



Life Jacket Association

BYLAWS

BYLAW I NAME AND PURPOSE

Section 1. Name:

The name of the Association shall be the Life Jacket Association, Inc., hereinafter referred to as the "Association." The Association is a 501(c)(3) non-profit corporation, incorporated in the Commonwealth of Kentucky.

Section 2. Purpose:

The purpose of the Association shall be to advance the interests of the recreational boating community and the life jacket industry through and development of technical standards, governmental relations and interaction, as well as communication with the boating public on wearing and usage of life jackets.

BYLAW II MEMBERSHIP

Section 1. Categories and Privileges of Membership.

Membership in the Association is open to corporations, firms, partnerships, individuals and organizations that qualify for one of three classes of membership:

- A. **Regular Membership - Personal Flotation Device (PFD)/ Life Jacket Manufacturers:** Members who manufacture life jackets, as well as components and accessories.

A member in "good standing" means that the "Regular Member" is current in its payment of membership dues as may be established in accordance with Section 2 of this Bylaw, or that has not formally withdrawn from membership of the Association. Members in good standing shall be entitled to vote on questions of official association business, as defined by Bylaw III; and shall be eligible to hold elective or appointive office in the Association; and shall be entitled to serve as chairpersons and voting members of committees.

- B. **Associate Members -** Other non-profits, corporations, firms, partnerships and organizations that provide a service to or share the goals of the Association as defined in the Association's mission statement. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Association business, as defined in as defined by Bylaw III, nor to hold elective office.

- C. **Individual Members** - An individual who shares the goals of the Association as defined in the Association's mission statement. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Association business, as defined in as defined by Bylaw III, nor to hold elective office.

Section 2. Membership Dues.

- A. The amount of the annual membership dues to be assessed each member shall be established by the affirmative vote of a majority of the representatives of the Association's regular members in good standing and present and voting at a business meeting of the membership as defined in Bylaw III.
- B. The amount of any annual membership dues to be assessed for the conditional membership categories as defined in Section 1 of this Bylaw, shall be established by a majority vote of the members of the Executive Board present and voting at a meeting of the Board as defined in Bylaw IV.

Section 3. Termination of Membership

The terminating authority shall be the Executive Board who may terminate any membership upon occurrence of any of the following events:

- A. The resignation of the member;
- B. The failure of a member to pay dues for a period of 60 days after the date upon which the dues become delinquent.
- C. The determination of the Board that the member has failed in a material and serious degree to observe the bylaws, policies and other governance documents of the Association.

BYLAW III MEETINGS OF THE ASSOCIATION MEMBERSHIP

Section 1. Conferences.

Regular meetings of the Association, which shall include a program on matters of substantive interest to the membership and a session during which the official business of the Association shall be transacted, shall be called "conferences" and shall be held at least annually.

Section 2. Business Meeting.

A meeting of the general members will be held in conjunction with Association's conference. A notice of such meeting shall be included as part of the conference agenda, which will be distributed to the general membership a minimum of 30 days in advance.

Section 3. Registration Fees.

Registration fees for annual or other conferences or meetings of the Association shall be in such amount as may be determined by the Executive Board, provided that the amount of the registration fee shall be contained in the notice of the conference or meeting. Registration fees for persons other than members of the Association defined in Bylaw II, Section 1, who may desire to attend conferences of the Association, with or without invitation, shall be established at the discretion of the Executive Board.

Section 4. Quorum.

No business meeting conducted during an annual or other conference or special meeting of the Association members shall be official unless there is a quorum present. A quorum shall consist of a majority of the members in good standing.

Section 5. Voting.

- A. At any business meeting, on all questions before the Association, each member in good standing shall be entitled to one vote.
- B. At any business meeting, all action on motions, resolutions and other official Association business which requires a vote shall be by voice vote, except when a roll call vote is requested by at least three members; or when a secret ballot is used in the case of multiple nominations for an elective office of the Executive Board.

Section 6. Parliamentary Procedure

All business meetings of the Association shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.

Section 7. Conducting Interim Business.

