

National Marine Propeller Association



By-Laws

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BY-LAWS

National Marine Propeller Association (NMPA)

ARTICLE I—NAME

- 1.1 The name of the association shall be the "National Marine Propeller Association."
- 1.2 The location of the principal office shall be in the **Grand Rapids, Michigan metropolitan area**.
The mailing address shall be **1527 Lewison NE, Grand Rapids, Michigan 49505**.
- 1.3 The objectives of the Association shall be to:
 1. Encourage the education of members within the marine propeller service and sales industry and to formulate voluntary technical practices in accordance with sound principles.
 2. Assist in the training of propeller sales persons and repair technicians and the certification of their qualifications, through this association.
 3. Encourage and promote, at the high school, trade, and college levels, the employment challenges and the opportunities of the marine propeller industry.
 4. Represent the interests of its members in matters of legislation and regulation on governmental levels.
 5. Assist in the enactment of licensing laws and codes in the marine industry.
 6. Promote recognition of the marine propeller and associated business as an industry and promote the interests of its members to the general public.
 7. Encourage those working within the marine propeller industry to serve the consuming public with high standards of service, fairness and reliability.

ARTICLE 2 – STATUTES

- 2.1 The association will not take any action which would violate, in spirit or in substance, the provision of common law or any present or future statute, at any government level, dealing with monopolies, restraint of trade, fixing of prices, restriction of output or other related subjects.

ARTICLE 3 -TYPES OF MEMBERSHIPS

- 3.1 There shall be three types of memberships: Technical, Sustaining, and Associate.
- 3.2 A Technical Membership shall be vested in the firms or corporations which provide marine propeller repair to the general public and/or to other retail businesses selling same, directly to the public.

- 3.2.1 One member of the firm or corporation shall be designated as its representative and shall be entitled to vote and exercise all rights and duties of a Technical Membership.
- 3.2.2 A Technical Member shall become a Certified Technical Member when at least one company representative has passed at least one certification program administered by the association. In addition to the rights and privileges of Technical membership, Certified Technical Members shall be entitled to hold office in the Association, special recognition and other benefits deemed appropriate by the Board and the Executive Director. The presence of a certified technician at each certified shop will be verified each year by the Executive Director. The Association strongly recommends that all employees become Technical Members.
- 3.2.3 A Certified Technical Member who loses membership status (as outlined in Section 4) will also lose certified status and if holding office, will lose their seat. The ex-member may not be publicized as a certified shop. If the party renews membership and wishes to regain certified status, the member must pay for and re-take all tests and inspections. Any previous tests or inspections will be considered void.
- 3.3 A Sustaining Membership shall be vested in the firms or corporations not involved in propeller repair which engage in the practice of selling or manufacturing marine propellers or repair equipment, as a distributor to wholesale outlets or as a retailer, selling direct to the public.
- 3.3.1 One member of the firm or corporation shall be designated as its representative and shall be entitled to hold office in the Association, vote and exercise all rights and duties of a Sustaining Membership.
- 3.4 An Associate Membership shall be vested in the firms or corporation wishing to support the NMPA but do not meet the criteria for Technical or Sustaining memberships. Associate members are not entitled to vote on association matters, may not display the NMPA membership logo and are not permitted to serve on the Board of Directors.
- 3.5 Application for Technical, Sustaining and Associate memberships must be made in writing, in a form approved by the Board of Directors, describing the applicant's involvement with the marine propeller industry, accompanied by payment of the applicable dues
- 3.5.1 All members agree to observe all of the provisions of these By-Laws and to promptly pay all dues and charges for special services or resolutions, as levied by the Board of Directors, in accordance with these By-Laws.
- 3.6 At its own discretion, the Board of Directors may establish additional types of memberships, or revise the rules pertaining to the memberships previously established in the Association.
- 3.9 Members shall have only those rights expressly set forth in the By-Laws, and such

privileges as the Board may extend, but under no circumstances, shall any member have the right or interest whatsoever in the property or income of the Association.

- 3.10 Each member shall, subject to such rules as the Board may establish, be entitled to a certificate evidencing membership. The certificates shall not be transferable and upon termination of a membership, shall be returned to the Association.
- 3.11 An NMPA emblem or decal, (which shall serve as a "Certificate of Membership") approved by the Board, may be displayed by members (*according to restrictions contained within these By-Laws*) only to indicate membership. Neither the emblem nor any other reference shall be displayed to imply approval by the Association of any product or to imply certification that any product meets any Association standards or procedures.
- 3.12 All types of memberships (*except for Associate members*) are entitled to one vote per paid up membership.

