

BYLAWS OF THE PORT TOWNSEND SAILING ASSOCIATION

Adopted April 1, 2006 and amended Nov 5, 2007, and January 10, 2022.

MISSION STATEMENT

The mission of the Port Townsend Sailing Association, a Washington non-profit Corporation (UBI 602 600 841) ("PTSA"), is to promote sailing on Port Townsend Bay and environs, provide opportunity for youth and adults in the Greater Port Townsend community to learn and improve sailboat handling, to promote sailboat racing, seamanship, and to preserve and celebrate the legacy of traditional wooden sailboats.

ARTICLE 1. OFFICES

The principal office of PTSA shall be its clubhouse located at Boat Haven Marina, and it's mailing address is 1240 W. Sims Way # 284 Port Townsend, WA 98368, or such other place as the Board of Directors ("Board") may designate from time to time and as published on PTSA's website (www.ptsail.org).

ARTICLE 2. MEMBERSHIP

2.1 Members

The Corporation shall have one class of membership. Membership is annual and consists of all dues paying members as reflected on the rolls maintained by the PTSA Treasurer. The minimum annual dues shall be \$40.00. However, in order for PTSA to thrive it relies on the generosity of members to pay, in accordance with their ability, commitment, dedication, and enthusiasm. PTSA maintains the following honorifics with different levels of membership:

- | | |
|-------------------------|--------------|
| • Patron | \$1,000/year |
| • Unreasonably Generous | \$500/year |
| • Manifestly Generous | \$300/year |
| • Sponsor | \$100/year |
| • Skipper | \$90/year |
| • Crew | \$40/year |

2.2 Voting

The Board may from time to time, as it deems prudent and productive, submit decisions to be made for a vote by the membership.

2.3 Qualifications for Membership

In order to qualify for membership, a person shall have an interest in the sport of sailing, must be at least fifteen (15) years of age, and must be current with all dues, fees, and other financial obligations to the Corporation. Members may have such other qualifications as may be prescribed by amendment to these Bylaws.

2.4 Non-Discrimination

Eligibility for membership shall be without regard to ethnicity, gender; sexual orientation, religion, wealth, disability, or age, except members must be 15 years of age or older.

2.5 Termination

The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

2.6 Voting Rights

2.6.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.6.2 Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has right to vote.

2.7 Annual Meeting

The annual meeting of the members shall be held in November of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

2.8 Special Meetings

The President, the Board, or not less than 10 of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.9 Place of Meetings

All meetings of members shall be held at any such place within the State of Washington designated by the President, the Board, or by members entitled to call a meeting of members.

2.10 Notice of Meetings

The Secretary or persons authorized to call the meeting shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail or by email, not less than ten (10) or more than thirty-one (31) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than ten (10) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when sent to the members at their email address of record, provided the notice is also prominently posted on the opening page of the PTSA website.

2.11 Waiver of Notice

Whenever any notice is required to be given to a member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.12 Quorum

The lesser of ten (10) members or twenty-five (25) percent of the members of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members.

2.13 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, these Bylaws, or in the notice of meeting.

2.14 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting and shall be valid only for that specific meeting, until final adjournment.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Corporation shall be managed by a Board of Directors. Following the annual meeting of the Board, and prior to the beginning of the next fiscal year, the Board shall present to the members an annual budget and membership dues and fees schedule. Upon approval by members of the aggregate amount of budgeted expenditures and member dues and fees, the Board may approve individual expenditures up to but not exceeding the aggregate amount and dues and fees up to but not exceeding the member approved amounts.

3.2 Number

The Board shall consist of ten (10) to fifteen (15) voting Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be members of the Corporation. Directors may have such other qualifications as prescribed by amendment to these Bylaws.

3.4 Election of Directors

3.4.1

Directors shall be elected each year at the annual meeting of members, to take office the following January 1. A nominating committee of three (3) members may be appointed by the President at least one (1) month before the election to solicit nominations, confirm the willingness of nominees to serve as Board members if elected, and develop a final slate of candidates. This slate shall be included in the required notice of annual meeting sent to members.

3.4.2 Voting Process

Voting shall be by voice vote and show of hands. Nominations may be made from the floor as well as by the nominating committee. Voting by proxy is allowed, but absentee ballots are not allowed.

3.5

Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years, or until her or his successor is elected, whichever is later. There are no term limits on service.

3.7 Board Meetings

The Board shall hold an annual meeting for the members in conjunction with the awards banquet usually held in November of each year. The Board shall endeavor to meet no less than once every other month to review the budget, consult with the officers on the operations of the Corporation, and transact such other business as may properly come before the Board. The Board shall specify the date, time and place for the holding of regular meetings without other notice than such resolution, duly noted in the official minutes.

