

States Organization for Boating Access (SOBA) Bylaws

BYLAW I - NAME AND PURPOSE

Section 1. Name

The name of this Organization shall be the States Organization for Boating Access, hereinafter referred to as the "Organization."

Section 2. Purpose

As a 501(c)(3) corporation organized in Kentucky. The purpose of the Organization shall be to promote the acquisition, development, and administration of recreational boating facilities by providing a medium for the exchange of views and experiences; foster, interstate, and federal-state cooperation and coordination in boating facility design, safety construction, and financing; exchange views, ideas, concepts, and experiences relating to all aspects of recreational boating facilities including barrier-free access there to; seek new and preserve existing funding sources supporting the construction, operation, and/or maintenance of recreational boating facilities; and increase efficiency in the acquisition, construction, maintenance, and administration of recreational boating facilities.

BYLAW II - MEMBERSHIP

Section 1. Categories and Privileges of Membership

- A. The primary voting membership in the Organization shall be comprised of the states. For purposes of this membership, "state" means a state, commonwealth, territory or district of the United States. A member state in "good standing" means a state that is current in its payment of membership dues as may be established in accordance with Section 2 of this Bylaw. Two affiliated professional memberships are also included with this membership. An affiliated professional membership is a category granted to an entity formally connected to a member state of the Organization. This may include, but is not limited to, another state agency within the same state as the voting member, or a group or company officially affiliated with the member state. Affiliated professional memberships are non-voting.

For purposes of voting on questions of official Organizational business, as defined in Bylaw III, Section 2, each member state shall be entitled to one (1) vote. Representatives from member states in good standing shall be eligible to hold elective or appointive office in the Organization, and shall be entitled to serve as chairpersons and voting members of committees as may be established.

- B. The Executive Board of the Organization, as defined Bylaw IV, Section 1 of these Bylaws, may grant conditional, non-voting membership to the following categories. As applicable, a member "in good standing" shall mean a member current in payment of any

annual membership dues as may be established for that category of membership in accordance with Section 2 of this Bylaw.

1. "Associate Membership" to firms or associations desiring to assist the Organization in its purposes. Such members in good standing shall be eligible to serve as chairpersons and voting members of committees as may be established by the Executive Board. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 2, nor to hold elective office. Two affiliated professional memberships are also included with this membership. An affiliated professional membership is a category granted to an entity, subsidiary, or organization officially connected to the paying Associate Member of the Organization. Affiliated professional memberships are non-voting.
2. "Advisory Membership" to federal agencies, local units of government, nonprofit organizations, and representative organizations desiring to assist the Organization in its purposes. Such members in good standing shall be eligible to serve as chairpersons and voting members of committees as may be established by the Executive Board. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 2, nor to hold elective office.
3. "Individual Membership" to persons desiring to assist the Organization in its purposes. Such members in good standing shall be eligible to serve as chairpersons and voting members of committees as may be established by the Executive Board. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 2, nor to hold elective office.
4. "Honorary Membership" to individuals or organizations who, by virtue of their experience and interest, can make significant contributions to the Organization. Such members shall be eligible to serve as chairpersons and voting members of committees as may be established. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 2, nor to hold elective office. Memberships of this type shall be approved by the Executive Board.

Section 2. Membership Dues

The amount of the annual membership dues to be assessed each voting member, as defined in Section 1A of this Bylaw, shall be established by a majority vote of the members of the Executive Board at a meeting of the Board as defined in Bylaw IV, Section 1F. The amount of annual membership for the conditional non-voting membership categories as defined in Section 1B of this Bylaw, shall be established by a majority vote of the members of the Executive Board at a meeting of the Board as defined in Bylaw IV, Section 1F. Honorary Associate Members, as defined in Section 1B, paragraph 5 of this Bylaw, shall be exempt from annual membership dues.

BYLAW III - MEETINGS OF THE ORGANIZATION

Section 1. Symposiums

Regular meetings of the Organization, which shall include a session during which the official business of the Organization shall be transacted, shall be called “symposiums,” shall be open to the public, and shall be held at least annually.

Section 2. Business Meeting

During the symposium, there shall be a session, hereinafter referred to as the “business meeting,” at which official business of the Organization shall be transacted. The business meeting shall be open to all symposium attendees, but only the member states eligible under the terms defined in Bylaw II, Section 1A, shall vote on questions of official Organization business. Official business may include: voting on motions, resolutions, and amendments to the Bylaws as be posed to the member states, and electing members of the Executive Board of the Organization, or any other matter not expressly reserved for the Executive Board.