ARTICLE 4 - DUES AND ASSESSMENTS

- 4.1 Membership dues shall be established by a two thirds majority vote of the Directors present and voting at any duly scheduled meeting. It shall be the responsibility of the Board to establish and, from time to time, revise a schedule of annual dues on a fiscal year basis, and membership charges, including at its discretion, initiation fees. The Board may also establish fees for services and publications offered by the Association and, by three-fourths vote of all directors, levy special assessments. Any increase in dues or charges for membership shall not become effective until sixty days after the same shall have been announced to the membership by letter, invoice or publication. No dues change shall be retroactive.
- 4.2 Annual dues for the following year will be billed in June and are due and payable by August 31. The board of directors, at its discretion, may establish a discount rate for dues paid before August 31.
- 4.2 Monthly dues (if any) shall become due on the first of each month
- 4.3 Any member who has become delinquent in the payment of annual dues for a period of 60 days, shall be suspended and shall not be entitled to any rights or privileges of membership in the NMPA, including attendance at the annual meeting, until such dues are paid in full. The Executive Director shall give written notice of such delinquency to the member. If the dues remain unpaid after ninety days from the date of such notice, the member shall have his/her/its name stricken from the rolls of membership.
- 4.4 By a three-quarters vote of its members present and voting at any duly held meeting of the Board of Directors, a member may be expelled, if in the opinion of the Board, the member has violated the By-Laws of the Association or has been found guilty of conduct which it deems injurious to the Association. At least thirty days prior to any expulsion, the member must be given written notice of the charges and must be given an opportunity to present a defense against those charges, either in person or in writing, to the Board of Directors.

- 4.5 Any member in good standing may resign by giving written notice to the President, 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 charges then owing to the Association. A member who has resigned in good standing may reapply for membership at any future time.

ARTICLE 5 - SPECIAL MEETINGS

- 5.1 Special meetings of the members may be called by the President or by a majority vote of the Board. They shall also be called by the President within thirty days of presentation of a written request, signed by not less than ten percent of the membership. The notice of a special meeting must be given at least thirty days prior to such meeting, stating the business for which it is called, designating a reasonable time and place and specify at whose direction it is being called. No business other than that stated in the notice shall be transacted at any such meeting. Only members in good standing on the records of the Association, as of the fifth day preceding the date of the notice, shall be entitled to vote at such meeting.
- 5.2 Notices of any special meetings shall be given by first class mail to each member. Notice shall be deemed given when deposited in the United States Mail. All such notices must be accompanied by a Proxy voting form, allowing all members to vote for or against the proposal(s).
- 5.3 Fifty percent of the members entitled to vote, either in person or by proxy, shall constitute a quorum at any special meeting.

ARTICLE 6 - ANNUAL MEETING - REGULAR SCHEDULED MEETINGS

- 6.1 The annual membership meeting shall be held in during the fourth quarter of each year, at a place and specific location as determined by the Board of Directors. The Executive Director shall cause to be mailed to every member, a notice of time and place of such annual meeting, at least 60 days prior to the meeting.
- 6.1.1 Ten percent of the members entitled to vote, either in person or by proxy, shall constitute a quorum at the annual membership meeting.
- 6.2 The board's annual meeting shall be held at the conclusion of the annual meeting of the membership, and at the same location or one reasonably adjacent thereto, unless the Board , not less than sixty days prior thereto, shall have designated another time and place for its annual meeting.
- 6.3 In addition to the annual meeting, the Board of Directors shall meet either in person or by conference call at the discretion of the board. Notice of such meetings must be transmitted to board members at least 30 days before each meeting.

- 6.3.1 The majority of the members of the Board of Directors, either in person or by proxy, shall constitute a quorum.
- 6.3.2 At its own discretion, the Board may revise these meeting dates and locations to accommodate the convenience of the Directors.
- 6.3.3 In order for a member of the Board to remain on the Board, he/she must attend, in person, a minimum of two meetings per year. The Board may, at its own discretion, waive this requirement for just cause.
- 6.3.4 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.

