

**NATIONAL MARINE ELECTRONICS ASSOCIATION, INC.
BYLAWS**

Adopted October 26, 2002
Amended June 7, 2003
Amended November 15, 2004
Amended January 14, 2017

ARTICLE I. IDENTIFY, PURPOSE & OFFICES

Section 1. Name

The name of this corporation is the National Marine Electronics Association, a not-for-profit corporation, herein referred to as the “**Corporation**”, the “**Association**” or “**NMEA or NMEA-MD**”.

Section 2. Purpose

The purpose of the **Association** is to promote in a lawful and legal manner the development, education, preservation, operation and general welfare of the marine electronics industry.

Section 3. Predecessor Associations

The **Association** is the surviving corporation of a corporate merger of the National Marine Electronics Association, a North Carolina not-for-profit corporation (“**NMEA-NC**”) into the National Marine Electronics Association, Inc., a Maryland not-for profit corporation (“**NMEA-MD**”). Previously, (effective December 29th, 1995), NMEA-NC was the surviving corporation of a corporate merger of The National Marine Electronics Association, Inc., a Rhode Island not-for-profit corporation (NMEA-RI) into (NMEA-NC).

Section 4. Principal Office

The principal office of the **Corporation** shall be located in Severna Park, Maryland, or such other place as the Board of Directors may from time to time determine.

Section 5. Registered Office

The registered office of the **Corporation** shall be maintained within the State of Maryland but need not be identical with the principal office.

Section 6. Other Offices

The **Corporation** may have offices at such other places either within or without the State of Maryland as the Board of Directors may from time to time determine.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

1.1 Membership in the **Association** shall consist of those members who have met the qualifications and requirements for their respective categories of membership. Applications for Association membership, together with such fees as may be established by the Board of Directors, shall be submitted on the approved, official forms of the **Association** to the President or his designee at the principal office of the Association.

1.2 Applicants will be admitted to membership in accordance with the approved procedures as established of the Board of Directors.

1.3 In the event that an applicant for a category of membership is deemed eligible by the Board of Directors to become a member in more than one (1) membership category, then the Board's assignment of the application for consideration, in any specific category of membership for which the applicant is eligible, shall be conclusive and final.

1.4 Only one **Trade Membership, Manufacturer Membership or Dealer Membership** shall be available to any group of related companies, as determined in each instance by the Board of Directors whose decision shall be conclusive and final.

1.5 The Board of Directors may develop or modify membership categories, including the membership categories identified in Sections 2, 3, 4 and 5, of this ARTICLE II, to meet current industry requirements. Any and all changes to membership categories shall be approved by the Board of Directors and presented to the General Membership.

1.6 All members, at the time of acceptance and as a prerequisite to continued membership, must maintain their membership in good standing by meeting and continuing to meet the qualifications and requirements for membership including, adherence to the **Association's** current rules, regulations, policies, bylaws, including

without limitation, the Code of Conduct, and the timely payment of membership dues, as required by the Board of Directors. All dues of the **Association** are payable annually in advance, except as may be otherwise permitted by special arrangement.

Section 2. Voting Members

2.1. “**Trade Member**” is defined as a person, corporation (including divisions thereof), partnership or other firm or organization, whether domestic or international, engaged in the marine electronic industry and shall be eligible for consideration by the Board of Directors to become a **Trade Member** of the **Association**, with voting privileges.

2.2. “**Manufacturer Member**” is defined as a person, corporation (including divisions thereof), partnership or other firm or organization, whether domestic or international, engaged, either directly or indirectly, in the manufacture of marine electronics equipment supplies or service, tangible or intangible and shall be eligible for consideration by the Board of Directors to become a **Manufacturer Member** of the **Association**, with voting privileges.

2.3. “**Dealer Member**” is defined as a person, corporation (including divisions thereof), partnership or other firm or organization, whether domestic or international, engaged, either directly or indirectly, in the retail sale of marine electronic equipment supplies and/or services, tangible or intangible, and who routinely provides onboard service and installation, and shall be eligible for consideration by the Board of Directors to become a **Dealer Member** of the **Association**, with voting privileges.

2.4. Each **Trade Member**, **Manufacturer Member** or **Dealer Member** shall appoint and notify the **Association** of a “**Designated Representative**” with authorization to receive all official **Association** notices and exercise the voting privileges of the **Trade Member**, **Manufacturer Member** or **Dealer Member**. Each such **Member** shall be responsible for maintaining current registration of its **Designated Representative** with the Principal Office of the **Association** in accordance with such procedures as may be established.