Section 3. Location

The location of the annual symposium shall be selected in advance by a majority vote of the Executive Board at a meeting of the Board as defined in Bylaw IV, Section 1F. Every effort shall be made to hold symposiums over a wide geographic area and to schedule formal visits to area recreational boating facilities as a part thereof.

Section 4. Special Meetings of the Membership

Special meetings of the membership may be called by the President of the Organization upon the request of not less than two-thirds (2/3) of the member states, as represented by their lead officials [or designees] or upon request of a majority of the members of the Executive Board. If the President fails to call such special meeting in accordance with the foregoing, the Executive Board shall be authorized to do so upon a majority vote of its membership. Thirty (30) days’ notice of any such special meeting must be given to the representatives of the member states of the Organization, and such notice may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communication method open and accessible to them. Such notice shall state the purpose(s) of the meeting, the location, the Organization’s business that will be transacted, and such other information as might be necessary to conduct the meeting.

Section 5. Registration Fees

Registration fees for annual or other symposium or meetings of the Organization shall be in such amount as may be determined by the Executive Board, provided that the amount of the registration fee shall be contained in the notice of the symposium or meeting.

Section 6. Quorum

No business meeting conducted during an annual or other special conference or meeting of the Organization shall be official unless there is a quorum present. A quorum shall consist of representation from one-third (1/3) of the member states in good standing. This quorum requirement may be waived by a two-thirds (2/3) affirmative vote of the member states present and in good standing at such annual or special or meeting of the Organization.

Section 7. Voting

- A. At any business meeting, on all questions before the Organization, each member state shall be entitled to one (1) vote. The procedure for casting each member state's vote shall be decided by each state, except that no fractional votes shall be permitted.
- B. At any business meeting, all action on motions, resolutions or other official Organization business, including the election of members of the Executive Board, which requires a vote shall be by voice vote, except when a roll call vote is requested by at least three (3) member states.

Section 8. Parliamentary Procedure

All business meetings conducted during an annual or other special symposium or meeting of the Organization shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.

Section 9. Conducting Interim Business

In the interim between symposiums, in lieu of calling a special meeting of the Organization membership, the Executive Board may put forth measures to be voted upon by the eligible voting members of the Organization as defined in Bylaw II, Section 1A, through mail balloting or through a combination of mail balloting and other communication and tabulation systems as may be open and accessible to the members of the Organization. Such systems and procedures are subject to Executive Board approval and shall be described in the policies and procedures of the Organization. In no event shall any procedure accommodate less than thirty (30) days between the date of issuance and the deadline for response by the members eligible to vote on official questions of the Organization.

BYLAW IV - GOVERNANCE AND MANAGEMENT OF THE ORGANIZATION

Section 1. Executive Board

- A. Executive Board as Governing Body. The Organization shall be governed by an Executive Board, hereinafter referred to in the subsections of this Section as the "Board", and which shall serve in trusteeship to the members of the Organization, formulate the policies of the Organization, and generally supervise their execution by the Officers of the Organization as defined in Section 2 of this Bylaw. The Board shall develop and maintain policies to guide the activities of the Organization.
- B. Composition. The Board shall consist of seven members defined in Section 2 of this Bylaw as the President, Vice-President, Treasurer, and Past President; and three Members-at-Large. The Board shall be comprised solely of representatives from the voting member states eligible under the terms of Bylaw II, Section 1A of these Bylaws. The Executive Director of the Organization shall serve as an ex-officio, non-voting member of the board.
- C. Tenure of Office. The terms of office for members of the Board shall be one (1) year beginning on the first day following the symposium at which they were elected, and ending when their successors are qualified, elected, and take office.

Provisions for the nomination and election of members of the Board shall be as set forth in Bylaw V.

A vacancy in an board member position, other than the President, created when the member resigns, is removed from office, or is no longer eligible for membership as provided by Bylaw II, Section 1A, shall be filled by the President's nomination of a person eligible to elective office under the terms of Bylaw II, Section 1A, and confirmation by affirmative vote of the remaining Board members. The person appointed to fill the vacancy shall be inaugurated upon such approval of the Board and shall serve until the next scheduled election, as described in Bylaw V.

An board member who retires from a position in the member state which they represent before completing their term may continue as a member of the board until the expiration of their term, with the written approval of the member state.

The Vice-President shall assume the responsibilities of the President in the event of the President's resignation or removal from, or ineligibility for office and shall serve in that capacity until the next scheduled election, as described in Bylaw V.

Any board member may resign at any time by giving written notice to the President, or if the member resigning is the President, to the Vice President. Any resignation shall be effective immediately unless a certain date is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Any board member may be removed from office, with or without cause, by the affirmative vote of a majority of the representatives of the Organization's member states in good standing and present and voting at a business meeting of the membership as defined in Bylaw III, Section 2 or at a special meeting of the membership as defined in Bylaw III, Section 3.