ARTICLE 7 - FORMING LOCAL CHAPTERS

- 7.1 A minimum of four members are required to form a Chapter in each state or group of states. States or groups of states having less than four interested members may join another established Chapter, until four qualified members exist in their own geographical area.
- 7.2 In order for a local chapter to conduct business, at least 50% of its members must be present.

ARTICLE 8 - OFFICERS AND BOARD OF DIRECTORS

- 8.1 The elected officer shall be a President, Vice President, Secretary, Treasurer, and a Member at Large. In addition, an Executive Secretary may be appointed by the Board of Directors at its discretion. No more than two of the elected officers may be from the Sustaining membership group. At the discretion of the membership, one person may hold more than one office during any given time period, but that person may cast a total of one vote only.
- 8.2 The persons who hold office of President, Vice President, Secretary, Treasurer, and Member at Large shall, by virtue of their offices, be Directors and members of the Board of Directors during the terms of their respective offices. The retiring President shall also be a member of the Board of Directors for the longer of: two years following the expiration of his or her term of office as President, or until his/her immediate successor has served a full two year term as President, after being elected by the membership. The foundation of the organization is to be at all times, the Technical members, which are working propeller repair shops. All elected officers and directors must be employees of a member firm which the person represents must be in good standing with the Association and must personally hold at least one Certification.
- 8.3 The Technical and Sustaining members shall be permitted to elect a maximum of four Sustaining members to serve as Directors on the Board of Directors provided that they comply with the provisions of paragraph 8.2.

- 8.4 The Board of Directors shall consist of seven persons, in addition to those persons listed in 8.2 above.
- 8.5 The Association or a Local Chapter Executive Director, if one is appointed by the Board of Directors, will be a non-voting member of the Board. The Executive Director may be a regular officer, member of the Board of Directors, or any other person the Board of Directors wishes to select.
- 8.6 With the exception of the Association or Chapter Executive Director, an officer or Director shall not receive any salary or compensation, but nothing herein shall be construed to prevent any officer or director from receiving reimbursement of expenses from an organization for the performance of duties of an officer or director.
- 8.7 The Association or Chapter Executive Director shall be a paid employee of the Association or Chapter, whose compensation will be fixed by the Board of Directors. His/Her tenure of office shall be determined by the Board of Directors. The first term of the Association Executive Director shall be a period of no less than two years. Each succeeding term length shall be determined by the Board of Directors. The Executive Director shall be allowed to serve an unlimited quantity of consecutive terms, as directed by the Board of Directors at both the Association and the Chapter levels.
- 8.8 Elections of officers and directors shall be held as follows: During even numbered years, President, Secretary, Member at Large and three director positions. During odd numbered years, Vice President, Treasurer and four director positions. Elections shall be held annually by the general membership. Persons elected shall hold office for a period of two years or until their successors have been elected and qualified. In the event of death, resignation, incapacity or removal of an officer or director, the Board of Directors, by a majority vote, shall be empowered and obligated to fill said position for the remaining term of said office.
- 8.9 The officers and Directors shall be allowed to serve as many consecutive terms as the voting membership deems necessary and reasonable.
- 8.10 Having at least a majority of the directors present, the Board may, by a two-thirds vote of the directors present at any regular meeting or at any special meeting for which the proposed action has been noticed, remove any director at large for failure of the incumbent, whether from inability or otherwise, to attend Board meetings, or to perform the duties of office for more than six months, or for good cause shown. Such director shall have been given not less than thirty days notice of such proposed action, and an opportunity to appear before the Board to present a defense against such charges. Directors who are officers currently elected by the members, may only be removed by the members. However, the Board, with the quorum and vote required for removal and for good cause shown, may suspend the authority to act of any elected officer.
- 8.11 Vacancies in elective office and in directorships at large shall be filled by a majority vote of the directors present at any meeting. A vacancy in a directorate at large shall be filled from that category of member interest served by the vacated directorship. Officers elected to fill a vacancy shall serve for the balance of the unexpired term, and directors, so elected, shall serve the balance of the unexpired term or until the next annual meeting of the general membership, whichever occurs first, or in either case, until successors have been elected.