2.5 The Board of Directors may establish policies to specify the criteria for membership categories.

Section 3. Associate Members

A person, corporation (including divisions thereof), partnership or other firm or organization having a general interest in the marine electronics industry, but not qualifying to become a **Trade Member**, **Manufacturer Member** or **Dealer Member**

shall be eligible for consideration by the Board of Directors to become an **Associate Member**, without voting privileges, of the **Association**.

Section 4. Retired Members

An individual who has been, but is no longer, actively involved in the marine electronics industry shall be eligible for consideration by the Board of Directors to become a **Retired Member**, without voting privileges, of the **Association**.

Section 5. Honorary Members

The Board of Directors may confer on any individual, **Honorary Membership** in the **Association**, without payment of dues or voting privileges, on the basis of distinguished and meritorious contribution to, and continued interest in the furtherance of, the marine electronics industry and the Association.

Section 6. Rights and Privileges

6.1. Only **Trade Members, Manufacturer Members and Dealer Members** shall have voting privileges in the **Association**.

6.2 The respective categories of membership in the **Association** shall enjoy such other services, rights and privileges of membership as the Board of Directors may provide.

Section 7. Non-assignable

Memberships in the **Association** are neither assignable nor transferable and no member shall have any property rights in its membership, the Corporation or the Corporation's assets.

Section 8. Resignation

Any member may resign from membership at any time by written communication to the President.

Section 9. Suspension or Termination

9.1. Membership in the **Association** may be either suspended or terminated automatically by the President (acting pursuant to established Board of Directors policy) only for nonpayment of dues. Otherwise, suspension or termination of membership may

only be effected by the Board of Directors “**for cause**” pursuant to the provisions of this Section 9.

9.2. Suspension or termination “**for cause**” is defined as the violation of the established rules, regulation, policies or bylaws, including, without limitation, the Code of Conduct of the Association, or other conduct prejudicial to the interests of the **Association** or marine electronics industry.

9.3. Suspension or termination of membership “**for cause**” shall be effected by at least a two thirds (2/3) vote of the entire sitting membership of the Board of Directors; provided that a statement of charges has been sent by certified or registered mail, return receipt requested, to the member at his or her last known address at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a Notice of the time and place a meeting of the Board of Directors at which the charges shall be considered and informing the member of the right and opportunity to appear in person and/or be represented by counsel to present any defense to such charges before any action is taken thereon.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

1.1. The Annual Meeting of the membership of the **Association** shall be held at the time and place designated by the Board of Directors.

1.2. The Order of Business for the Annual Meeting of the membership shall be as follows:

- I. Call to Order
- II. Approval of Minutes of Previous Meeting
- III. Financial Report
- IV. Report of the President
- V. Other Business
- VI. Adjournment

Section 2. Regular Meetings

Regular meetings of the membership shall be held at such times and place determined by the Board of Directors.

Section 3. Special Meetings

Special Meetings of the membership may either be called by: (i) the Board of Directors; or (ii) the President upon the written request of at least ten percent (10%) of the voting membership of the **Association**, in which event the President shall fix the time and place. The transaction of business at Special Meetings shall be limited to the purpose and matters specifically referred to in the Notice of the Special Meeting.

Section 4. Notice

4.1. Not less than ten (10) days before each meeting of the membership, the President shall give notice of the meeting, in writing or by electronic transmission, to each member stating the time and place of the meeting and the means of remote communication, if any, by which members may be deemed present in person and may vote at the meeting. In the case of a Special Meeting or as otherwise may be required by statute, the notice shall state the purpose for which the meeting is called.

4.2. Any business of the **Association** may be transacted at an Annual or Regular Meeting of the membership without being specifically designated in the Notice, except such business as is required by any statute to be stated in the Notice. No business shall be transacted at a Special Meeting of the membership except as specifically designated in the Notice.

4.3. Any member entitled to Notice may waive Notice of any meeting of the membership, either before or after the meeting, in writing and delivered to the Principal Office of the Association for inclusion in the minutes of the meeting.

Section 5. Quorum

A minimum of eight percent (8%) of the voting membership body, present in person or by proxy, shall constitute a quorum for the transaction of any business at meetings of the membership.

