

California Marine Affairs and Navigation Conference Bylaws

ARTICLE 1 - NAME

The name of this organization shall be:

CALIFORNIA MARINE AFFAIRS AND NAVIGATION CONFERENCE

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

ARTICLE 2 - OBJECTIVES

Sec. (a) The primary objective of the Conference 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 navigation and related subjects.

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

Sec. (c) The Conference 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 or inhibit 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 Conference shall not deny any member or organization the fullest right to present views, recommendations, or testimony independently of the Conference or in opposition to those adopted or recommended by the Conference.

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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.

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 Conference.

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 Conference.

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 Conference.

Sec. (e) HONORARY MEMBERS consisting of persons, organizations, associations, districts, and/or governmental entities who are active and interested in furthering the objectives of the Conference. Such members must be approved by the Board of Directors, shall not have a vote, and shall not be required to pay dues, fees, or assessments.

Sec. (f) The membership of the Conference may from time to time modify or expand the classes of membership as provided under Article 9.

ARTICLE 4 - FINANCE

Sec (a) The fiscal year of the Conference 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.

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ARTICLE 5 - OFFICERS

Sec (a) The Board of Directors, hereinafter referred to as the Board, shall include 21 members elected by the Conference members. Seven shall be elected annually for a three-year term. 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 or incapacity to serve of any elected Director, the Board shall appoint a successor to serve out the term of said Director.

Sec. (b) In addition to the elected Directors, the Executive Director of the Conference shall be ex-officio members of the Board. In the event the elected term on the Board of the Chair of the Board expires at the end of his/her Chairmanship, he/she shall become an ex-officio member of the Board for the fiscal year immediately following his/her Chairmanship. Chairs of standing committees who are not elected Board members shall become ex-officio members of the Board for the terms of their committee chairmanships. 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.

Sec. (c) The Board shall annually elect from the current Board's elected members a Chair of the Board, Vice Chair, and Treasurer/Secretary no later than April 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 by formal election of the Board 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.

Sec. (d) The Chairman of the Board shall appoint a Nomination and Election Committee to prepare nominations for election to the Board. Such nominations shall reflect insofar as possible the geographical and interest ranges of the Conference and its membership. Such Committee shall assure that written ballots are sent to the Conference membership at least forty-five (45) days prior to June 30, for voting by mail prior to June 15, and attest to the results by June 30.

Sec. (e) 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.

ARTICLE 6 - MEETINGS

Sec (a) The Conference shall hold not less than two full membership meetings each year, one of which shall be in the late Winter and the other in the Fall. These meetings will be called by the Executive Director upon the approval of the Chair of the Board and the Executive Committee.

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ARTICLE 7 - COMMITTEES

Sec (a) There shall be six standing committees, the chair of which, with the exception of 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 Conference membership:

Advisory
Communication
Dredging Policy
Finance
Membership
Nominating
Sponsorship

The Treasurer shall serve as Chair of the Finance Committee. 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 be appointed by the Chair of the Board from among the members of the Board, or from the Conference membership. In the latter instance, such appointed chairs will be ex-officio Board members for the terms of their chairmanships.

Sec. (b) To further the Conference'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. (c) To further the Conference's objectives under Article 2, Section (c), the Executive Director shall each year develop a Legislative Policy Statement covering the scope of state and federal issues of interest to the Conference. The Legislative Policy Statement(s) shall be reviewed and approved by the Board at the Fall meeting. The Board may 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 to seek their consent on legislative positions, insofar as is practical and the exigencies of the legislative process permit.

ARTICLE 8 - VOTING

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

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ARTICLE 9 - AMENDMENTS

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

By a two-thirds affirmative vote of the Conference 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. Or in the alternative, the Board may propose an amendment to the By-Laws at any time and the vote thereon shall be taken by mail ballot, according to arrangements approved by the Board. A two-thirds vote of the Conference members shall be required to amend the By-Laws when balloting is by mail, provided that the number of return in total, is equal to no less than 75 percent of the current Conference members of record entitled to vote, and received within thirty (30) days of the date mailed to the Conference members.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

Sec (a) The rules contained in the current edition Robert's Rules of Order, Newly Revised, shall govern the Conference 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 Conference may adopt.