8.11 The duties of officers shall be as follows :

8.12.1 The President shall preside at all membership meetings, make an annual report on activities of the organization, appoint all committees, see that all books, reports and certificates required by law are properly kept and filed and have such other and further powers as may be reasonable to the organization. The President shall serve as Chairman of the Board of Directors and shall be an ex-officio member of all standing and special committees. The President shall report all remuneration and benefits to all board members, in writing, on a periodic basis, but at least once each year and such information must be available to all members upon request. The President shall be the Association's representative at all state, regional and national NMPA meetings and shall designate an alternate representative to such meetings, in the event that he/she is not able to attend. The Association shall reimburse its representative for all expenses of such meetings not otherwise reimbursed.

8.12.2 The Vice President shall, in the absence or inability of the President to exercise his/her office, become Acting President of the Association with all rights, privileges and powers of the office of the President. He/She shall assist the President in any reasonable manner desired by the President. He/She shall be a member of the Board of Directors.

8.12.3 The Treasurer shall be the custodian of all funds of the NMPA. He/She shall be responsible for the collection of membership dues. He/She shall keep accurate books of accounts showing at all times that amount of money in his/her possession and shall, from time to time, render full and complete reports as to income, disbursements, and the balance on hand. The Treasurer shall designate an official depository which shall be any national or state bank in the area approved by the Board of Directors. The Treasurer shall have the discretionary power to disburse a check or draft of not more than \$1000.00 (One Thousand Dollars) for payments of debts incurred by the Board of Directors, limited to one check to any person and/or business and where said debt is due and payable prior to the next regular meeting of the Board of Directors, providing however, that the Treasurer shall notify the President of the disbursement. Any and all checks or drafts shall be executed by the Treasurer. The Treasurer may, at his/her discretion and with approval of the Board, assign the day to day clerical tasks of his officership to the Executive Director, if one has been appointed by the Board. The Treasurer shall be a member of the Board of Directors.

8.12.4 The Executive Director shall look after the ministerial day to day activities of the NMPA under the supervision and direction of the Board of Directors. He/She may employ and terminate the employment of members of the staff necessary to carry on the work of the Association. The Executive Director shall manage and direct the work of the Association and perform such other duties as may be specified by the Board.

8.13 The duties of the Board of Directors shall be as follows:

8.13.1 The Board of Directors shall guide and be responsible for the business management of the NMPA and its Chapters.

- 8.13.2 The Board of Directors shall meet at the call of the President. Meetings of the Board of Directors shall also be called by the President or any other officer upon written request by a majority of the Board.
- 8.13.3 A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- 8.14 The regular meetings of the Board of Directors shall be at such time and place as selected by said Board of Directors. Except for the annual meeting, such meetings may be by conference call with an agenda mailed seven days prior to meeting and meeting notice mailed thirty days in advance.
- 8.15 Any officer or member of a standing committee or Trustee of any Fund who shall, for two consecutive meetings, absent him/herself, unless he/she offers a valid excuse satisfactory to the NMPA Board of Directors, shall have his/her office or committee membership or Trusteeship declared vacant and the same shall be filled as provided in these By-Laws.
- 8.16 The Association shall indemnify each of its officers, directors, volunteers, staff and their respective testators or intestates, to the fullest extent permitted by the applicable laws, against liabilities incurred by reason of or while serving the Association. Indemnification shall be for expenses reasonably incurred by such person(s) in connection with any action, suit or proceeding to which such person(s) may be made a party by reason of such service. However, 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.
- 8.17 The Board may maintain such policies of indemnification insurance as it deems advisable and within the means of the Association

ARTICLE 9 – COMMITTEES

- 9.1 It shall be within the power and shall be the duty of the President to appoint committees for such uses and purposes as the Board of Directors may deem advisable.
- 9.2 Among the standing committee shall be the following: Membership, Program, Publicity, Nominating, Training and Certification, Awards and other committees deemed necessary by the Board of Directors.

