act as Tellers of Election to

serve until the next annual meeting, or until their successors shall have been appointed. The Tellers shall act as a proxy examining committee, with sole authority to determine the validity of all proxies, challenges, questions arising in connection with the right to vote, determine the vote, and do such acts as are proper to conduct elections and votes with fairness to all Members. The Tellers may delegate any two of them to attend and act at any meeting.

- 2.22 **PROXIES.** The form of proxies to be furnished by the Secretary pursuant to section 2.20 of these By-Laws shall designate the Chair of the Board to serve as the proxy, except that any Member may designate any other Member to serve as his or her proxy, and where not so designated the Chair of the Board shall vote all proxies as specified, but where not so specified shall be voted for the Nominating Committee slate on the election of Officers and Directors, in the affirmative on any proposal requiring a vote and, in the Chair of the Board's discretion, on any other matter properly coming before a meeting. Until voted, any proxy is revocable at the pleasure of the Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, and if no date appears on the proxy it shall become invalid on the expiration of ten (10) months from the date of the meeting for which it shall have been given. No proxy other than those provided for in these By-Laws shall be recognized by the Tellers of Election.
- 2.23 **MEMBERSHIP RIGHTS AND PRIVILEGES; SUSPENSION FOR STAFF.** Members shall have only those rights expressly set forth in these By-Laws, and such privileges as the Board may from time to time extend, but under no circumstances shall any Member have any right or interest whatsoever in the property or income of the Council. Such rights and privileges shall be suspended during any period that a Member is employed as staff.

### **ARTICLE III: BOARD OF DIRECTORS AND ELECTED OFFICERS**

- 3.1 **POWERS; ATTENDANCE AT MEETINGS.** The activities, property and affairs of the Council shall be governed by a Board of Directors, elected from among the Members, each herein referred to a "Director" and as a group referred to as the "Board." Any Director may attend and observe meetings of the Board's committees with prior notice to the chairpersons of such committees, but shall have no vote therein.
- 3.2 **COMPOSITION.** The Board shall consist of sixteen (16) Directors, one (1) of whom shall be the immediate past Chair of the Board and fifteen (15) of whom shall be elected by the Members. From among the fifteen (15) Directors elected by the Members, the Members shall elect the following officers: The Chair of the Board, the Vice Chair of the Board; the Chair of the Technical Board; and the Treasurer. Directors who are not officers shall be deemed Directors-At-Large.
- 3.3 **ELECTION OF BOARD AND TERM OF OFFICE.** One-third (1/3) of the fifteen elected Directors shall be elected from among the membership annually, to serve for a term of three (3) years, and shall be eligible for re-election for one additional successive term. Elected Officers, namely the Chair of the Board, the Vice Chair of the Board, the Chair of the Technical Board, and the Treasurer, together with the immediate Past Chair of the Board, shall serve for a term of one (1) year. The Chair of the Board and the Vice Chair of the Board are eligible for re-election for one (1) additional successive term, and the Chair of the Technical Board and the Treasurer for up to five (5) additional successive terms. The terms of all Directors shall commence on the adjournment of the annual meeting of the Members at which they are elected and continue for the number of years for which elected, or until their successors shall have been elected.
- 3.4 **MEETINGS.** Meetings of the Board, annual, regular or special, may be held at any time and location designated by the Board. Special meetings of the Board may be called by the Chair of the Board, or the Executive Committee, and shall be called by the Chair of the Board on petition signed by not less than fifty (50) Members, or on petition signed by a majority of the Board then in office.
- 3.5 **NOTICE OF MEETINGS.** Notice of the time, place and purpose of any meeting of the

Board shall be given by the Chair of the Board to each Director personally or by mail at his or her address (including email address). The Chair of the Board shall give at least two (2) days advance notice of a meeting. Notices may be sent by mail, national express delivery service, email, or delivered in person. A notice delivered by first class mail shall be deemed given on the day it is deposited in the United States mail, with postage thereon prepaid. A notice delivered by national express delivery service shall be deemed given on the day it is given to the national express delivery service. A notice delivered by email shall be deemed given on the date it is sent. Notice of a special meeting shall state the purpose or purposes for which the meeting is called and action on matters not listed in the agenda shall not be taken at any special meeting.

