

Bylaws

1. Mission Statement or Purpose:

This organization is a Non-Profit Corporation formed pursuant to the laws of the state of Washington. It is the mission of PaNNTOA (Pacific Northwest Nordic Tug Owners Association) to maximize the enjoyment of its members' Nordic Tugs and to enhance their ownership experiences by: providing assistance to other owners; sharing ideas, cruising information and local knowledge; as well as enjoying social activities with other association members.

2. Membership:

- Initial Charter Membership shall be by invitation to all known Nordic Tug owners whose vessels are kept in the Pacific Northwest (British Columbia, Washington, Oregon and Alaska).

- Co-owners of a Nordic Tug (two individuals) may hold indivisible interests in a single membership and shall pay only those fees or dues, if any, that are assessed against a single membership. For purposes of voting, only one vote shall be cast for each membership. There shall be two classes of membership as follows:

- 1) Regular Member (Voting Member): Voting Membership is limited to owners of Nordic Tugs. Regular members will be invited to all PaNNTOA functions.

- 2) Associate Member (Non-Voting Member): Persons actively aspiring to be Nordic Tug owners, previous Nordic Tug owners, persons, organizations, and corporations who wish to be associated with PaNNTOA. Associate Members would be permitted to attend the annual Rendezvous and upon approval by the Board of Directors may have their contact information included in the PaNNTOA Directory and website.

- A membership fee, as agreed upon by the Board of Directors, will be assessed each member upon joining PaNNTOA and annually thereafter. The Board of Directors may excuse an Associate Member from this dues requirement. The membership fee is due on May 1, each year.

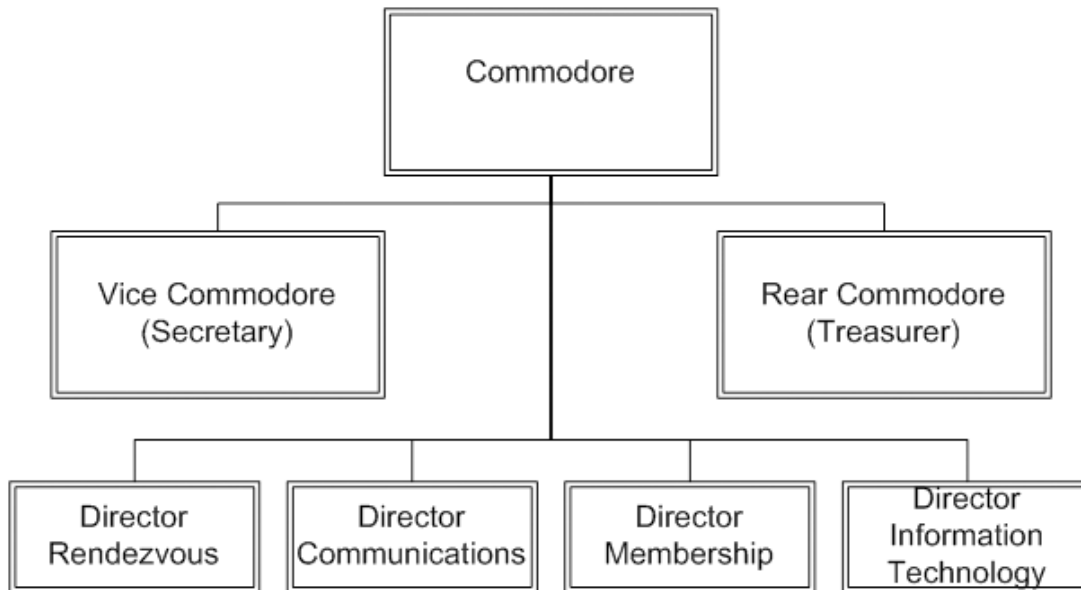
- Expulsion or suspension of membership could be for:

- 1) continued non-payment of dues at the end of 60 days following issuance of notice that dues are overdue

- 2) disorderly conduct at a meeting of the members, of the Board of Directors, or of any committee or subcommittee of PaNNTOA

The Board of Directors may hear the member's statement as to why the suspension/expulsion should not take place and decide whether or not to proceed with same.

3. Governance/Structure:



PaNNTOA is structured to carry out four main functions: annual Rendezvous, financial accountability, membership activities and membership communications. Each function shall be carried out under the leadership of an officer or a director.

