

**INTERNATIONAL MARINE ELECTRONICS  
ASSOCIATION, INC.**

**BYLAWS**

Adopted:  
February 10, 2015

**BYLAWS**  
**OF THE**  
**INTERNATIONAL MARINE ELECTRONICS ASSOCIATION, INC.**  
**(a Maryland Nonstock Corporation)**

Adopted February 10, 2015

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**BYLAWS**  
**OF THE**  
**INTERNATIONAL MARINE**  
**ELECTRONICS ASSOCIATION, INC.**

Adopted February 10, 2015

ARTICLE I. IDENTITY, PURPOSES & OFFICES

Section 1. Name. The name of the Corporation is: International Marine Electronics Association, Inc., a non-for-profit corporation, herein referred to as the "Corporation".

Section 2. Purposes of the Corporation.

The Corporation has been organized to operate exclusively for educational, scientific, and testing for public safety purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to:

(a) Assisting, promoting and supporting the advancement and improvement of the quality of education, training, scientific development and testing for public safety in the marine electronics industry.

(b) Engaging in educational programs, seminars, publications and otherwise to improve the excellence of the marine electricians industry and to secure greater public understanding of science and public safety in the marine electronics industry; and also to encourage development of information and awareness initiatives designed to promote and foster public boating safety.

(c) Supporting and promoting the development and exchange of information concerning education, scientific development and testing for public safety in the marine electronics industry, including but not limited to:

(i) Supporting and engaging in research, surveys and studies to gain new knowledge of science and public safety in the marine electronics industry.

(ii) Gathering, receiving, compiling, reporting, editing, recording, evaluating, analyzing, studying, presenting, communicating, broadcasting, publishing, distributing and disseminating information, lists, statistics, pamphlets, manuals, surveys, reports, newsletters, bulletins, publications and other materials in printed, electronic or other media relating to the marine electronics industry and education, science and public safety in the marine electronics industry.

(iii) Providing the general public with information concerning science and public safety in the marine electronics industry.

(d) Cooperating with other nonprofit associations and governmental agencies to advance education, scientific knowledge and testing for public safety in the marine electronics industry.

(e) Encouraging the development and standardization of fair and uniform practices, standards, usages, customs, and rules and regulations for the benefit of the public, consumers and the marine electronics industry.

(f) Acquiring or receiving from any individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, grant, bequest, devise or otherwise, cash, securities and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting and disbursing the principal and income thereof solely for the purposes hereof.

(g) Extending financial aid through grants, gifts, contributions, or other aid or assistance to qualified charitable, educational, scientific or testing for public safety organizations. To provide scholarships for education.

(h) References to the marine electronics industry in this Article include both the national and the international marine electronics industries.

(i) To undertake any activity whatsoever that is in furtherance, directly or indirectly, of the tax-exempt purposes of the Corporation set forth above.

(j) To exercise any and all powers that may be conferred upon nonstock corporations under the Maryland Code for Corporations and Associations and the general laws of the State of Maryland or any corresponding provisions of any future Maryland laws in furtherance of the tax-exempt purposes of the Corporation.

Section 3. Mission, Goals and Activities. The purposes of the Corporation may be advanced through such missions, goals and activities as are consistent with its purposes.

Section 4. Offices. The Corporation shall continuously maintain in Maryland a registered office at such place as may be designated by the Board of Directors. The principal

office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without Maryland, as may be designated by the Board of Directors.

Section 5. Registered Agent. The Corporation shall continuously maintain within Maryland a registered agent, which shall be designated by the Board of Directors.

Section 6. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the Maryland Code for Corporations and Associations and as provided in these Bylaws.

## ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Maryland Code for Corporations and Associations that are necessary or convenient to carry out the purposes of the Corporation.

### Section 2. Members.

2.1 The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors, but, in addition to the *ex officio*, non-voting Directors, the number of Directors shall consist of at least three (3) and not more than seven (7) individuals.

2.2 The Board of Directors of the National Marine Electronics Association, Inc., shall have the sole power and authority to elect all Directors of the Corporation.

2.3 The following persons shall serve as *ex officio*, non-voting members of the Board of Directors: the President of the Corporation.

2.4 No part of this Section 2 of ARTICLE II of these Bylaws shall be amended without prior notice to and the express written consent of the Board of Directors of the National Marine Electronics Association, Inc., Severna Park, Maryland.