- 3.6 **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- 3.6 **TELEPHONE MEETING AND TELEPHONE PRESENCE.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 3.7 **QUORUM FOR BOARD ACTION.** A majority of the entire Board shall constitute a quorum for the transaction of business. The Chair of the Board (or other presiding officer) may not begin any meeting unless a quorum is present and shall adjourn any meeting at which a quorum is lost until such time as a quorum is present.
- 3.8 **REQUIRED VOTE.** Except as otherwise provided in these By-Laws, the vote of a majority of the Directors present shall be the act of the Board.
- 3.9 **WAIVER OF NOTICE.** A Director's attendance at any meeting, without objecting to the lack of proper notice, prior to the conclusion of the meeting, shall be deemed to be a waiver of notice of such meeting. A written waiver of notice signed by a Director, whether before, at or after the time of the meeting, shall be equivalent to the receipt of proper notice.
- 3.10 **RESIGNATION.** A Director may resign at any time by mailing or delivering written notice to the Chair of the Board. The resignation shall be effective on receipt by the Chair of the Board or on such later date as may be designated in the notice, but not later than the normal expiration date of the term of the resigning Director.
- 3.11 **REMOVAL.** Directors who are officers may only be removed by an act of the Members, except that the Board, by a vote of three quarters of the Directors then present, and for good cause shown, may suspend the authority to act of any elected Officer.
- 3.12 **VACANCIES.** Officer and Director-at-Large vacancies shall be filled by a majority vote of the Directors present at any meeting. Officers elected to fill a vacancy shall serve for the balance of the unexpired term, and Directors, so elected, shall serve for the balance of the unexpired term, or until the next annual meeting of Members, whichever first occurs, or in either case, until successors have been elected.

#### **ARTICLE IV: NOMINATING COMMITTEE**

- 4.1 **PROCEDURE.** At its first meeting following election, the Board shall appoint a Nominating Committee of seven (7) Members, with at least one (1) from each of the Board and the Technical Board. The Executive Committee shall serve as the Nominating Committee if the Board does not appoint a Nominating Committee. The Nominating Committee shall report directly to the Board through the Secretary. The Chair of the Board shall designate the chairman of the Nominating Committee. The Nominating Committee shall nominate an eligible

Member for each Officer and Director-at-Large position. Before being nominated, prospective nominees shall have advised the Nominating Committee that, if nominated and elected, they will accept the office and serve. In selecting nominees, the Nominating Committee shall endeavor to maintain Board representation along the following lines:

| Definitions of Categories |                                                                                         |  | Board Composition     |           |     |
|---------------------------|-----------------------------------------------------------------------------------------|--|-----------------------|-----------|-----|
| Category                  | Definition                                                                              |  | Categories            | Sub. Cat. | Min |
| Manufacturer Boat         | Boat builder, OB, SD, MY, sail                                                          |  | Manufacturing         | Boats     | 1*  |
| Manufacturer Engines      | Engine and propulsion manufacturers                                                     |  |                       | Engines   | *   |
| Manufacturer Accessory    | Accessory manufacturers, raw material suppliers, equipment manufacturers                |  |                       | Accessory | *   |
| Insurance / Survey        | Surveyors and insurance companies                                                       |  | Insurance/Survey      |           | 1   |
| Specialist Service        | Boat yards, boat repairers, repair technicians, boat dealers                            |  | Specialist            | Service   | 1   |
| Specialist Misc.          | Lawyers, specialists and consultants, testing lab, writers, naval architects, educators |  |                       | Misc.     | 1   |
| Government                | US Coast Guard, state boating law types                                                 |  | Government            |           | 1   |
| Consumer                  | Boaters, boat owner associations                                                        |  | Consumer              |           | 1   |
| Industry Associations     | Manufacturing associations, NMMA staff, MRAA staff, etc.                                |  | Industry Associations |           | 1   |

\* The Nominating Committee shall ensure that at least five (5) directors are selected from the Manufacturing category.