Rescheduling of a regularly scheduled meeting may be done with a minimum of three (3) days notice to Directors.

3.8 Special Board Meetings

Special meetings of the Board may be called by or at the request of the President or any two Directors. Notice of a special meeting shall be given to a Director in writing or email or personal communication no less than three (3) days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

3.9 Meetings by Telephone or Video Conference

Members of the Board may participate in a meeting of such Board by means of a conference telephone, video conference, email or similar communications equipment by means of which all persons participating in the meeting can interact with each other before a final decision is made (virtual meeting).

Participation by such means shall constitute presence in person at a meeting. The Board by consensus (meaning without formal objection) may conduct any meeting virtually.

3.10 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent or e-mail setting forth the action so taken is signed, or e-mailed, by all Directors.

3.11 Waiver of Notice

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express

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purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum

A minimum of seven (7) Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

3.13 Manner of Acting

The act of the majority of the Directors in attendance at a regularly noticed meeting shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15 Removal

3.15.1 By the Membership

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.15.2 Other

The position of a Director who misses three (3) consecutive regularly scheduled meetings of the Board shall be deemed to be vacant unless such vacating is over-ridden by a vote of a majority of remaining directors.

3.16 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.17 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

3.18 Ex-Officio Directors

The position of ex-officio director or directors may be established through amendment to these Bylaws. Ex-officio Directors are encouraged to attend and participate in all Board meetings but shall not cast votes on Board motions or resolutions.

3.19 Open Meetings

Members of the Corporation are encouraged to attend meetings of the Board of Directors. All Board meetings shall be open to Members except the Board may declare executive sessions for the exclusive discussion and action on personnel matters or real property sales or purchases. Such executive sessions shall be open only to voting Board members.

3.20 Committees

The Board, by resolution adopted by a majority of the Directors in office, may establish one or more standing or temporary committees, consisting of Directors and/or members. Members of committees shall be appointed by the President for such terms as she or he determines. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of any property or assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or evoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee; (i) exceed such committee's annual budget as determined by the Directors; (k) expend in excess of \$500 on any purchase without prior approval of the Directors. Each committee shall have a chair who shall have exclusive authority to approve expenditures in furthering the purposes for which the committee has been empowered without prior approval of the Directors, but subject to the limitations of this paragraph. The authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, her or him by law.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be a President, Vice President, Chief Operating Officer, Secretary, and Treasurer. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person.

4.2 Election and Term of Office

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, she or he shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the Corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds,

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contracts, or other instruments duly approved by the Board, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to her or him by the Board from time to time.

4.7 Vice President

In the event of the death of the President or her or his inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President when so acting shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to her or him by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board: (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: (c) be custodian of the corporate records of the Corporation: (d) keep records of the post office address and of each member and Director and of the name and post office address of each officer: (e) sign with at least one other officer authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; prepare for the Board at each regular Board meeting standard nonprofit financial reports and report on current budget revenues and expenses; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Chief Operating Officer

The Chief Operating Officer shall: (a) oversee the setting and annual removal of permanent race marks; (b) oversee proper staffing, education, and operation of the race committee; (c) oversee the maintenance and inventorying of all equipment, boats, property and materials owned, leased, or managed by the corporation.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, including IRS Form 990 reports for the most recent three (3) years; minutes of the proceedings of its members and Board; and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. This requirement for central access of any of these named documents may be satisfied by providing access by members via the internet to the specific document. All books and records of the Corporation shall be open at any reasonable time to inspection by any member. All documents required by applicable public law to be accessible to the public shall be so available either at its principal or registered office or via the internet.

5.2 Accounting Year

The accounting year of the Corporation shall be the twelve months ending December 31.

5.3 Rules of Procedure

The rules of procedure at meetings of members of the Board and committees of the Board may be rules contained in Roberts' Rules of order.

ARTICLE 6. AMENDMENTS

These Bylaws, except Article 6, may be altered, amended or repealed and new Bylaws may be adopted by the vote of three-fifths (3/5) of members in attendance at a duly called meeting provided the proposed Bylaw change is included in the notice of said meeting. These Bylaws may also be altered, amended or repealed by unanimous action of the Board of Directors present at a duly called meeting, a quorum present, provided said change, amendment or repeal has been formally moved at a prior duly called meeting of the Board.

*The foregoing Bylaws were adopted by the Initial Board of Directors
On: April 1, 2006 and amended on November 5, 2007, and on January 10, 2023.*

January 10, 2023:

Roland Nikles, president

Holly Kays D'Arcy, vice president