In the interim between conferences, or in lieu of calling a special meeting of the Association membership, the Executive Board, as a plenary, may put forth measures to be voted on by the eligible members of the Association, as defined in Bylaw II, through mail balloting or through a combination of mail balloting and other communication and tabulation systems as may be open and accessible to the members of the Association. Such systems and procedures are subject to Executive Board approval and shall be described in the policies of the Association. In no event, however, shall any procedure accommodate less than thirty (30) days between the date of issuance and the deadline for response by the members eligible to vote on Association matters.

BYLAW IV
GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION

Section 1. Executive Board.

A. Executive Board as Governing Body.

The Association shall be governed by an Executive Board, hereinafter referred to in the subsections of this Section as the "Board," and which shall act in trusteeship to the members of the Association, formulate the policies of the Association, and generally supervise their execution by the Officers of the Association as defined in Section 2 of this Bylaw. The Board shall develop and maintain policies to guide the activities of the Association.

B. Composition.

The Board shall consist of the Officers, defined in Section 2 of this Bylaw as the President, Vice President, Treasurer and Past President; and three Members-at-Large. The Board shall be comprised solely of representatives of the members in good standing eligible to hold elective Association offices under the terms of Bylaw II, Section 1.

C. Tenure of Office.

The terms of office for the President, Vice President, and Treasurer shall be a two-year terms of office, beginning on the first day following the conference at which they were elected and ending on the last day of the conference at which their successors are elected. It is recommended that the President serve a single two-year term. The Past President shall serve as an Officer until such time as the incumbent President completes the term for that office. The terms for Members-at-Large shall be staggered and shall be (3) three year terms each, beginning on the first day following the conference at which they were elected and ending on the last day of the conference at which their successors are elected. Provisions for the nomination and election of Officers and Members-at-Large shall be as set forth in Bylaw V. A vacancy in an Officer position, other than the President, or a vacancy in a Member-at-Large seat created when the member resigns, is removed from office, is elected to another office before completing the term of the position for which they were elected, or is no longer eligible for membership as provided by Bylaw II, Section 1, shall be filled by the President's nomination of a person eligible to hold elective office under the terms of Bylaw II, Section 1, and confirmation by affirmative vote of a majority of the remaining Board members. The person appointed to fill the vacancy shall be inaugurated upon such approval of the Board and shall serve until the next scheduled election, as described in Bylaw V. The balance of the term for that office, if any remains, shall be filled at that election.

The Vice President shall assume the responsibilities of the President in the event of the President's resignation or removal from, or ineligibility for office and shall serve in that capacity until the next scheduled election, as described in Bylaw V.

Any Officer or Member-at-Large may resign at any time by giving written notice to the President, or if the member resigning is the President, to the Vice President.

Any resignation shall be effective immediately unless a certain date is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Any Officer or Member-at-Large may only be removed from office with cause, by the affirmative vote of a majority of the representatives of the Association's members in good standing and present and voting at a business meeting of the membership as defined in Bylaw III, Section 2 or at a special meeting of the membership as defined in Bylaw III, Section 3.

D. Powers and Duties.

The Board shall have general authority over the funds, property and management of the Association. In addition to the legal, fiduciary and ethical responsibilities defined elsewhere in these Bylaws and as further defined in the policies of the Association, the Board shall:

- i. Oversee and set policies on the fiscal, budgetary, audit, and administrative affairs of the Association and authorize their implementation;
- ii. Determine and periodically evaluate the Association's mission and purpose, and the performance of the Board and the Association in that regard;
- iii. Ensure the availability of adequate fiscal and human resources for operating and maintaining the Association;
- iv. Establish and periodically evaluate the direction and content of all programs, products and services sponsored by the Association;
- v. Promote the Association's interests and image;
- vi. Prepare the agenda for the business meeting or meetings that shall occur at an annual or other conference of the Association.

E. Reimbursement. Members of the Board

Members of the board shall not be compensated for the fulfillment of their duties as Board members or as Officers of the Association. However, members shall be eligible for reimbursement of such expenses as may be incurred in the fulfillment of these duties. Such reimbursement and related procedures shall be as described in the policies of the Association.