ARTICLE 10- NOMINATIONS AND ELECTIONS

- 10.1 The Nominating Committee consisting of 3 members shall be appointed by the President at least 60 days prior to the Annual Meeting.
- 10.2 The Nominating Committee shall select candidates for offices and as members of the Board of Directors, from the eligible voting members and shall obtain, in writing from each candidate, a statement that he/she will stand for election.
- 10.3 Thirty days prior to the Annual Meeting, the Nominating Committee shall present to the Secretary, the names of the candidates selected, together with the written consent of the candidates.
- 10.4 At the Annual Meeting, prior to the closing of nominations, additional nominations of members in good standing may be made from the floor.
- 10.5 At the Annual Meeting, voting may be done by either written ballot, show of hands or other objects such as colored cards, as authorized by the Board. The membership shall determine the method of voting. If a single request for written ballot is made from any member in good standing, the voting *MUST* be by written ballot only.
- 10.6 The candidates receiving a majority of the votes cast for each office shall be declared elected. If no candidate receives a majority of the votes cast or if there is a tie vote, there shall be a run off election between the same two candidates receiving the most votes, at the same meeting place.
- 10.7 The Officers and Board of Directors elected at the Annual Meeting shall begin serving their term at the following Annual Board Meeting.

ARTICLE 11 - VOTING AT NATIONAL MEETINGS

- 11.1 The President or other designated officer, under the direction of the Board, is empowered and entitled to act for the Association, at any and all State, Regional or National meetings.
- 11.2 Individual Chapters shall not act for the NMPA or subject the NMPA to any financial or other obligations, except such as the NMPA or its Board of Directors may, by resolution, assume.
- 11.3 The NMPA and its Chapters shall give no recommendations, endorsements, or approvals of scientific, literary, mechanical or engineering products for the promotion of private enterprise.

ARTICLE 12 – AMENDMENTS

- 12.1 Amendments to these by-laws may be initiated by the board of directors. Such proposed amendments and the reasons therefore shall be published in the NMPA newsletter not less than 30 days before the annual meeting. Amendments shall be voted on at that annual meeting by the attending membership and shall become effective only after a two thirds majority vote for approval, provided that a quorum is present (see Article 6).

ARTICLE 13 - FISCAL YEAR

- 13.1 The NMPA fiscal year shall end August 31.

ARTICLE 14 - BY-LAW APPROVAL

- 14.1 These By-Laws will be the official By-Laws of the NMPA only after the following steps have been taken:
- 14.1.1 The proposed By-Laws have been presented at a regular meeting of the Board and certified by the Secretary that they have been approved by a majority vote of the general membership.

ARTICLE 15 - CERTIFICATION PROGRAM

- 15.1 The Association shall sponsor, for its Technical members, at regular intervals to be determined by the Board of Directors, certification examinations.

ARTICLE 16 - CERTIFICATION COMMITTEE

- 16.1 The Board of Directors shall designate a certification committee to plan, implement and supervise on an on-going basis, the certification program.
- 16.2 The Certification Committee, with approval of the Board of Directors, shall have the authority to determine and implement a policy of mandatory, periodic re-certification in order to insure that the certified persons stay abreast of the latest in technological and industry developments

ARTICLE 17 - OTHER POSITIONS AND EMPLOYEES

- 17.1 The Board of Directors may determine a need for other positions and employees who are necessary for the operation of the Association's business, and thereupon, appoint qualified persons to fill these positions and determine their levels of compensation.
- 17.2 All positions and employees appointed by the Board of Directors shall serve at pleasure of the Board of Directors.
- 17.3 Each position and employee shall have the duties which the Board of Directors, by resolution, shall determine.

ARTICLE 18 - ENFORCEABILITY

- 18.1 If any part or parts of these By-Laws are deemed unenforceable by any Governmental authority, the remainder of these By-Laws shall continue to be enforceable according to the laws of the State of Nevada.

ARTICLE 19 - ACTIVITIES

- 19.1 The Association shall not engage in any political activity whatsoever, be it 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 matters within the scope of its purpose.
- 19.2 Matters relating to trade, politics, markets, or competitive interchanges shall not be considered or discussed at any meeting of any group connected with the Association or to be included in any publication of the Association. Matters involved in any legislative process which are within the scope of the Association's purpose are deemed to be political.
- 19.3 The Association 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, seminars or discussion groups.

ARTICLE 20 - DISSOLUTION

20.1 In the event the NMPA should face self dissolution process, the assets shall be sold and the remaining cash shall be dispersed as follows:

First..... All taxes due to local, state and federal government agencies shall be paid in full.

Second.. All approved other debts of the NMPA shall be satisfied.

Third....All remaining assets shall be returned to the individual members, on a prorated basis.

Adopted this twenty second day of March 1993

Revised this tenth day of May 1996

Consolidated and edited, May 2009

Revised, Corrected and Adopted November 2011