If a nominee represents a manufacturer engaged substantially in two or more of the above described segments of the industry, he/she may be counted as meeting the desired representation in each of such segments. No more than one representative of any Business Member shall be eligible to serve on the Board at the same time, unless the Nominating Committee shall determine that expertise necessary for the work of the Council cannot otherwise be reasonably obtained. The balance of the Directors shall be nominated with the objective of obtaining broad public-oriented viewpoints with choices from, but not limited to the following: State boating law administrators; naval architects; marine surveyors; marine underwriters; government employees; boat owners and users; and boating groups.

4.2 **NOMINATING COMMITTEE SLATE.** The Nominating Committee, by its Chairperson, shall provide its slate of nominees to the Secretary (or if there is no Secretary then to the Treasurer) in sufficient time to allow the slate to be sent to the Members with the notice of the annual meeting. Should a nominee die, become incapacitated or withdraw his/her nomination on or before the notice of the annual meeting is sent, the Nominating Committee may select a substitute nominee by written notice to the Secretary. Any one or more members of the Nominating Committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Any action signed by all the members of the Nominating Committee shall be deemed valid as though taken in open meeting. Four (4) members of the Nominating Committee shall constitute a quorum for conducting business at any meeting for which there

has been given not less than ten (10) days notice. A majority vote at a meeting or conference call shall constitute the act of the Committee.

- 4.3 **ALTERNATE SLATE OF OFFICERS AND DIRECTORS.** Any one hundred (100) voting Members, or ten percent (10%) of the total number of Members entitled to vote, whichever is less, may, by petition signed by them and filed with the Secretary within sixty (60) days of the end of the fiscal year, nominate a full alternate slate of accepting nominees, who shall meet the criteria for qualifications set forth in section 4.1. A partial alternate slate shall not be valid.
- 4.4 **VOTING IN CONTESTED ELECTIONS.** If an alternate slate has been properly filed, the Secretary shall furnish, with the notice of the meeting, a form of proxy enabling each voting Member to vote for either slate with notice that, if no specification is made, the proxy will be voted for the Nominating Committee slate. Ballots shall also be available at the annual meeting of Members, for any Member present who may desire to vote in person, provided, that if such Member has previously returned a proxy, such Member must have revoked it by written notice delivered to the Secretary before the vote. The vote being had at the meeting, the Tellers of Election shall certify which slate has received the most votes and the nominees on that slate shall be deemed elected. In case of a tie vote, the presiding Officer at the meeting shall cast the deciding vote.

#### **ARTICLE V: STANDING AND SPECIAL COMMITTEES OF THE BOARD**

- 5.1 **THE EXECUTIVE COMMITTEE.** By vote of a majority present at its annual meeting, the Board shall appoint an Executive Committee consisting of the Chair of the Board, the Vice Chair of the Board (who shall serve as its chairperson), the Chair of the Technical Board, the Treasurer, the immediate past Chair of the Board, and the President of the ABYC Foundation. If there is a Secretary, he or she shall also serve on the Executive Committee, but if there is no Secretary, the Board may appoint one (1) other Director to serve on the Executive Committee, giving consideration to industry segments. If there is no Secretary, the Board may elect up to two (2) other Directors to serve on the Executive Committee, giving consideration to industry segments. Except as otherwise provided in these By-Laws or required by law, the Executive Committee shall have all the authority of the Board, except for the following:
- a) The submission to Members of any action requiring Member approval.
  - b) The filling of vacancies on the Board or on any committee.
  - c) The fixing of compensation of the Directors for serving on the Board or on any committee.
  - d) The amendment or repeal of these By-Laws or the adoption of new by-laws.
  - e) The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable.

Meetings of the Executive Committee may be called by the Chair of the Board or the Vice Chair of the Board. A majority of Executive Committee members is needed to establish a quorum and to take action. The Secretary (or if there is none another member of the Executive Committee designated by the Chair of the meeting to serve as secretary) shall be responsible for ensuring that minutes of the meetings of the Executive Committee are kept and that these minutes, once approved by the Executive Committee, are furnished on a timely basis to all Board members.