F. Meetings of the Board.

The Board shall meet as a plenary at least one (1) time a year in conjunction with a conference of the Association, and may meet additional times subject

to the call of the President. A special meeting of the Board must be called upon the written request of any four (4) members of the Board. Should the President fail to call a meeting of the Board upon the request, the Vice President shall be authorized to call such a meeting. At least thirty (30) days notice of such a meeting must be given to the members of the Board and such notice must state the purpose of the meeting and specific agenda items to be discussed. Notice may be delivered by postal mail, telephone, telefacsimile, electronic mail or other communication system open and accessible to all members of the Board.

- i. Quorum.
One half of the board membership, plus one shall constitute a quorum for purposes of an in-person meeting or for conducting interim business according to the provisions of paragraph (vi) of this subsection F.
- ii. Manner of Acting.
Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of members of the Board present at any meeting of the Board at which a quorum is present shall be the act of the Board. Each Board member shall have one vote. A vote may not be cast by anyone other than the member elected to the Board. Voting by proxy shall be permitted as accepted by the President.
- iii. Order of Business.
Meetings of the Board shall include, at minimum, the following agenda items: roll call of attendees, approval of minutes from previous meeting, report from the President, report from the Treasurer. The meeting also shall include the transaction of other new and unfinished business as the Board may wish to discuss.
- iv. Location of Meetings.
One meeting of the Board shall be conducted in conjunction with a conference of the Association. Other meetings of the Board shall be held at times and places as designated by the President or the Executive Board.
- v. Parliamentary Procedure.
All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.
- vi. Conducting Interim Business.
In lieu of calling special meetings, the Board may discuss issues and vote on motions in the interim between formal meetings through a communication system open and accessible to all members of the Board. Motions may be issued through this system by any member of the Board, must be clearly stated and accompanied by explanation of intent, and must specify a closure date for response. A motion shall be considered as seconded upon response to that motion by any other

Board member. A record of all motions and outcomes shall be certified by the Vice President.

vii. Communication with Association Membership.

The Board shall prepare summary minutes of its meetings and shall submit the minutes to the members of the Association within sixty (60) days after completion of the meeting.

G. Conflicts of Interest.

For purposes of this subsection, a "conflict of interest" shall include but not be limited to, any transaction by or with the Association in which a Board member has a direct or indirect personal interest, or any transaction in which a Board member is unable to exercise impartial judgment or otherwise act in the best interests of the Association. The Board shall adopt and enforce a conflict of interest policy in accordance with these Bylaws and consistent with Kentucky Revised Statute 273.219.

H. Committees of the Board.

The Board as a plenary or the President shall have the authority to create committees of the Board for the purpose of informing and assisting in its work and policymaking. Such committees shall in no way supplant the Board's responsibilities or obligations as a plenary. The following shall be among the areas addressed by Board committees: financial management of the Association; the financial management of the "Life Jacket Label Fund"; the development of the Board and other governance matters; the resource development of the Association; and Board nominations and elections. Such committees shall be comprised of Officers and Members-at-Large of the Executive Board, and may include as appropriate other eligible members of the Association as defined in Bylaw II, Section 1. The objectives, operations, procedures and tenure of such Board committees shall be as detailed in the policies of the Association.

Section 2. Officers.

A. Officers Defined.

The Officers of the Association shall be the President, Vice President, Treasurer, and Past President. Each Officer shall be bound by the Association's Articles of Incorporation, these Bylaws, the policies of the Association, and any other actions taken by the Board, and shall have additional authority as may be conferred by formal resolution of the Board or as may be granted by the eligible members of the Association as defined in Bylaw II, Section 1.

B. Tenure of Office.

The terms of office for and provisions for filling vacancies in the Officer positions shall be as set forth in Section 1, subsection C of this Bylaw. Provisions for their nomination and election shall be as set forth in Bylaw V.

C. Powers and Duties.

The Officers shall have such powers and duties as are defined in this subsection and elsewhere in these Bylaws, and shall include any additional authority as may be given them by formal resolution of the Executive Board and incorporation into the policies of the Association.

i. President.

The President is the chief elected officer of the Association and shall direct the overall affairs and operations of the Executive Board; preside over all meetings of the Executive Board and of the Association; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Association.

ii. Vice President.

The Vice President shall assist the President in directing the affairs and operations of the Executive Board; act as presiding officer at meetings in the absence of the President; as Secretary of the Association, certify the integrity of the records and transactions of the Association and the Board; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Association.

iii. Treasurer.