Section 6. Organization

At every meeting of the membership, the Chairperson of the Board, if there be one, shall conduct the meeting or, in the case of a vacancy in office or absence of the Chairperson, one of the following Officers shall act as Chairperson and conduct the meeting in the order stated: the Vice Chairperson, First Past Chairperson, the Second Past Chairperson, or a chairperson chosen by the majority of the **Trade Members**, **Manufacturer Members** or **Dealer Members** present in person or by proxy.

Section 7. Proxies

Member may vote either in person, or, alternatively, by written proxy pursuant to such rules and regulations as may be established by the Board of Directors.

Section 8. Rules of Order

The Board of Directors may designate any widely recognized and accepted “Rules of Order” to govern the procedures at meetings of the membership to the extent that they do not conflict with these bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall manage the business and affairs of the **Association**. The Board shall adopt such policies, rules and regulations for the conduct of the **Association** as it determines to be in the best interests of the **Association**.

Section 2. Members

2.1. The Board of Directors shall consist of: (i) the Chairperson, Vice Chairperson, Secretary and Treasurer, all *ex officio*; (ii) no less than three (3) directors elected by and from the Manufacturer Membership body ; (iii) no less than three (3) directors elected by and from the Dealer Membership body ; (iv) and the two (2) immediately preceding Chairpersons of the Association, *ex officio*, (“First Past Chairperson” and “Second Past Chairperson”, respectively). In any given year, the entire body of the Board of Directors shall not exceed 17 persons.

2.2 The following person shall serve as *ex officio*, non-voting member of the Board of Directors: the President of the Corporation.

Section 3. Terms of Office

The term of office for the Chairperson Director and each Director, Manufacturer Director and Dealer Director shall be three (3) years, on a staggered term basis, with such adjustments, as practicable in the full terms of the respective offices as the Board of Directors may deem necessary for the purpose of electing one-third of the Manufacturer Directors and one-third of the Dealer Directors in each year. The full term for each of the offices of First and Second Past Chairpersons, both *ex officio*, shall be two years (2), with automatic transition of office from Chairperson to First Past Chairperson, and from

the office of First Past Chairperson to Second Past Chairperson upon the assumption of office by of each newly elected Chairperson, as provided in Section 10.3 of ARTICLE V.

Section 4. Regular Meetings

Regular Meetings of the Board of Directors shall be held at such time and place as determined by the Board. It is expected that all directors obligate themselves to fulfill the requirements of their position. One is that they attend all meetings of the Board. The sitting board shall designate these requirements and determine if any disciplinary action is needed.

Section 5. Special Meetings

Special Meetings of the Board of Directors may be held upon the call of the Chairperson, or upon written request of a majority of the members of the Board.

Section 6. Telephonic Meetings

Subject to the call and notice provisions of this ARTICLE IV, a Regular or Special Meeting of the Board of Directors may be conducted by telephone conferencing or through the use of any other means of telephonic or electronic communication by which all directors participating may simultaneously hear and address each other during the meeting. Such participation shall constitute presence in person at the meeting.

Section 7. Notice

7.1 Notice of Regular and Special Meetings of the Board of Directors duly called as provided in this ARTICLE IV shall be given by the President by mail postage prepaid, courier, telephone, facsimile transmission or electronic transmission at least thirty (30) days prior thereto, together with a copy of such Notice addressed to each member of the Board at the residence, place of business, facsimile, electronic or other address provided by the member as the same may appear on the books and records of the **Association**. Notices of Special Meetings shall state the purpose (s) of the meeting.

7.2 Any director may waive Notice of any meeting of the Board of Directors either before, or after, the meeting in writing. Such Notice shall be delivered to the President at the principal office of the Association for inclusion in the minutes of the meeting.

Section 8. Quorum

8.1 A majority of sitting members of the Board of Directors shall constitute a quorum at all meetings of the Board.

8.2 A director participating in any meeting of the Board of Directors shall be deemed to be present in person at the meeting, and in the absence of a written dissent delivered to the Secretary, shall be presumed to have assented to the meeting.

Section 9. Voting

Unless otherwise provided by law, in these bylaws or by any Rules of Order which may be adopted by the Board of Directors, all actions of the Board may be determined by a majority of the votes cast at any meeting of the Board at which a quorum is present.

Section 10. Written Consent by Directors

Any action required, or permitted, to be taken at any meeting of the Board of Directors may be taken without a meeting, if consent in writing to such action is signed by each director and filed with the minutes of proceedings of the Board.

