

Revised and Restated Bylaws for the
Marine Exchange of the San Francisco Bay Region
(Marine Exchange),
a California Nonprofit Mutual Benefit Corporation

Updated July 7, 2025

Bylaws

1. **Purpose:** The purposes of the Corporation shall be those set forth in the Articles of Incorporation of the Corporation, as may be amended from time to time.
2. **Non-profit Status:** This corporation is a California nonprofit mutual benefit corporation.
3. **Offices**
 - 3.1. The principal office is in Emeryville, California. The Board may change the location at its discretion.
 - 3.2. The Board may establish branch or subordinate offices anywhere the corporation is qualified to act.
4. **Membership**
 - 4.1. Membership eligibility is open to each of the following classes provided they are involved in marine transportation or in activities integral to the maritime supply chain, subject to Executive Director approval.
 - 4.1.1. Individual: A single person joining in their personal capacity.
 - 4.1.2. Company: A private-sector, for-profit business, or commercial enterprise.
 - 4.1.3. Public Body: A governmental, quasi-governmental agency, non-profit, or publicly funded entity.
 - 4.1.4. Honorary: An individual or entity granted membership, typically in recognition of distinguished service or significant contribution.
 - 4.2. Membership applications must be in writing or by electronic submission and submitted to the Executive Director.
5. **Dues and Contributions**
 - 5.1. There is no admission or initiation fee.
 - 5.2. Membership dues are determined by the Executive Director and approved by the Board.
 - 5.3. Additional charges may apply for members receiving special services or information.

6. Resignation of Members

- 6.1. Members may resign by paying all outstanding dues and submitting written notice to the Executive Director.
- 6.2. Members who fail to pay dues may have their membership canceled.

7. Representation

- 7.1. Individual members have one vote.
- 7.2. Company and Public Body members have one vote with the equivalent strength of five individual votes.
- 7.3. Honorary members are not required to pay dues and do not have voting privileges.

8. Meetings of Members

- 8.1. General and annual meetings are scheduled by the Board.
- 8.2. Annual meeting notices must be sent at least two weeks in advance.
- 8.3. Special meetings may be called by the President or upon written request of five or more members. At least 24 hours' notice is required.
- 8.4. Quorum requirements.
 - 8.4.1. General meetings: 20 members.
 - 8.4.2. Special group meetings: those present.
 - 8.4.3. Committee meetings: majority of members present.

9. Board of Directors (the Board)

- 9.1. The Board is responsible for administering the corporation in accordance with the Articles of Incorporation and these Bylaws.
- 9.2. The Board consists of 15 elected Directors and the immediate past-President, if applicable.
- 9.3. Directors serve four-year terms.
 - 9.3.1. Directors may serve two full terms if reelected.
 - 9.3.2. Directors appointed to fill mid-term vacancies may still serve two full elected terms.
- 9.4. Directors who fail to attend two consecutive regular meetings without prior notice are automatically removed.

- 9.5. Regular (Term-End) Director Vacancies.
 - 9.5.1. Occur when a Director completes a full term.
 - 9.5.2. Filled through election by the full Marine Exchange membership.
 - 9.5.3. Nominations and election procedures are described in Sections 9.7 and 9.8.
- 9.6. Mid-Term Vacancies:
 - 9.6.1. Occur when a Director resigns or is removed before completing a term.
 - 9.6.2. Filled by majority vote of the Directors at a regular or special Board meeting.
- 9.7. Board Election Process:
 - 9.7.1. President appoints a Nomination and Election Commission with at least three Directors.
 - 9.7.2. Nomination period opens immediately following appointment of the Commission.
 - 9.7.3. Executive Director and all Directors may nominate candidates.
 - 9.7.4. Nominating Director emails the Commission with name of nominee, rationale including qualifications, background, and suitability.
 - 9.7.5. Another Director must second the nomination by email to the Commission.
 - 9.7.6. Nominee must email the Commission with a resume and statement affirming willingness to be considered.
 - 9.7.7. The total number of valid nominees must be no fewer than the number of Director vacancies and no more than twice the number of vacancies.
- 9.8. Ballots must include nominee names, titles, and affiliations.
 - 9.8.1. Ballots sent electronically on August 1.
 - 9.8.2. Ballots due by 1700 Pacific Time on August 31.
 - 9.8.3. Results announced at the September Board meeting.
- 9.9. New Directors are seated, and Officers elected at the September Board meeting.

- 9.10. The President may appoint committees with consent of the Executive Committee.
- 9.11. The Board oversees all operations, services, staffing, and finances.
- 9.12. The Board serves without compensation.

10. Meetings of the Board of Directors

- 10.1. Regular meetings are held quarterly.
 - 10.1.1. Directors may attend in person or virtually using a trusted platform.
 - 10.1.2. Cameras and microphones must be active for virtual attendance.
 - 10.1.3. Online votes may be cast verbally or visually.
- 10.2. Special meetings may be called by the President or by three or more Directors.
- 10.3. A quorum is eight (8) Directors.
- 10.4. Appropriations (except for regular expenses) require eight (8) affirmative votes.

11. Officers of the Corporation

- 11.1. Officers include President, three Vice Presidents, and Treasurer.
- 11.2. Officers, with consideration for nominations from the Nomination and Election Commission, are elected by the Board for a four-year term starting October 1.
- 11.3. Officers serve as ex-officio Directors.

12. Duties of Officers

- 12.1. President
 - 12.1.1. Must have served at least one year as a Director.
 - 12.1.2. Serves as ex-officio member of all committees.
 - 12.1.3. Chairs meetings of the Board and Marine Exchange membership.
- 12.2. Vice Presidents
 - 12.2.1. Serve in order of designation when the President is absent or disabled.

12.2.2. Perform duties as assigned by the Board.

12.2.3. Vacancies are filled by Board vote.

12.3. Treasurer

12.3.1. Reviews and reports on finances quarterly.

12.3.2. Overseas an annual financial review.

12.4. Executive Director

12.4.1. Appointed by the Board.

12.4.2. Carries out Board policies and programs.

12.4.3. Primarily responsible to the President.

12.4.4. Manages meetings, records, and membership.

12.4.5. Serves as Corporate Secretary and attends all meetings.

13. Indemnification

13.1. The Directors, Officers, and employees of this corporation, upon written request, shall be entitled to indemnification by this corporation in the event the Director, Officer or employee is named, or is threatened to be named, as a party to a proceeding.

13.2. Indemnification follows California Corporations Code Section 5238.

14. Order of Business: Meetings follow Robert's Rules of Order unless otherwise specified.

15. Budget and Reserve Funds

15.1. Budget is presented to the Board by the Officers at the first Board meeting of each fiscal year.

15.2. The fiscal year starts July 1.

15.3. Excess funds are credited to reserves.

15.4. Treasurer reviews budget monthly and reports to the Board.

16. Amendment of Bylaws: Bylaws may be amended by a two-thirds vote of the Board.