### Section 3. Term.

3.1 The term of a Director shall be one year, or until such time as his or her successor is elected. The term of a Director shall also expire by his or her death, resignation, or removal in accordance with these Bylaws. An individual may serve as a Director for succeeding consecutive terms without limitation.

3.2 Despite the expiration of a Director's term, the Director shall continue to serve until his or her successor is elected and qualifies or until his or her position is eliminated by a decrease in the number of Directors.

Section 4. Vacancies. Any vacancy in the Board of Directors, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors constituting the Board, shall be filled by individuals elected by the Board of Directors of the National Marine Electronics Association, Inc.

Section 5. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for holding its Regular Meetings. In the absence of such a resolution, the time and place of all Meetings of the Board of Directors shall be designated by the Chairman. The Meetings may be held within or without Maryland.

Section 6. Special Meetings. Special meetings may be held upon the call of the Chairman of the Board, or upon written request of at least three-fifths (3/5) of the Directors. The Chairman shall designate the time and place of all Special Meetings of the Board of Directors. The Meetings may be held within or without Maryland.

Section 7. Chairman and Vice Chairman. The Chairman of the Board of Directors of the National Marine Electronics Association, Inc., shall, at his or her pleasure, designate one Director of this Corporation to serve as the Chairman of the Board of Directors of this Corporation and one Director to serve as Vice Chairman of the Board of Directors. The Chairman of the Board of Directors of this Corporation shall preside at all meetings at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice Chairman of the Board of Directors shall perform such duties as may be required of him or her by the Board of Directors. In the Absence of the Chairman, the Vice Chairman shall preside at the meetings of the Board of Directors.

Section 8. Secretary of the Board. The Board of Directors of the Corporation shall elect, by a majority vote, one Director as Secretary of the Board of Directors, to serve at the pleasure of the Board. The Secretary shall be a custodian of the corporate books and records, unless the President has been appointed to maintain such books and records. The Secretary of the Board shall be responsible for overseeing preparation and keeping of accurate records of the proceedings of the Board of Directors, for overseeing the giving of notices of meetings in accordance with these Bylaws, for performing such other duties as the Board of Directors may assign or as are customary to the office of Secretary of the Board.

Section 9. Telephonic Presence. Any or all Directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.



Section 10. Notice and Waiver of Notice.

10.1 Notice of Regular and Special Meetings of the Board of Directors duly called as provided in this ARTICLE II shall be given by the Chairman or President by mail postage prepaid, courier, telephone, facsimile transmission or electronic transmission at least ten (10) days prior thereto, together with a copy of such Notice addressed to each member of the Board at the residence or place of business as the same may appear on the books and records of the Corporation. Notices of Special Meetings shall state the purpose(s) of the meeting.

10.2 Any director may waive Notice of any meeting of the Board of Directors either before, or after, the meeting, by written statement filed with the Board of Directors.

Section 11. Quorum. The presence of a majority of the voting members of the Board shall constitute a quorum at a regular or special meeting of the Board.

Section 12. Voting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 13. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all of the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation. Such consent shall be filed with the corporate records indicating the action to be taken. The action taken shall be effective when the last Director signs the consent unless the consent specifies a different effective date and states the date of execution by each Director, in which event it shall be effective according to the terms of the consent.

Section 14. Resignation of Directors. A Director may resign at any time by giving notice of resignation to the Chairman of the Board of Directors, the President or the Secretary.

Section 15. Removal of Directors.

15.1 A Director may be removed without cause as any time by a majority vote of the Directors of the National Marine Electronics Association, Inc.

15.2 A Director may be removed for reasonable cause by a majority vote of the Directors of the National Marine Electronics Association, Inc. Reasonable cause includes but is not limited to, failure to adequately perform the duties of a Director, moral turpitude, commission of a felony, gross neglect of duty, or any willful failure to act in accordance with

a significant provision of the Bylaws of the Corporation. Reasonable cause for removal of a Director also includes failure to attend regularly scheduled meetings of the Board.

15.3 A Director whose removal for cause is to be considered shall be given at least ten (10) days written notice of the reason for the proposed removal and the time and place of the meeting at which the decision on the removal of the Director shall be considered. The Director shall be accorded a reasonable time to appear on his or her own behalf before the motion for removal is voted upon. Any vacancy occurring as a result of a removal of a Director shall be filled in accordance with the provisions with these Bylaws.

Section 16. Compensation. Members of the Board of Directors shall serve without compensation, except that they may be reimbursed for reasonable and necessary expenses related to the conduct of the business of the Corporation, and as properly approved by the Board in each case.