- 5.2 **BUSINESS AND FINANCIAL PLANNING COMMITTEE.** By vote of a majority present at a meeting, the Board shall appoint no fewer than five (5) and no more than seven (7) Members as the Business and Financial Planning Committee, of which the Treasurer shall be its chairperson. The remaining committee members may but need not be Directors. The committee shall report directly to the Board and shall maintain a continuing review of the financial affairs of the Council, review and recommend operating budgets to the Board, authorize investment policy, oversee accounting procedures, require an annual examination by a certified public accountant or an audit if so directed by the Board, and arrange for bonding of appropriate personnel of the Council. The committee shall also oversee strategic plans to further the purpose of the Council. The Treasurer shall appoint another member of the committee to serve as secretary, who shall be responsible for ensuring that minutes of the meetings of the committee are kept and that these minutes, once approved by the committee, are furnished on a timely basis to all Board members.

- 53 **NOMINATING COMMITTEE.** Refer to Article IV, paragraphs 4.1 and 4.2 of these By-Laws for the description, composition and responsibilities of the Nominating Committee.
- 54 **MEMBERSHIP COMMITTEE.** The Board shall appoint from members of the Board or other Members of the Council, a minimum of two (2) persons to serve as the Membership Committee. The Committee shall report directly to the Executive Committee and function on an as-needed basis.
- 55 **AWARDS COMMITTEE.** The Board shall appoint from members of the Board or other voting Members of the Council, a minimum of two (2) persons to serve as the Awards Committee. The Committee shall report directly to the Board and recommend persons who have rendered distinguished service to the boating public, for recognition by the Council, in each category of awards from time to time conferred by the Council. The Committee shall function on an as-needed basis.
- 5.6 **EDUCATION COMMITTEE.** The Board shall appoint from members of the Board or other voting Members of the Council, a minimum of two (2) persons to serve as the Education Committee. The committee shall report directly to the Board and be responsible for assisting with initiatives and policies that involve the ABYC education program. The Committee shall function on an as-needed basis.
- 5.7 **SPECIAL COMMITTEES.** From time to time the Board may establish, appoint Members and others to, and assign responsibilities to such committees as are deemed advisable. These committees shall function on an as-needed basis.
- 5.8 **COMMITTEE RULES.** All committees shall keep written minutes of their proceedings and report their actions and recommendations to the Board. The Board shall have full power to accept, reject, or modify any actions and recommendations from the committees. Except for the Executive Committee, no committee shall commit the Council to any obligation to third parties without prior authority from the Board. No committee shall do any act on behalf of the Council that, under the not-for-profit laws of the State of New York are reserved to the Board or the Members. The Board may at any time adopt regulations for the work and proceedings of any committee.

## **ARTICLE VI: THE TECHNICAL BOARD**

- 6.1 **THE TECHNICAL BOARD.** The Technical Board shall be responsible for carrying out the purposes of the Council concerned with the review, development and promulgation of ABYC standards and technical information reports for small craft, and the review of ISO standards. The Technical Board shall consist of twenty-four (24) Members appointed by the Board of Directors, and so selected as to provide representation of the following interests, none of which shall be represented by more than one third (1/3) of the total members of the Technical Board: a. Manufacturers b. Government; c. Insurance/Surveyors; d. Consumers; and e. Specialists. The Technical Board shall report directly to the Board.
- 6.2 **APPOINTMENT OF THE TECHNICAL BOARD.** The term of office of each member of the Technical Board shall be four (4) years, and the terms shall be staggered so that one-fourth (1/4) of all terms expire each year. Before the first meeting of the Technical Board in each year, the Board shall appoint Members to fill the positions of those whose terms have expired as well as vacancies that have occurred. The term of office of each member of the Technical Board shall commence as of the close of the annual meeting of the Board and shall continue for four (4) years from that date, or until a successor shall have been appointed, except that the term of an appointee to a vacancy on the Technical Board shall not exceed the term of the vacancy thus filled. The Board may fill vacancies on the Technical Board at any regular or special meeting. The Chair of the Technical Board shall serve as chairperson of the Technical Board.
- 6.3 **POWERS OF THE TECHNICAL BOARD.** The Technical Board is authorized to: appoint technical committees; appoint standing or special committees to administer its



responsibilities; appoint representatives for service on technical committees of other organizations; establish and revise rules governing its procedures and operations; and approve voluntary standards and technical information reports in accordance with prescribed review procedures.