Section 11. Elections

11.1. Generally, vacancies on the Board of Directors arising due to expiring terms will be filled annually by the entire voting membership body. The Board of Directors (acting as a nominating committee) shall nominate eligible **Members** for election to the office of Director. The President shall verify that all nominees meet the requirements of the position and subsequently send by mail or electronic transmission an election ballot containing: the names of the nominees; provision for “write-in” candidates; and appropriate ballot instructions, to each **Member** not less than thirty (30) days prior to the designated election date. Each eligible **Member** shall be entitled to one (1) vote for each Director position up for election. The ballots shall be cast either by mail, certified electronic means, or facsimile transmission and timely received by the President, as required by the ballot instructions. A plurality of all the votes cast for the candidate shall be sufficient to elect that candidate to the office of Director. In the event of a tie vote, a “run-off” election shall be held among the candidates receiving the same highest number of votes.

11.2. The Board of Directors may adopt such alternative election procedures to those contained in Section 11.1 above in any year as may be necessary for the purpose of

effecting staggered terms of office for the Directors, as provided in Section 3 of this ARTICLE IV.

Section 12. Vacancy

Should for any reason, a vacancy arise in the office of any Director before the end of the full term of office, the Board of Directors may appoint a successor director to fill the unexpired term.

Section 13. Subsidiary and Supporting Organization Directors

The Board of Directors shall appoint the members of the Board of Directors of each wholly-owned corporation of the Association at the appropriate times and instruct the appropriate officers and directors of each such subsidiary corporation to hold an appropriate meeting thereof and to request a unanimous ballot for the election of the respective directors appointed by the Board of Directors of the **Association**. The Board of Directors shall elect or appoint such directors and officers of any non-profit supporting organizations as the **Association** may have authority to elect or appoint; and the Chair shall notify the supporting organization of the individuals elected or appointed.

Section 14. Executive Committee

14.1. The Executive Committee shall consist of the: Chairperson, Vice Chairperson, Treasurer and Secretary, all *ex officio*, and up to two (2) other directors nominated by the Chairperson and appointed by the Board of Directors. Meetings of the Executive Committee may be called by the Chairperson 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 IV, Section 6.

14.2. 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 15. Committees

15.1. The Board of Directors shall appoint a finance committee and may designate or develop such other specific committees as needed to meet the goals and objectives of the **Association**. The committees will be organized according to policies

established by the Board of Directors and will proceed according to the areas assigned to them.

15.2. The Board of Directors may appoint two or more members of the **Association** to constitute such other “**Member Committees**” as it may deem appropriate, each of which shall perform such function as specified by the Board, but without authority to contractually obligate the Association in any way with respect to third parties.

15.3. The provisions of this ARTICLE IV governing meetings, written consent, telephonic meetings, waiver of Notice, quorum, and voting requirements shall generally apply, as appropriate, to all Board Committees and Member Committees.

Section 16. Resignation and Removal

16.1. Any elected director may resign from office at any time, and may be removed from office “**for cause**”, as defined in Section 9.2 of ARTICLE II of these bylaws, by the Board of Directors.

16.2. Removal of a director “**for cause**” shall be effected by at least a two thirds vote of the entire sitting membership of the Board of Directors, provided that a statement of charges has been sent by certified or registered mail, return receipt requested, to the director at his or her last known address at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a Notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and informing the director of the right and opportunity to appear in person and/or be represented by counsel to present any defense to such charges before any action is taken thereon.

ARTICLE V. OFFICERS

Section 1. Elected Officers

1.1. The member elected officer positions of the Association shall be: the Chairperson of the Board, Vice Chairperson, Treasurer and Secretary. The First Past Chairperson and Second Past Chairperson are both ex officio officers, who automatically assume their respective office as provided in Section 9.2 of this ARTICLE V. One or more of the elected officers will be elected each year, with the terms of office and beginning years of the terms of office of each established pursuant to Section 9.1 of this ARTICLE V.

1.2. Any Trade Member, Manufacturer Member, or Dealer Member shall be eligible to serve in office of Chairperson, Vice Chairperson, Treasurer or Secretary. The respective offices of Secretary and Treasurer may be combined by the Board of Directors in any year, so that one elected, Trade Member, Manufacturer Member, or Dealer Member holds both offices.

1.3. Each elected officer shall hold office until his or her successor is elected and qualified or until death, resignation or removal in the manner herein provided.

