

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

Adopted October 26, 2002
Amended June 7, 2003
Amended November 15, 2004
Amended January 14, 2017
Amended February 22, 2023
Amended September 17, 2023

ARTICLE I. IDENTITY, PURPOSE & OFFICES

Section 1. Name

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

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

Section 4. Principal Office

The principal office of the **Corporation** (the “**Principal Office**”) 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 The membership of the **Association** (“**Membership**”) shall consist of those members (“**Members**”) who have met the qualifications and requirements for their respective categories of Membership. Applications for **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.

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

1.3 In the event 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 of Directors’ 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 Membership position as a **Trade Member, Manufacturer Member, Dealer Member, or Boat Builder Member** 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. All changes to **Membership**

categories approved by the Board of Directors shall be 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 in Article IX, and the timely payment of Membership dues, as required by the Board of Directors.

1.7 All dues of the **Association** are payable annually in advance, except as may be otherwise permitted by special arrangement approved by the Board of Directors.

1.8 Any former Member, the Membership of which was terminated pursuant to the provisions of Section 9, shall not be eligible to become a Member except by reinstatement pursuant to the provisions of Section 9.4.

Section 2. Voting Members

2.1. “**Trade Member**” is defined as boat & engine dealers, retailers (in store and on-line), distributors, resellers, boatyards, marinas, independent installers, industry sales representatives, marine surveyors, and similar businesses that are involved with the marine electronics 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 business involved directly in the manufacture of marine electronic equipment, software, apps, and/or supplies 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 marine electronics business that routinely provides sales, service, and installation of marine electronics. The primary business activity and source of income for a Dealer Member must be from the sales, installation, and service of marine electronics. The business must utilize a currently-certified NMEA electronics installer (as the requirements for such certified installer may be further specified by the Board of Directors) for installations, and shall be eligible for consideration by the Board of Directors to become a **Dealer Member** of the **Association**, with voting privileges.

2.4 “**Boat Builder Member**” is defined as a boat or ship building facility that routinely installs marine electronics and shall be eligible for consideration by the Board

of Directors to become a **Boat Builder Member** of the **Association**, with voting privileges.

2.5. Each **Trade Member, Manufacturer Member, Dealer Member or Boat Builder 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, Dealer Member or Boat Builder Member**, as applicable. Each such **Member** shall be responsible for maintaining current registration of its **Designated Representative** with the Principal Office in accordance with such procedures as may be established.

2.6 The Board of Directors may establish policies to specify the criteria for Membership categories.

Section 3. Associate Members

“**Associate Member**” is defined as any individual, with a general interest in the marine electronics industry, but not qualifying to become a Member in any other class of Membership. Associate Members do not have voting rights in Association matters.

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, Dealer Members and Boat Builder 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. Memberships Not Assignable

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

Section 8. Resignation

Any Member may resign from Membership at any time by written Notice to the President.

Section 9. Termination and Reinstatement

9.1. Membership in the **Association** may be terminated by the President (acting pursuant to established Board of Directors policy) only for nonpayment of dues. Otherwise, termination of Membership may only be effected For Cause by the Board of Directors pursuant to the provisions of this Section 9.

9.2. For purposes of these bylaws, "**For Cause**" is defined as the violation of the established rules, regulation, policies or bylaws, including, without limitation, the Code of Conduct in Article IX, or other conduct prejudicial to the interests of the **Association** or marine electronics industry.

9.3. Termination of Membership **For Cause** shall be effected by at least a two-thirds (2/3) vote of the entire 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.

9.4. Membership may be reinstated by at least a two thirds (2/3) vote of the entire Board of Directors.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

1.1. The annual meeting ("**Annual Meeting**") of the **Association** Membership 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 (“**Regular Meetings**”) shall be held at such times and place determined by the Board of Directors.

Section 3. Special Meetings

Special meetings of the Membership (“**Special Meetings**”) may 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 to each Member’s Designated Representative 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 law, 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 Meeting or Regular Meeting without being specifically designated in the Notice, except such business as is required by any law to be stated in the Notice. No business shall be transacted at a Special Meeting except as specifically designated in the Notice.

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

4.4 For purposes of these bylaws, “**Notice**” means notice by mail postage prepaid (three days after sending), courier (when delivered), or electronic transmission (when sent). In the case of Notice from the Association to a Member, Notice shall be deemed appropriately sent when sent to the appropriate contact information for such Member’s Designated Representative in the records of the Principal Office.

