

ARTICLE 1 - NAME

The name of this organization shall be:

CALIFORNIA MARINE AFFAIRS AND NAVIGATION CONSORTIUM

It shall be incorporated under the laws of the State of California as a corporation not for profit, and hereinafter referred to as the Consortium.

ARTICLE 2 - PURPOSE

Sec. (a) The primary purpose of the Consortium is to provide the fullest coordination and support of requests and recommendations to the United States Congress, U.S. Army Corps of Engineers, Office of Management and Budget, the State of California, and others concerned with maritime, navigation, fisheries, environmental regulation, and related subjects.

Sec. (b) The Consortium is established to offer, through voluntary participation of public and private agencies, organizations, and individuals, the maximum efficient planning, maintenance, and development of California's navigable channels, ports, harbors, waterways, and coastal infrastructure and resources principally through public programs.

Sec. (c) The Consortium will develop, initiate, and/or actively support programs and policies to further objectives consistent with Section (b) above, or, contrariwise, will oppose and urge opposition to actions and proposals which may delay, inhibit, or otherwise negatively impact efficient utilization of navigational and related potentials of such resources on behalf of California and its population and commerce, and in the interest of the United States.

Sec. (d) Membership, participation, holding of office, or other affiliation with the Consortium shall not deny any member or organization the fullest right to present views, recommendations, or testimony independently of the Consortium or in opposition to those adopted or recommended by the Consortium.

ARTICLE 3 - MEMBERSHIP

There shall be five classes of membership, to wit:

Sec. (a) OFFICIAL MEMBERS consisting of public and/or private, legally established port districts and harbor districts, or cities, counties, and other local political entities, whose activities include the operations of a port, harbor, or marina within California. Such members shall be eligible to serve as elected Board Members and as ex-officio Board members.

Sec. (b) CORPORATE MEMBERS consisting of corporations, partnerships, proprietorships, associations, districts, and other commercial entities organized for profit and who are active and interested in furthering the objectives of the Consortium. Such members shall be eligible to serve as elected Board Members and as ex-officio Board members.

Sec. (c) ASSOCIATION MEMBERS consisting of organizations, associations, districts, and/or cities, counties, and other political entities not organized for profit and whose activities do not include the operations of a port, harbor, or marina and who are active and interested in

furthering the objectives of the Consortium. Such members shall be eligible to serve as elected Board Members and as ex-officio Board members.

Sec. (d) INDIVIDUAL MEMBERS consisting of persons, whether or not incorporated, who do not qualify for any one of the above categories and/or are self-employed or retired, and who are active and interested in furthering the objectives of the Consortium. Such members shall be eligible to serve as elected Board Members and as ex-officio Board members.

Sec. (e) HONORARY MEMBERS consisting of persons, organizations, associations, districts, and/or governmental entities who are active, interested, and valuable in furthering the objectives of the Consortium. Such members must be evaluated on their merits and approved by the Board of Directors, and shall not be required to pay dues, fees, or assessments. Such members shall be eligible to serve as elected Board Members and as ex-officio Board members.

ARTICLE 4 - FINANCE

Sec (a) The fiscal year of the Consortium shall begin annually on the first day of July (July 1) and end on the Thirtieth day of June (June 30).

Sec. (b) For purposes of providing revenue, a schedule of dues shall be established by the Board of Directors, which dues shall be due and payable by the members at the beginning of each fiscal year. Such schedule may provide for varying rates of dues as between classes of memberships, and for members within each class, and for the corresponding number of voting membership designees to which each is entitled.

ARTICLE 5 – BOARD OF DIRECTORS OF THE CONSORTIUM

Sec (a) The Board of Directors, hereinafter referred to as the Board, shall include 21 members elected by the Consortium members. Seven shall be elected annually for a three-year term based on the fiscal year.

Sec. (b) The Chair of the Board shall appoint a Nomination & Elections Committee to prepare nominations for election to the Board each fiscal year. Such nominations shall reflect insofar as possible the geographical and interest ranges of the Consortium and its membership. The Chair should not appoint members to the Nomination & Elections Committee if they are anticipated to also be on the election ballot during their assigned fiscal year of duty. Such Committee shall ensure that written ballots are sent to the Executive Director by May 1 or earlier.

Sec. (c) The Executive Director shall send ballots out to the Consortium membership by May 15 or earlier. Completed ballots must be received by the Executive Director by June 15 to be considered for the election. The Chair of the Board shall not participate and shall not return a ballot except in the event of a tie, in which case the Chair's vote shall be the tiebreaker.

The Executive Director shall review and attest to the results by June 30.

Sec. (d) The terms of newly elected Directors shall commence on July 1 and the terms of retiring Directors shall end on June 30 or when a new Director is seated, whichever date is later. In the event of the resignation, retirement, abandonment, or incapacity to serve of any elected Director, the Chair of the Board shall appoint a successor to serve out the term of said

departing Director which shall be ratified by the Board at the next Regular or Special Board Meeting. Until ratified, the appointed successor shall not have voting rights on the Board.