- 6.4 **TECHNICAL BOARD RULES.** The Technical Board and its committees shall keep written minutes of their proceedings and report their actions and recommendations to the Board. The Technical Board shall not commit the Council to any obligation to third parties without the prior authority of the Board.

## **ARTICLE VII: OFFICERS**

- 7.1 **COMPENSATION OF ELECTED OFFICERS.** The elected Officers shall serve without remuneration but may be reimbursed for the reasonable expenses they incur on behalf of the Council.
- 7.2 **THE SECRETARY AND APPOINTED OFFICERS.** At its first meeting following election, the Board may appoint from among its members a Secretary of the Council, provided that if the Board shall not do so, the Treasurer of the Council shall also become the Secretary. The Board may from time to time appoint and remove Assistant Officers with such power and authority as may be designated, provided, however, that unless the Board shall otherwise determine, the person from time to time employed and serving on the staff as financial manager, or equivalent function, shall also, during such employment, be an Assistant Secretary of the Council.
- 7.3 **DUTIES AND POWERS OF THE OFFICERS.** The Chair of the Board, Vice Chair of the Board, Chair of the Technical Board, President, any Vice President, Treasurer, Secretary (if a separate one is elected), and any Assistant Officers shall have the powers and, except as stated in section 7.1 of the By-Laws, perform the duties legally or customarily attached to their respective offices under the Not-For-Profit Laws of the State of New York, and shall perform such other duties as may be required of them by the Board. The Chair of the Board shall preside at all meetings of the Council and of the Board. The Chair of the Board shall be, ex officio, a non-voting member of each Committee of the Council, of the Technical Board, and of each Technical Board Committee. In the absence of the Chair of the Board, his/her duties shall be discharged by the Vice Chair of the Board, and in the absence of both, by the Technical Chair of the Board.
- 7.4 **VACANCIES.** Please refer to Article III, Section 3.12.
- 7.5 **THE PRESIDENT.** The Board shall appoint a President, who shall be the Chief Executive Officer, to serve at the pleasure of the Board, until removed or replaced, who shall be a salaried employee of the Council, responsible for the daily conduct of its business and purpose. The Board shall, annually, fix the rate of compensation and supplemental compensation, if any, of the President.
- 7.6 **POWERS OF THE PRESIDENT.** The President shall be responsible for the administration and management of the work of the Council. The President is empowered to appoint, employ, terminate the employment of and fix the compensation and supplemental compensation, if any, of all staff officers, staff managers and staff members as the President deems necessary to carry on the work of the Council, provided that with respect to staff officers, such power shall be exercised with the advice and consent of the Board. The President shall manage and direct the work of the Council and perform such other duties as may be specified by the Board.
- 7.7 **DESIGNATION OF STAFF FINANCIAL MANAGEMENT.** The President may from time to time appoint such members of the staff as he/she deems advisable to oversee various functions of Council management, including the function of financial management. Such person appointed to that function shall deposit all sums in the bank or banks, or such other institutions, as may be approved by the Board or by the Business and Financial Planning Committee, and shall have such authority to sign checks or other instruments for the payment of money, either alone or with the signature

of such other person or officer as shall have been designated. The funds, books, vouchers and records of the Council shall at all times be subject to verification and inspection by the Board, the Chair of the Board, the Vice Chair of the Board, and the Treasurer.

- 7.8 **LIMITATION OF LIABILITY OF OFFICERS AND DIRECTORS.** No Members serving as Directors or Officers without compensation, other than reimbursement of expenses, shall be liable for any harm alleged to have resulted from their conduct in the execution of their offices, unless the conduct was intended to cause the resulting harm, or constituted gross negligence.