Section 17. Rules Applicable to Committees. The provisions of this ARTICLE II governing meetings, written consent, telephonic meetings, waiver of notice, quorum, and voting requirements shall generally apply, as appropriate, to all Board Committees and Advisory Committees.

### ARTICLE III. COMMITTEES OF THE BOARD OF DIRECTORS

#### Section 1. Executive Committee.

1.1 The Executive Committee shall consist of the: Chairman and Vice Chairman and two (2) other Directors nominated by the Chairman and appointed by the Board of Directors; however, if the Board of Directors is fixed at less than seven (7) Directors, the Executive Committee shall consist of the Chairman and Vice Chairman of the Board. The President of the Corporation shall serve as *ex officio*, non-voting member of the Executive Committee. Meetings of the Executive Committee may be called by the Chairman or by a majority of the Executive Committee upon three (3) days advance written Notice. When in meeting assembled, a majority of the members of the Executive Committee shall constitute a quorum, and matters may be determined by a majority of those present. The Executive Committee may avail itself of telephonic meetings to the same extent as the Board of Directors as provided in ARTICLE II, Section 9.

1.2 The Executive Committee derives its power and authority, as delegated from the Board of Directors and may act for, and as authorized by, the Board between meetings of the Board. All actions of the Executive Committee shall be subject, however, to review and ratification by the Board of Directors at its next meeting.

Section 2. Standing and Other Committees. The Standing Committees of the Corporation shall be: the Finance Committee and the Education Committee, each appointed by the Board of Directors and consisting of two or more Directors. The Board of Directors

may appoint two or more Directors to constitute such other Board Committees, as it may deem appropriate, each of which shall perform such function, and exercise such authority, as specified by the Board.

#### ARTICLE IV. ADVISORY COMMITTEES

The Board of Directors may create and appoint such advisory committees as it deems necessary or advisable. Advisory committee membership shall not be limited only to members of the Board of Directors. Advisory committees shall have no legal authority to act for or on behalf of the Corporation, but shall report their findings, make recommendations to and otherwise advise the Executive Committee and the Board of Directors.

#### ARTICLE V. MEMBERS

For any purposes of any law or rule relating to members of a nonstock corporation, the Directors of the Corporation shall constitute the only members of the Corporation; and when meeting as Directors, may exercise the rights and powers of members.

#### ARTICLE VI. OFFICERS

Section 1. Appointed Officers. The appointed Officer positions of the Corporation shall be: Chairman of the Board of Directors; Vice Chairman of the Board of Directors; Secretary of the Board of Directors; President; Vice President of Technology; Treasurer; and such assistant officers, such as Assistant Secretary and Assistant Treasurer, as the Board of Directors may from time to time deem necessary or appropriate. Assistant Officers shall perform such duties as may be prescribed by the Board of Directors.

Section 2. Term. The Chairman and Vice Chairman of the Board of Directors shall be appointed for one year terms, in the manner provided in ARTICLE II, subject to earlier removal at the pleasure of the Chairman of the Board of Directors of the National Marine Electronics Association, Inc. The Secretary of the Board of Directors shall be elected for a one year term in the manner provided in ARTICLE II, subject to earlier removal at the pleasure of the Corporation's Board of Directors. The President and Treasurer of the Corporation shall hold their offices for such terms as shall be determined by the Board of Directors of the Corporation. An individual may serve as an Officer for succeeding terms without limitation.

#### Section 3. Term of Office; Removal; Filling of Vacancies.

3.1 The Chairman and Vice Chairman of the Board of Directors shall hold office until their successors are chosen and qualified, unless the person with authority to designate them specifies that the office shall remain vacant. The Chairman and Vice

Chairman of the Board of Directors may be removed at any time by the person with authority to designate them. Any vacancy occurring in the office of Chairman of the Board of Directors or Vice Chairman of the Board of Directors may be filled by a designation by the person with authority to designate them.

3.2 The other Officers of the Corporation shall hold office until their successors are chosen and qualified, unless the Board of Directors specifies that the office shall remain vacant. Such other Officers of the Corporation may be removed at any time by a majority of the Directors in office. Any vacancy occurring in any such other office of the Corporation may be filled by the Board of Directors.