Sec (e) All Consortium members other than honorary members shall be entitled to vote, by mail or email ballot, and at general or special membership meetings to elect Directors of the Board. Provisions for voter substitute or written proxy at meetings shall be established by the Board.

Sec (f) Directors are volunteer positions with no compensation of any kind.

ARTICLE 6 – OFFICERS OF THE CONSORTIUM

Sec. (a) In addition to the elected Directors, the Executive Director of the Consortium shall be an ex-officio member of the Board. If a Director serves as Chair in the final year of his/her elected term on the Board, said Director shall become an ex-officio member of the Board for the fiscal year immediately following. Chairs of the seven standing committees that are not also elected Board members shall become ex-officio members of the Board for the terms of their committee positions. The terms of all committee chairs, whether decreed, elected, or appointed, shall be for one year or less and shall commence no earlier than July 1 and end no later than June 30. Committee Chairs can serve successive terms on any committee at the discretion of the Chair.

Sec. (b) The Board shall annually elect from the current Board's elected members a Chair of the Board, Vice Chair, Treasurer, and Secretary no later than June 1 to take office on July 1. In the event the term on the Board of any such officer so elected shall expire, such officer shall become an ex-officio member of the Board for so long as they remain an elected officer. In addition, the outgoing Chair of the Board shall annually succeed to the office of Immediate Past Chair of the Board, also to take office on July 1. Such officers so elected by the Board shall serve without pay unless otherwise approved by the Board. The Board shall also select an Executive Director, and such Executive Director shall be compensated by the organization.

Sec. (c) There shall be an Executive Committee consisting of the Chair of the Board, Vice Chair, Treasurer, Secretary, the Immediate Past Chair of the Board, and the Executive Director. The Executive Committee shall be empowered by the Board to authorize and implement actions and programs consistent with policies and directions previously approved by the Board.

Sec (d) Officers are volunteer positions with no compensation of any kind.

ARTICLE 7 – EXECUTIVE DIRECTOR

Sec (a) The Executive Board shall prepare and negotiate a contract agreement with the Executive Director. That agreement shall specify the duties, responsibilities, and compensation of the Executive Director. The term of that agreement shall not extend more than three years.

Sec. (b) The Board shall ratify that agreement at a regular or special Board meeting prior to the agreement taking effect.

Sec. (c) Prior to the end of the agreement, the Executive Board shall provide a recommendation to the Board regarding the renewal of the agreement with the Executive Director at a regular or special Board meeting.

ARTICLE 8 – BOARD OF DIRECTOR MEETINGS: ORDER OF BUSINESS

Sec (a) The Consortium shall hold not less than two Board of Directors meetings each year, one in each half of the fiscal year. These meetings will be called by the Executive Director upon the approval of the Chair of the Board and the Executive Committee.

Sec. (b) Meetings shall be advertised by the Executive Director and the Communications Committee on the Consortium’s website and via direct electronic communication from the Executive Director to members and interested parties. Such notification shall be no less than forty-five (45) days in advance for a standard meeting.

Sec. (c) The Executive Director may call Special Meetings with approval of the Chair of the Board and the Executive Committee. Special Meetings may also be called by the Chair of the Board with the approval of the Executive Committee. Special meetings shall require the Executive Director, the Communications Committee, or the Chair of the Board to advertise the meeting on the Consortium’s website and via direct electronic communication to members and interested parties. Such notification shall be no less than seven (7) days in advance for a special meeting.

Special meetings must offer the opportunity for Directors to participate virtually.

Sec. (d) Regular and special meetings shall be held at a location determined by the Executive Director upon the approval of the Chair of the Board and the Executive Committee. Such meetings can be in person, virtual, or hybrid, at the discretion of the Executive Committee.

Sec (e) The Executive Director shall prepare an agenda for each regular and special Board Meeting. The agenda shall be reviewed with the Executive Board prior to the Board Meeting. Once approved by the Executive Board, the Executive Director shall distribute the Board Agenda to all members prior to the meeting.

Sec (f) Regular and Special Board meetings shall be open to all members to attend and allowed to provide public comment, however, only Directors (or their designated proxy) shall be able to vote on items considered by the Board.

Sec (g) Where a Director cannot participate in a general or special board meeting, that Director can appoint a proxy, from the same agency or organization as the Director, to speak and vote on their behalf. Proxy appointments must be in writing to the Executive Director, at least three days prior to the meeting. Proxies are considered for the purposes of a quorum.

Sec (h) A quorum shall be required to conduct either a regular meeting or a special meeting where a vote is to be taken on any item. A quorum shall consist of more than 50% of the Board, inclusive of Ex-Officio Directors. Virtual attendance and/or the presence of a Director’s designated proxy shall be counted for purposes of a quorum.

When a quorum of Directors is present, all Board Directors, including ex-officio Directors and Officers shall be entitled to vote on all items agendized for the Board of Directors meeting. Where greater than 50% of the votes are in favor, the motion shall pass.

Sec (i) No items requiring a vote of the Directors shall be considered if they have not been placed on the agenda prior to the meeting.