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, 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, Past Chairperson, or a chairperson chosen by the majority of the **Trade Members, Manufacturer Members, Dealer Members or Boat Builder Members** present in person or by proxy.

Section 7. Proxies

Members 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 of the **Association** (the “**Board of Directors**”) shall manage the business and affairs of the **Association**. The Board of Directors 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) no less than three (3) directors elected by and from the Trade Membership body; and (v) the immediately preceding Chairperson of the Association, *ex officio* (“**Past Chairperson**,” and each person on the Board of Directors, a “**Director**”). In any given year, the entire body of the Board of Directors shall not exceed 17 persons. The discretion to increase the number of members of the Board of Directors in categories (ii), (iii), (iv), and (v) (as described in the first sentence of this Section 2.1) beyond the minimums stated above lies with the Board of Directors, and the rules and procedures of Section 11 shall be applied to fill such new positions.

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

2.3. In the event that a single person is or could be treated as a member of the Board of Directors in more than a single capacity (e.g., as both Secretary and Treasurer), such person shall have no more than one vote on the Board of Directors.

Section 3. Terms of Office

Each respective term of office begins on January 1 of a given calendar year. The term of office for all Directors (including, for the avoidance of doubt, the Past Chairperson) 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. Directors generally may not serve more than two (2) consecutive full terms; provided, however, that in extraordinary circumstances, at the discretion of the Board of Directors, a Director may serve more than two consecutive terms.

Section 4. Regular Meetings

Regular meetings of the Board of Directors (“**Regular Board Meetings**”) shall be held at such time and place as determined by the Board of Directors. It is expected that all Directors fulfill the requirements of their position, including attending all meetings of the Board of Directors. The Board of Directors shall designate these requirements and determine if any disciplinary action is needed.

Section 5. Special Meetings

Special meetings of the Board of Directors (“**Special Board Meetings**”) may be held upon the call of the Chairperson, or upon written request of a majority of the Directors.

Section 6. Telephonic or Virtual Meetings

Subject to the call and Notice provisions of this ARTICLE IV, a Regular Board Meeting or Special Board Meeting may be conducted by telephone, virtual 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 Board Meetings and Special Board Meetings duly called as provided in this ARTICLE IV shall be given by the President at least thirty (30) days prior thereto, together with a copy of such Notice addressed to each member of the Board of Directors at the residence, place of business, electronic or other address provided by the Member as the same may appear on the books and records of the **Association**. Notices of Special Board 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 for inclusion in the minutes of the meeting.

Section 8. Quorum

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

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 of Directors may be determined by a majority of the votes cast at any meeting of the Board of Directors 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 (i) consent in writing to such action is signed by the number of Directors that would be required to take such action at a meeting at which all Directors were present and such consent is filed with the minutes of proceedings of the Board of Directors, and (ii) Notice that such action was taken is promptly given to the entire Board of Directors.

Section 11. Elections

11.1. Generally, vacancies on the Board of Directors arising due to expiring terms will be filled annually by vote of the entire voting Membership body. The Board of Directors (acting as a nominating committee) shall nominate eligible **Members** (as such eligibility is determined pursuant to Section 2) 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 **Member** eligible to vote for a particular category of Director (as such eligibility is determined pursuant to Section 2) shall be entitled to vote for up to that number of applicable candidates that is equal to the number of applicable Director positions up for election. For example, if two Director positions were available in the Trade Membership category, each eligible voting Trade Member would be allowed to vote up to two (2) times, i.e., up to one (1) time for each of two (2) different Trade Member Director candidates. 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. The candidate or candidates receiving the highest number of votes shall fill the Director position or positions up for election. In the event of a tie vote for a Director position between two or more candidates, and if the result of electing all such candidates would exceed the number of Director positions up for election, a “run-off” election shall be held among such candidates.

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 position before the end of the full term of office, the Board of Directors may appoint a successor Director to fill the unexpired term. The process for appointment shall be:

- 1) The Chairman shall nominate a person who is eligible to serve on the Board of Directors for each available vacancy;
- 2) The existing Board of Directors shall separately approve or reject each such nomination by resolution;
- 3) Should any vacancies remain, the Chairman shall follow the procedures of the prior two steps with respect to such vacancies. Should any vacancies remain after that, all remaining nominations and approvals shall be by the Board of Directors.

During a term of office, if a Director leaves employment of their respective Member company, the Board of Directors has the discretion to allow the Director a grace period of service on the Board of Directors. This grace period will be determined on a case-by-case basis and such grace period shall not be extended longer than 6 months.