- The role of the Commodore is to lead the Board of Directors and conduct those activities deemed necessary to realize the mission of PaNNTOA, as well as endeavor to realize any specific goals agreed upon at the annual membership business meeting. The Commodore conducts all meetings of the Executive Committee, the Board of Directors and the annual membership business meeting and serves as an ex-officio member of all committees.
- The role of the Vice Commodore (Secretary) is to:

- 1) prepare, distribute, and maintain the minutes of all General Membership Meetings and meetings of the Executive Committee and Board of Directors
- 2) keep and maintain for inspection by the membership the Articles of Incorporation, Bylaws, meeting minutes and Annual Reports

- The role of the Rear Commodore (Treasurer) is to:

- 1) maintain general accounting of PaNNTOA's finances
- 2) report financial status to the membership at the annual membership business meeting
- 3) facilitate corporate or other donations as may be necessary to support the mission of PaNNTOA
- 4) manage cash collections and disbursements
- 5) make, and certify, any official filings necessary to retain PaNNTOA's non-profit status in good standing
- 6) manage the transfer of signature authority for the PaNNTOA bank account

•The role of each Director shall be as assigned by the Commodore to fulfill the following responsibilities:

- 1) to plan and conduct the annual PaNNTOA Rendezvous
- 2) to facilitate membership cruises, and any other membership meetings, as may be appropriate
- 3) to maintain and distribute a current membership directory
- 4) to monitor the status of existing or prospective members regarding their meeting or retaining the requirements for PaNNTOA membership
- 5) to distribute event/meeting notices to the membership
- 6) to maintain PaNNTOA's electronic communication systems and practices (web site, social networking group page, etc.)

•The Executive Committee will consist of the Commodore, the Vice Commodore and the Rear Commodore. The Board of Directors will consist of the Executive Committee and Directors.

•Ad-hoc Committees: The Commodore may create ad-hoc committees as deemed necessary. Such committees are not considered part of the PaNNTOA governance.

4. Fiscal Year:

The fiscal year shall begin on January 1st and end on December 31st of every year.

5. Meetings:

1. Annual Membership Business Meetings

PaNNTOA shall conduct at least one Rendezvous annually, during which time the annual membership business meeting will be held. Each annual Rendezvous shall be held within 15 months of the preceding annual Rendezvous. Notice of each annual membership business meeting shall be delivered to each member of the organization by e-mail, letter or telephone not less than 60 days prior to such meeting. All matters coming before the organization membership at the annual membership business meeting shall be decided by simple majority vote of those members present. Other activities may be held throughout the year based on the desires of the members. The selection of the Rendezvous site shall be guided by the goal to have as many members participate as possible. The final decision on the Rendezvous site location and dates shall be at the discretion of the Board of Directors.

1. Board of Directors Meetings

The Board of Directors shall hold at least two regular meetings during the fiscal year. Special meetings of the Board of Directors shall be on such dates and at such times and places as the Board shall determine. Meetings may be called by the Commodore or at the request of any three members of the Board of Directors. Notice of each meeting shall be delivered to each member of the Board of Directors by e-mail, letter or telephone not less than 48 hours prior to such meeting. A quorum shall consist of a simple majority of the members of the Board of Directors. Attendance may be either in

person or by conference telephone or similar equipment. All decisions will be by simple majority vote of those attending a meeting at which a quorum is present. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the members of the Board of Directors consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors.

1. Executive Committee Meetings

Meetings of the Executive Committee shall be on such dates and at such times and places as the Executive Committee shall determine. Meetings may be called by the Commodore or at the request of any two members of the Executive Committee. Notice of each meeting shall be delivered to each member of the Executive Committee by e-mail, letter or telephone not less than 48 hours prior to such meeting. A quorum shall consist of all three members of the Executive Committee. Attendance may be either in person or by conference telephone or similar equipment. All decisions will be by simple majority vote of those attending a meeting at which a quorum is present. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all the members of the Executive Committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Committee.

6. Rules of Order:

The annual membership business meeting shall be conducted following the simplified Roberts Rules of Order. Any member may voice a motion, followed by open discussion and a decision taken based on a simple majority vote by those members present.

7. Election of Officers:

The Commodore, Vice Commodore and Rear Commodore shall be elected by a simple majority vote of the members present at each annual membership business meeting and, unless re-elected at the next succeeding annual membership business meeting, shall serve until the first day of the month following the next succeeding annual membership meeting. The Executive Committee shall in turn appoint a minimum of two (2) and a maximum of four (4) Directors. There is no limit as to the number of terms an officer may serve.

8. Incapacity of an Officer:

Should an elected Officer become incapable of fulfilling their duties for the remainder of their term, a replacement may be appointed by a majority vote of the remaining Board of Directors.

9. Changes to the By-Laws:

In order to modify these By-Laws, approval by 2/3 of the voting members present at the annual membership business meeting is required.

Adopted: 6/16/2012

William Robertson _____
Commodore

David Starrett _____
Vice Commodore

Cheryl West _____
Rear Commodore

Revision History:

Version	Change Description	Eff Date
V1.1	All New	5/23/11
V1.2	Page 1: Change dues due date from July 1 to May 1 to allow dues to be paid prior to start of cruising season.	6/16/12