1.4. Only eligible Members who have previously served as either Vice Chairperson, Treasurer or Secretary shall be eligible to serve in the office of Chairperson.

Section 2. Appointed Officers

The Board appointed officer positions of the **Association** shall be: the President and such assistant officers, such as Assistant Treasurer and Assistant Secretary, 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.

Section 3. Chairperson of the Board

The Chairperson of the Board shall be the principal executive officer of the **Association** and, subject to the greater authority of the Board of Directors, shall supervise the management of the **Association** between meetings of the Board and Executive Committee and generally perform all duties incident to the office, all in accordance with these bylaws. The Chairperson shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

Section 4. Vice Chairperson

The Vice Chairperson shall perform such duties as from time to time may be assigned by the Chairperson or the Board of Directors. In the absence of the Chairperson, unless otherwise determined by the Board, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of the office of Chairperson.

Section 5. First and Second Past Chairpersons

The First Past Chairperson and the Second Past Chairperson, respectively, shall assist the Chairperson of the Board, as requested, in the management of the **Association**

and the duties incident to the office of Chairperson. Each shall have such other responsibilities and duties as may be assigned to him or her by the Board of Directors.

Section 6. President

The President shall be the full time, chief administrative officer of the **Association** appointed by, and responsible to, the Board of Directors, and employed by the Association. The President shall manage the day-to-day operations of the **Association**, supervise the staff and assist the Chairperson, Vice Chairperson, Treasurer and Secretary in the furtherance of their responsibilities, including the specific responsibilities of the Treasurer and Secretary as stated in Sections 6 and 7 of this ARTICLE V. The President shall manage and direct the functions and activities of the **Association** and perform such other duties as may be specified by the Board. The President shall receive such compensation and benefits as mutually determined.

Section 7. Treasurer

The Treasurer shall be the chief financial Officer of the **Association** and exercise oversight of the President with respect to responsibility for the: custody , receipt, deposit; disbursement and management of all funds and securities of the **Association**; maintenance of appropriate accounting records; submission of such reports and tax returns to authorities as required by law; and presentation of accurate financial reports and statements to the Board of Directors as it may require and to the membership body at membership meetings and at such other times as the Board may require.

Section 8. Secretary

The Secretary shall exercise oversight of the President with respect to responsibility for the: books and records of the **Association**; minutes of the proceedings of all meetings of the membership and the Board of Directors; the issuance of all Notices required by law and these bylaws and such other duties as may be assigned from time to time by the Chairperson or the Board of Directors.

Section 9. Terms of Office

9.1. The full term of each elected officer position shall be for three (3) years, subject to increase or decrease by the Board of Directors in any election year, for the purpose of effecting staggered terms of office and continuity of **Association** leadership; except, however, that the full terms of the Chairperson of the Board and Vice Chairperson shall begin on the same date.

9.2. The full term of each of offices of First Past Chairperson and Second Past Chairperson shall be two (2) years.

9.3. The full term of office of each appointed officer position shall be for such period as the Board of Directors may determine at the time of appointment.

Section 10. Elections

10.1. The Board of Directors, with such committee assistance as desired, shall act as a Nominating Committee for the election of the elected officer positions each year, either as a group of all four positions each year or, alternatively, a lesser number than four in any year, so as to achieve a staggered terms of offices for purposes of continuity of leadership.

10.2. The balloting and election procedures for the elected officer positions shall be the same as those set forth in Section 11 of ARTICLE IV.

10.3. Each year that a new Chairperson is elected to replace the current Chairperson and assumes office, the replaced Chairperson shall automatically assume the office of First Past Chairperson, *ex officio*, and the replaced First Past Chairperson shall automatically assume the position of Second Past Chairperson, *ex officio*, thus succeeding the replaced Second Past Chairperson, who shall no longer serve in a chairperson position.

Section 11. Vacancy

Should for any reason, a vacancy arise in an officer position before the end of the full term of office, the Board of Directors may appoint a qualified successor officer to fill the unexpired term.

Section 12. Resignation and Removal

12.1. Any elected officer may resign from office at any time; and may be removed from office, only “for cause” upon a two-thirds vote of the entire sitting membership of the Board of Directors.