D. Powers and Duties. The Board shall have general authority over the funds, property, and management of the Organization. In addition to the legal, fiduciary, and ethical responsibilities defined elsewhere in these Bylaws and as further defined in any policies of the Organization, the Board shall:

1. Set and oversee policies on the fiscal, budgetary, audit, and administrative affairs of the Organization and authorize their implementation;
2. Determine and periodically evaluate the Organization's mission and purpose;
3. Ensure the availability of adequate fiscal and human resources for operating and maintaining the Organization;
4. Establish and periodically evaluate the direction and content of all programs, products and services sponsored by the Organization;
5. Promote the Organization's interests and image;
6. Prepare the agenda for the business meeting or meetings that shall occur at an annual or other symposium of the Organization.

- E. Reimbursement. Members of the Board shall not be compensated for the fulfillment of their duties as Board members or as Officers of the Organization. However, members of the board shall be eligible for reimbursement of such expenses as may be incurred in the fulfillment of these duties. Such reimbursement and related procedures shall be as described in the policies of the Organization.
- F. Meetings of the Board. The Board shall meet as a plenary at least one (1) time a year in conjunction with a symposium of the Organization, and may meet additional times upon the call of the President. Meetings of the Board may be called at any time upon the written request of any five (5) members of the Board. Should the President fail to call a meeting of the Board upon the request, the Vice President shall be authorized to call such a meeting.

At least five business days⁵ days' notice of such a meeting must be given to the members of the Board and such notice must state the purpose of the meeting and specific agenda items to be discussed. Notice may be delivered by a communication system open and accessible to all members of the Board. Attendance of a board member at any meeting shall constitute a waiver of notice of such meeting except when a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

1. Quorum. A simple majority of the Board members shall constitute a quorum for purposes of an in-person meeting or for conducting interim business according to the provisions of paragraph 6 of this subsection F.
2. Manner of Acting. Except as otherwise expressly, the affirmative vote of a majority of members of the Board at which a quorum is present shall be the act of the Board. Each Board member shall have one (1) vote. Voting by proxy shall not be permitted.
3. Order of Business. Meetings of the Board shall include, at minimum, the following agenda items: review of the agenda, roll call of attendees, approval of minutes from the previous meeting, and reports from the President and Treasurer.
4. Location of Meetings. One (1) meeting of the Board shall be conducted in conjunction with the annual symposium of the Organization. Other meetings of the Board shall be held at times and places designated by majority vote of the Board. Meetings of the Board shall be open to members in good standing in the Organization.
5. Parliamentary Procedure. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.
6. Conducting Interim Business. In lieu of calling special meetings, the Board may discuss issues and vote on motions in the interim between formal meetings through a communication system open and accessible to all members of the Board. Motions

may be issued through this system by any member of the Board, must be clearly stated and accompanied by explanation of intent, and must specify a closure date for response. A motion shall be considered as seconded upon the affirmative response to that motion by any other Board member. A record of all motions and outcomes shall be certified by the Vice-President.

7. Communication with Organization Membership. The Board shall prepare summary minutes of its meetings and shall submit the minutes to the members of the Organization within sixty (60) days after completion of the meeting.

G. Conflicts of Interest. For purposes of this subsection, a “conflict of interest” shall include but not be limited to, any transaction by or with the Organization in which a Board member has a direct or indirect personal interest, or any transaction in which a Board member is unable to exercise impartial judgment or otherwise act in the best interests of the Organization. The Board shall adopt and enforce a conflict of interest policy in accordance with these Bylaws.

H. Committees of the Board. The President shall have the authority to create committees of the Board for the purpose of informing and assisting in its work and policymaking. Such committees shall include areas in which the Board has authority, including budget and finances and nominations and elections, but such committees shall in no way supplant the Board’s responsibilities or obligations as a plenary. The objectives, operations, procedures, and tenure of such committees as may be established shall be as detailed in the policies of the Organization.

Section 2. Officers

A. Officers Defined. The Officers of the Organization shall be the President, Vice President, Treasurer and Past President, and shall act as the Executive Committee of the Board. Each board member shall be bound by these Bylaws, the policies of the Organization, and any other actions taken by the Board, and shall have additional authority as may be conferred by formal resolution of the Board or as may be granted by the eligible members of the Organization as defined in Bylaw II, Section 1A.

1. President. The President is the chief elective Officer of the Organization and shall direct the overall affairs and operations of the Executive Board; preside over all meetings of the Executive Board and Organization; as needed and perform other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be further defined in the policies of the Organization.