## **ARTICLE VIII: FINANCIAL AND ADMINISTRATIVE MATTERS**

- 8.1 **DISPOSITION OF ASSETS ON DISSOLUTION.** Upon dissolution or final liquidation of the Council, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, shall be distributed in accordance with the determination of the Board of Directors, and in compliance with these By-Laws and all federal and state laws applicable, to an organization created and operated under relevant law for similar educational, scientific or charitable purposes.
- 8.2 **LOANS.** No funds of the Council shall be loaned to any Member, Officer or Director-at-Large. With the approval of the Board loans may be made to staff in connection with employment.
- 8.3 **PARLIAMENTARY PROCEDURE.** All questions of parliamentary procedure not covered in these By-Laws shall be resolved according to the latest available edition of Robert's Rules of Order.
- 8.4 **EXHAUSTION OF REMEDIES.** Each Member agrees that if a dispute shall arise between that Member and the Council, the Member shall in the first instance be obligated to pursue and exhaust all administrative appeals available within the Council.
- 8.5 **LOGO.** An ABYC logo approved by the Board may be displayed in the following manners:
- 8.5.1 By Members only to indicate membership accompanied by the word MEMBER with the logo.
- 8.5.2 Incorporated on a certificate of completion to those persons who have been deemed to meet the requirements of the ABYC Technician Certification Program
- 8.5.3 Incorporated on a certificate, on a certified component and/or product packaging/advertising if a manufacturer is a participant in ABYC's Certified Component program. This logo shall be accompanied by the words CERTIFIED COMPONENT.

## **ARTICLE IX: FISCAL YEAR**

- 9.1 The fiscal year of the Council shall be established by the Board.

## **ARTICLE X INDEMNIFICATION**

- 10.1 **INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The Council shall indemnify each Officer and Director, and their respective testators or intestates, to the fullest extent permitted by the applicable laws of the State of New York, against liabilities based on the Officer's or Director's conduct in the execution of his or her office.
- 10.2 **INDEMNIFICATION OF EMPLOYEES AND VOLUNTEERS.** Each person who serves on the staff or as a volunteer on any body of the Council, or who serves voluntarily in any capacity at the express request of the Council, shall be indemnified by the Council against expenses reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of such service, provided, however, that no indemnification shall be made if a judgment or final adjudication establishes that the

actions of such person were committed in bad faith, or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person gained in fact a financial profit or other advantage to which such person was not legally entitled. Expenses shall include the cost of reasonable settlement made with a view to curtailing litigation, provided that the same shall be subject to prior approval by the Board.

- 10.3 **INSURANCE.** The Board may maintain such policies of indemnification insurance as it deems advisable, and within the means of the Council.

#### **ARTICLE XI: AMENDMENTS TO THE BY-LAWS AND RULES**

- 11.1 **BY-LAW AMENDMENTS.** Any By-Law adopted by the Board may be amended or repealed by the Members and any By-Law adopted by the Members may be amended or repealed by the Board.

- 11.2 **AMENDMENTS BY THE BOARD.** The Board may, by a three quarters (3/4) vote of its members present at a meeting, adopt, amend, repeal or restate the By-Laws of the Council, in any manner that is not inconsistent with the not-for-profit laws of the State of New York, or the Certificate of Incorporation of the Council. Any By-Law adoption, amendment, repeal or restatement shall state its effective date, and, upon approval by the Board, shall be announced in the next regular publication of the Council that is distributed to Members.

- 11.3 **AMENDMENT BY MEMBERS.** The lesser of ten percent (10%) of, or one hundred (100) Members, on petition signed by them, and filed with the Secretary, may propose the adoption, amendment, repeal or restatement of the By-Laws, and thereupon the Secretary shall call a special meeting of the Members in the manner provided in these By-Laws. A copy of the proposed action shall be included with the notice of the meeting, at which the proposal shall be voted upon.

#### **ARTICLE XII: LIMITATIONS ON ACTIVITIES AND DISCUSSIONS**

- 12.1 **ACTIVITIES.** The Council shall not engage in any political activity whatsoever in favor of or against any political party, or candidate for public office. It shall not participate in any manner whatsoever in any legislative process except solely with respect to technical matters within the scope of its purpose.

- 12.2 **DISCUSSION.** Matters relating to trade, politics, markets, marketing methods or practices, or competitive interchanges shall not be considered or discussed at any meeting of any group connected with the Council, or be included in any publication of the Council. Technical matters involved in any legislative process that are within the scope of the Council's purpose are not deemed to be political.

- 12.3 **RESPONSIBILITY.** The Council shall not be responsible for statements or opinions advanced by authors, presenters or participants in any papers or publications, or discussions at any of its meetings, or at the meetings of any of its boards, committees, educational, or discussion groups.