ARTICLE 9 – MEMBERSHIP MEETINGS

Sec (a) The Consortium shall hold not less than two full membership meetings each fiscal year, one of which shall be in each half of the fiscal year. These meetings will be called by the Executive Director upon the approval of the Chair of the Board and the Executive Committee and shall be open to all members of the Consortium as well as interested parties who are not members.

ARTICLE 10 - COMMITTEES

Sec (a) There shall be seven standing committees, the chair of which, except for the chair of the Finance Committee, shall be appointed by the Chair of the Board from among the members of the Board, or from the Consortium membership. The committees are:

1. Communication
2. Legislative Policy
3. Finance
4. Membership
5. Nominating & Elections
6. Sponsorship
7. Program

The Treasurer shall serve as Chair of the Finance Committee.

If the Chairs of these committees are not currently members of the Board, the Chairs of each of these Committees shall be Ex-officio members of the Board with voting rights for the term of their role as Chair.

Sec. (b) The Board may recommend, and/or the Chair of the Board may establish such other committees as may be deemed appropriate. Such other committee chairs shall not be considered Ex-officio members of the Board and shall not have voting rights on the Board.

Sec. (c) To further the Consortium's long-term viability, each committee shall have an officer providing oversight of the committee to ensure the coordination of the committees and the monitoring of the committee's progress and activities. Oversight responsibilities for Committees shall be assigned by the Chair of the Board from among organization officers.

Sec. (d) To further the Consortium's objectives under Article 2, Section (c), each fiscal year the Executive Director shall review the existing Legislative Policy Statement covering the scope of state and federal issues of interest to the Consortium and recommend any changes to the Legislative Policy Committee.

The Legislative Policy Committee shall meet at least once during the fiscal year to review the recommendations of the Executive Director. The Executive Director shall develop changes to the policy based on that review.

The revised Legislative Policy Statement shall then be reviewed and approved by the Board prior to the end of the fiscal year. The Board may further delegate to the Executive Director general authority to cause to be developed legislative proposals and to recommend positions on pending legislative proposals, consistent with the Legislative Policy Statement(s). In so doing, the Executive Director shall confer with the Board and/or the Legislative Policy Committee to seek their consent on legislative positions, insofar as is practical and the exigencies of the legislative process permit.

Sec (e) Committee chairs and members are volunteer positions with no compensation of any kind.

ARTICLE 11 - DUES

Sec. (a) The Membership Committee shall review the Membership dues each fiscal year and provide a recommendation to the Board.

Sec. (b) The Board shall receive the recommendation regarding membership dues from the Membership Committee during a regular or special meeting. The Board shall ratify any changes to the membership dues prior to any changes going into effect.

Sec. (c) The Executive Director shall notify members of any changes to the dues and publish the membership dues on the Consortium's website. The Executive Director shall be responsible for collecting membership dues and reporting to the Board each fiscal year.

Sec. (d) The Executive Director shall send invoices to the membership for collection of dues in a timely manner.

Sec. (e) Failure for a member to pay the dues within 60 days of the due date, as reflected on an official invoice from the Consortium, will mean that member is no longer in good standing. A member not in good standing forfeits all rights of membership until the dues are paid. If a Director, Ex-officio Director, or member of the Executive is not in good standing, the rights and privileges of that position will be forfeit until the member has paid their dues and is again in good standing.

ARTICLE 12 – RECORDS AND REPORTING

Sec. (a) The Executive Director shall be responsible for maintaining the accounts, books, and all financial records for the Consortium. The Executive Director shall be responsible for ensuring timely filing of all documentation to federal, state, and local governments to ensure the Consortium remains in good standing.

Sec. (b) The Executive Director can recommend to the Board the contracting of financial services such as bookkeeping to assist with the maintenance of records and filing. The Board shall ratify any agreements with any contracted services for this purpose at a regular or special meeting.

Sec. (c) The Executive Director shall work with the Treasurer to ensure timely meetings of the Finance Committee.

Sec. (d) The Executive Director shall prepare or oversee the preparation of periodic financial reports for review by the Finance Committee, including at least one report for the preceding fiscal year.

Sec. (e) The Executive Director shall present the final financial report for the previous fiscal year to the Board annually at a regular or special Board meeting.

ARTICLE 13 - AMENDMENTS

Sec (a) The By-Laws of the Consortium may be amended in the following manners:

A two-thirds vote taken by mail or email of the Consortium members shall be required to amend the By-Laws provided that the number of returns in total, is equal to no less than 66 percent of the current Consortium members of record entitled to vote and received within thirty (30) days of the date mailed or emailed to the Consortium members.

By a two-thirds affirmative vote of the Consortium members entitled to vote (including voter substitutes or proxies) attending a full membership meeting, provided written notice of such proposed amendments has been given by at least thirty (30) days prior to said meeting.

ARTICLE 15 – ORDER OF BUSINESS AND PARLIAMENTARY AUTHORITY

Sec (a) The rules contained in the current edition Robert's Rules of Order, Newly Revised, shall govern the Consortium in all cases to which they are applicable in which they are not inconsistent with these By-laws or any special rules of order the Consortium may adopt.