Section 13. Subsidiary and Supporting Organization Directors

The Board of Directors shall appoint the body 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 Chairperson shall notify the supporting organization of the individuals elected or appointed.

Section 14. Executive Committee

14.1. The executive committee (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 or virtual 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 from the Board of Directors and may act for, and as authorized by, the Board of Directors between meetings of the Board of Directors. 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 (each, a “**Board Committee**”) 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 of Directors, 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 and virtual meetings, waiver of Notice, quorum, and voting requirements shall generally apply, as appropriate, to all Board Committees and Member Committees.

Section 16. Resignation, Removal, and Reinstatement

16.1. Any elected Director may resign from office at any time and may be removed from office For Cause, in a manner analogous to the definition of that phrase 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 (2/3) vote of the entire 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.

16.3. Directors that have been removed For Cause (i) may be reinstated by at least a two-thirds (2/3) vote of the entire Board of Directors, and (ii) are not eligible to be nominated or elected as a Director except with the approval of a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE V. OFFICERS

Section 1. Elected Officers

1.1. The Member-elected officer positions of the Association shall be: the chairperson (“**Chairperson**”), vice chairperson (“**Vice Chairperson**”), treasurer (“**Treasurer**”) and secretary (“**Secretary**”). The Past Chairperson is an ex officio officer, who automatically assumes his or her 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, Dealer Member or Boat Builder 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, Dealer Member, or Boat Builder 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 at least one of 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 of Directors.

Section 3. Chairperson

The Chairperson 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 of Directors 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 of Directors, 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. Past Chairperson

The Past Chairperson shall assist the Chairperson, as requested, in the management of the **Association** and the duties incident to the office of Chairperson. The Past Chairperson 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 of Directors. The President shall receive such compensation and benefits as determined by the Board of Directors.

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 of Directors 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 and Vice Chairperson shall begin on January 1st of the same year.

9.2. The full term of office of the Past Chairperson shall be three (3) years. After such term the Past Chairperson becomes eligible at the Board of Directors' discretion to become an Honorary Member of the Association.

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. Term Limits

10.1. Elected Officers may generally not serve more than two consecutive full terms, provided, however, that in extraordinary circumstances, at the discretion of the Board of Directors, an officer may serve more than two consecutive terms as deemed necessary.

Section 11. Elections

11.1. 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 staggered terms of offices for purposes of continuity of leadership.

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

11.3. 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 Past Chairperson, *ex officio*.

Section 12. 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 shall appoint a qualified successor officer to fill the unexpired term. The process for appointment shall be:

- 1) The Chairman shall nominate a person who is eligible to serve as such officer;
- 2) The Board of Directors shall approve or reject such nomination by resolution;
- 3) Should any vacancies remain, the Chairman shall follow the procedures of the prior two steps. Should any vacancies remain after that, all remaining nominations and approvals shall be by the Board of Directors.

During a term of office, if an officer leaves employment of their respective member company, the board has the discretion to allow the officer a grace period of service on

the board. This grace period will be determined on a case-by-case basis and such grace period shall not be extended longer than 6 months.

Section 13. Resignation, Removal and Reinstatement

13.1. Any elected officer may resign from office at any time. Any elected officer may be removed from office only **For Cause** pursuant to the provisions of this Section 13.

13.2. Removal **For Cause** shall be effected by at least a two-thirds (2/3) vote of the entire 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.

13.3. Subject to any existing contractual rights, any appointed officer may resign from office at any time, and may be removed from office For Cause or not For Cause, upon a favorable majority vote of the Board of Directors.

13.4. Elected officers that have been removed For Cause (i) may be reinstated by at least a two-thirds (2/3) vote of the entire Board of Directors, and (ii) shall not be eligible to be nominated or elected to an officer position except with the approval of at least a two-thirds (2/3) vote of the entire 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 evidence 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 by the **Association** for his or her services in such role. 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.

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 Board of Directors, provided however, that: the Notice of the meeting of the Board of Directors of which an 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; and a copy of such Notice is given 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 (2/3) vote of the Board of Directors in session.

Section 3. Fiscal Year

The fiscal year of the **Corporation** shall end on December 31 of each calendar year but shall be subject to change by a duly adopted resolution of the Board of Directors and if such other fiscal year is in compliance with applicable law.

ARTICLE VIII. INDEMNIFICATION

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 a 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 (2) 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 (1) or (2) 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 bylaws 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 an applicable purchaser (i.e., such Member's customer) 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.