2. Vice President. The Vice-President shall assist the President in directing the affairs and operations of the Executive Board; act as presiding officer at meetings in the absence of the President and in the event of a vacancy in the office of President shall act as President; ; certify all meeting minutes of the Board; perform other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be further defined in the policies of the Organization.

In lieu of an Executive Director, the Vice-President shall act as Secretary of the Organization shall prepare and maintain the minutes of all meetings and transactions of the Board and Organization and certify the integrity of the records and information required of the Board and Organization.

3. Treasurer. The Treasurer shall provide oversight of the Organization's financial resources by coordinating with the Executive Director and ensuring the accurate recording and reporting of the Organization's financial transactions and adherence to an annual budget, and by counseling the Board on organizational activities that have financial implications; and shall perform other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be further defined in the policies of the Organization.
4. Past President. The Past President shall serve as an advisor to and assist the President as requested; serve as Nominations Chair over the Nominations Committee; provide recommendations for events that may benefit from Board member attendance; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Organization.

Section 3. Committees of the Organization.

There shall be committees of the Organization that shall report to and assist the Executive Board in accomplishing the Organization's mission and strategic plan. The committees shall be comprised of Organization members eligible for committee membership under the terms of Bylaw II, Section 1. All committees and chairperson shall be appointed by the Executive Board. The jurisdiction, objectives, operations, procedures, and tenure of the committees of the Organization shall be as detailed in the policies of the Organization.

BYLAW V - NOMINATIONS AND ELECTIONS

Section 1. Eligibility for Members of Executive Board.

Only representatives of the voting member states as defined in Bylaw II, Section 1A shall be eligible for nomination and election to a position on the Executive Board.

Section 2. Nominations.

Ninety (90) days prior to the day of the election, as defined in Section 3 of this Bylaw, a call for nominations shall be made to the Organization's member states in good standing, as defined in Bylaw II, Section 1A.

The Board Nominations Committee shall develop a slate of candidates for consideration by the member states. The Committee, which shall include three members – the Past President as Chair, the President and a third primary voting member eligible under the terms of Bylaw II, Section 1A, and affirmed by a majority of the Board – shall secure the consent of at least one (1) eligible representative of a member state in good standing to be a candidate for each open position on the Executive Board. The qualifications, skills and characteristics as may be required for the achievement of Executive Board duties and responsibilities; the operations and procedures of this

Board committee; and the requirements for the call for nominations shall be as detailed in the procedures of the Organization.

The slate of candidates shall be recommended by the committee to the Executive Board. The Board must vote to approve the final slate, presented to the member states at least thirty (30) days prior to the day of the election. Such announcement may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communication method open and accessible to them.

During the business meeting at which the election is to be conducted, any eligible representative of a member state, as defined in Bylaw II, Section 1A, shall be allowed to place into nomination their name or the name of another eligible representative for any open position on the Executive Board.

Section 3. Elections.

- A. Date of Election. The election of members of the Executive Board shall be conducted during a scheduled annual business meeting of the Organization, as defined in Bylaw III, Section 2.
- B. Voting. Voting on each open position shall be conducted as defined in Bylaw III, Section 7.
- C. Election Determination. A candidate shall be elected to an open position upon the affirmative vote of a majority of the Organization's member states in good standing, as defined in Bylaw II, Section 1A. The vote shall be conducted at the annual business meeting, with a quorum present or waived as defined by Bylaw III, Section 6. The member must be present, either physically or electronically to cast a vote. The winning candidate shall begin and end their term of office as defined in Bylaw IV, Section 1C.

BYLAW VI - AMENDMENTS

The Bylaws may be amended at the annual business meeting, as defined in Bylaw III of these Bylaws, upon the affirmative vote of a majority of the votes entitled to be cast by the eligible member states. A quorum must be present or waived in accordance with Bylaw III, Section 6 for an amendment to be voted upon

Notice of such amendment or amendments and the nature thereof shall be submitted to the eligible voting member states not less than thirty (30) days in advance of such conference.

In the event that an amendment to the Bylaws needs to be voted on at a time other than the annual business meeting, the Executive Board may authorize an interim vote in accordance with Bylaw III, Section 9.

BYLAW VII – DISSOLUTION

This Organization may be dissolved upon the affirmative vote of two-thirds (2/3) of all votes entitled to be cast by the Organization's member states in good standing as defined in Bylaw II, Section 1A. In the event of dissolution, the assets of the Organization shall be disposed of in accordance with the Article of Incorporation of the States Organization for Boating Access.

BYLAW VIII - EFFECTIVE DATE

These Bylaws shall supersede all prior Bylaws of the Organization and shall take effect upon their approval unless otherwise stated.