12.2. Removal “**for cause**” shall be effected by at least a two-thirds vote of the entire sitting membership of the Board of Directors, provided that a statement of charges has been sent by certified or registered mail, return receipt requested, to the elected officer at his or her last known address at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a Notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and

informing the elected officer of the right and opportunity to appear in person and/or be represented by counsel to present any defense to such charges before any action is taken thereon

12.3. Subject to any existing contractual rights, any appointed officer may resign from office at any time, and may be removed from office without cause, upon a favorable majority vote of the Board of Directors.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the **Corporation** and such authority may be general or confined to specific instances. Any agreement, deed, mortgage, lease or other document shall be valid and binding upon the **Corporation** when authorized or ratified by action of the Board of Directors and executed by an authorized person.

Section 2. Checks and Drafts

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the **Corporation** shall be signed by such officer or agent of the **Corporation** in such manner as shall from time-to-time be determined by the Board of Directors.

Section 3. Deposits

All funds of the **Corporation** not otherwise employed shall from time-to-time be deposited to the credit of the **Corporation** in such banks, trust companies and other depositories as the Board of Directors may designate.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Compensation

No officer or Director, other than the President, shall be compensated for his or her services by the **Association**. The Board of Directors may authorize the reimbursement of out-of-pocket expenses incurred by any officer or Director in attending **Association** meetings and otherwise in the performance of **Association** affairs. This Section does not preclude a Director or a company with which a Director is affiliated or has an ownership

interest in from entering a contractual agreement to provide specific goods or services to the **Association**, provided the Director has made a full disclosure to the Board of Directors of his or her interest in the transaction, the transaction is fundamentally fair to the **Association**, and the Director does not participate in the discussion, vote, or decision whether to approve the transaction.

Section 2. Amendments and Waivers of the Bylaws

2.1 These bylaws may be altered, repealed or otherwise amended by a majority vote of the entire sitting Board of Directors, provided however, that: the Notice of the meeting of the Board of which the Amendment is to be voted upon clearly states the proposed amendment, or a summary thereof, its general nature and purpose and that the proposed amendment will be voted upon at the meeting; and a copy of such Notice is given concurrently to each voting **Member** of the **Association**.

2.2. The bylaws of this **Association** and the bylaws of any wholly-owned subsidiary for which the **Association** establishes the bylaws 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 each voting **Member** of the **Association** and included on the agenda of the meeting; and (ii) upon a favorable two-thirds vote of the Board of Directors in session.

Section 3. Fiscal Year

The fiscal year of the **Corporation** shall end on December 31 or each calendar year, but shall be subject to change by a duly adopted resolution of the Board of Directors.

ARTICLE VIII. IDEMNIFICATION

Section 1. Indemnity

To the maximum extent permitted by law in effect from time-to-time, the **Corporation** shall indemnify 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 to: (1) any individual who is present or former director or officer of the Corporation and who is made a party to the proceeding by reason of his or her service in that capacity or (ii) any individual who, while a director of the **Corporation** and at the request of the **Corporation**, serves or has served as a director, officer, partner or trustee of another corporation, real estate investment

trust, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made a party to the proceeding by reason of his or her service in that capacity. The **Corporation** may, with the approval of the Board of Directors, provide such indemnification and advance for expenses to a person who served a predecessor of the **Corporation** in any of the capacities described in (i) or (ii) above and to any employee or agent of the **Corporation** or a predecessor of the **Corporation**.

Section 2. Survival

Neither the amendment nor repeal of this ARTICLE, nor the adoption or amendment of any other provision of the bylaws or charter of the **Corporation** inconsistent with this ARTICLE, 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.

ARTICLE IX. CODE OF CONDUCT

To be considered a member of NMEA in good standing, a member shall:

- Uphold and abide by the by-laws and decisions of NMEA.
- Pay all dues within the described time limits.
- Uphold all NMEA Manufacturer Members product warranties.
- Conduct business in accordance with the Federal, State, and local law, and ensure all marketing and service policies and procedures are fair and reasonable.
- Provide information (if applicable) so the purchaser can be fully informed about the product and its application(s).
- Assist and cooperate with fellow members of NMEA and actively promote and support NMEA in the public sector for the benefit of the marine electronics industry as a whole and to the best interest of the end user in general.
- Actively support, to the best of the member's ability, NMEA volunteer committees and activities as may be adopted by NMEA, including the annual NMEA Conference and Expo.
- Actively support, to the best of the member's ability, any of NMEA's education and certification programs as may be adopted by the Association.

It shall be the responsibility of the Board of Directors, by periodic review, to assure the membership's compliance to the above tenets and take appropriate action, where required, in the best interests of NMEA.