Section 4. President. The Board may appoint a President to manage the day-to-day operations of the Corporation, with specific powers and functions as the Board may direct. When appointed, the President will be the chief operating officer of the Corporation and will be responsible for the operation of the Corporation. He or she shall report to the Board of Directors on at least a quarterly basis. The President shall ensure that all orders and resolutions of the Board are implemented in accordance with the Board's directives. The President shall attend all meetings of the Board of Directors unless excused. In addition, the President shall have such powers, duties, and responsibilities as set forth by the Board of Directors in a job description.

Section 5. Vice President of Technology. The Vice President of Technology shall be its chief technological officer and shall perform such duties as the Board of Directors shall to assign.

Section 6. Treasurer. The Treasurer of the Corporation shall be its chief financial officer and the custodian of its funds, securities, and properties.

Section 7. Delegation of Powers. Upon the absence or disability of any Officer of the Corporation, the Board of Directors may, during such period, delegate his or her powers and duties to any other Officer or to any Director and the person to whom such powers and duties are delegated shall hold such Office for such period; except that the Board of Directors shall not have authority to delegate the powers and duties of the Chairman of the Board of Directors or of the Vice Chairman of the Board of Directors to any other Officer or to any other Director.

## ARTICLE VII. CONTRACTS, LOANS, CHECKS, DEPOSITS & GIFTS

Section 1. Contracts. The Board of Directors may authorize any Officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, grant, gift, or bequest, for any purpose of the Corporation.

#### ARTICLE VIII. INDEMNIFICATION & INSURANCE

Section 1. Indemnification. The Corporation shall defend and indemnify to the fullest extent permitted by Maryland law, as now in effect or as many hereafter be amended, each Officer or Director of the Corporation against expenses, judgments, and fines actually and necessarily incurred by him or her in connection with or arising out of any claim, action, suit, proceeding, issue, or matter in which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation; and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding; provided, however, that such relief from liability shall not apply in any instance in which such relief is inconsistent with any provision of the Internal Revenue Code applicable to corporations described in Section 501(c)(3) of the Code.

Section 2. Effect of Amendment. Neither the amendment nor repeal of this ARTICLE VIII, nor the adoption or amendment of any other provision of the Bylaws of the Corporation inconsistent with this ARTICLE VIII, shall apply to or affect in any respect the applicability of the preceding Section 1 with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any Officer or Director of the Corporation against any liability asserted against or incurred by the Officer or Director in such capacity or arising out of the Officer's or Director's status as such whether or not the Corporation would have the power to indemnify the Officer or Director against such liability under the provisions of this ARTICLE VIII.

## ARTICLE IX. GENERAL PROVISIONS

Section 1. Compensation. No Officer or Director, other than the President and staff members, shall be compensated for his or her services by the Corporation. The Board of Directors may authorize reimbursement of out-of-pocket expenses incurred by any Officer in attending corporate meetings and otherwise in the performance of corporate affairs.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of the Board of Directors, as well as any standing or special committees appointed by the Board, and shall keep at the principal office a record giving the names and addresses of all Directors. All books and records of the Corporation may be inspected by any Director of the Corporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, that is, January 1 through December 31 in each year.

Section 4. Seal. The Board of Directors may adopt a corporate seal which shall be a circle with the name of the Corporation inscribed in such a circle.

## ARTICLE X. AMENDMENT OF THE BYLAWS

Section 1. Amendment. Except for ARTICLE II, Sections 2 and 7, these Bylaws may be amended or repealed and new Bylaws adopted by an affirmative vote of at least a three-fifths (3/5) majority of the voting Directors in office; provided, however, that the Notice of the meeting of the Board of Directors at which the amendment is to be voted upon shall clearly state the proposed amendment, or a summary thereof, its general nature and purpose, and that the proposed amendment will be voted upon at the meeting; said Notice shall also be sent to the Chairman of the Board and the President of the National Marine Electronics Association, Inc. ARTICLE II, Sections 2 and 7, of these Bylaws may only be amended by giving the notice and obtaining the prior written consent required in such Section 2.

Section 2. Waiver. The Bylaws of this Corporation may be waived or suspended in any instance only: (i) for a specified purpose and temporarily until a stipulated date, which are clearly expressed in the Notice of the meeting at which such action is to be proposed, sent to each member of the Board of Directors and included in the agenda of the meeting; and (ii) upon an affirmative vote of at least a two-thirds majority of the voting Directors in office. However, ARTICLE II, Section 2, of these Bylaws may not be waived or suspended with prior notice to and the specific consent of the Board of Directors of the National Marine Electronics Association, Inc.