The Treasurer shall serve as the primary steward of the financial resources of the Association by ensuring the accurate recording and reporting of the Association's financial transactions, the adherence to an annual budget, and the performance and presentation of an annual financial audit by a qualified independent audit firm; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Association.

iv. Past President.

The Past President shall serve as an advisor to and assist the President as requested, and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Association.

Section 3. Committees and Task Forces of the Association.

There shall be task forces, administrative and policy committees of the Association that shall report to and assist the Executive Board in accomplishing the Association's mission and strategic plan. The committees shall be comprised of Association members eligible for committee membership under the terms of Bylaw II, Section 1. The President of the Association shall appoint all committee chairpersons not later than the first meeting of the Executive Board following the conference at which elections are conducted. During their term of office, members of the Executive Board shall be disqualified from serving as chairpersons or vice

Chairpersons of any committee defined as a policy committee of the Association. The jurisdiction, objectives, operations, procedures and tenure of the administrative and policy committees of the Association shall be as detailed in the policies of the Association.

BYLAW V NOMINATIONS AND ELECTIONS

Section 1. Eligibility for Officer or Member-at-Large of Executive Board.

Only regular members in good standing as defined in Bylaw II, Section 1, subsection A shall be eligible for nomination and election to an Officer or Member-at-Large position on the Executive Board.

Section 2. Nominations.

A. Nomination by Committee.

The Board committee that has jurisdiction over nominations and elections shall secure the consent of at least one (1) eligible representative of the association, as defined in Bylaw II, Section 1, to be a candidate for each open Officer and Member-at-Large position on the Executive Board. The committee shall identify candidates to reflect industry balance among the Member-at-Large positions. Additional qualifications, skills and characteristics as may be required for the achievement of Executive Board duties and responsibilities, and the operations, procedures and tenure of this Board committee shall be as detailed in the policies of the Association.

The slate of candidates recommended by the committee to the Executive Board and accepted by the Board shall be announced to the eligible representatives of the members at least thirty (30) days prior to the day of the election. Such announcement may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communication method open and accessible to them.

B. Nominations from the Floor.

During the business meeting at which the election is to be conducted, any eligible member, as defined in Bylaw II, Section 1, shall be allowed to place into nomination their name or the name of another eligible member for any open Officer or Member-at-Large position on the Executive Board.

Section 3. Elections.

A. Date of Election.

The election of Officers and Members-at-Large of the Executive Board shall be conducted during a scheduled annual business meeting of the Association, as defined in Bylaw III.

B. Voting.

Voting on each open Officer and Member-at-Large position shall be conducted as defined in Bylaw III, Section 6.

C. Election Determination.

A candidate shall be elected to an open position upon the affirmative vote of a majority of the representatives of the Association's members in good standing, as defined in Bylaw II, Section 1, and present and voting at the business meeting at which the election is conducted. The winning candidate shall begin and end their term of office as defined in Bylaw IV, Section 1.

BYLAW VI INDEMNIFICATION

The private property of Association members, as defined in Bylaw II, Section 1; of Officers and Members-at-Large of the Association's Executive Board, as defined in Bylaw IV, Section 1, and of Association employees or agents shall not be subject to the payments of the debts of the Association. The provisions of Kentucky Revised Statutes 273.248(1) and 273.171(14) are adopted as a part of these Bylaws to the fullest extent permitted and are incorporated herein as if set forth in full, subject to the limitations of Kentucky Revised Statute 273.248(2). Further, the provisions for indemnification defined in Kentucky Revised Statutes 271B.8-500 through 271B.8-580, inclusive and including any successor enactments, are adopted and included by reference herein as if set forth in full and shall be applicable to all Officers, Members-at-Large of the Executive Board, employees or other agents of the Association.

If it is ultimately determined that any Officer, Member-at-Large of the Executive Board, or employee or agent of the Association is not entitled to indemnification under this Bylaw, such person shall repay all expenses paid by the Association in the indemnification of expenses and liabilities incurred by said person in connection with any claim, action, suit or proceeding to which he or she was made a party by reason of being an Officer, Member-at-Large of the Executive Board, employee or other agent of the Association.

The Executive Board shall authorize the purchase of insurance on behalf of any Officer, Member-at-Large of the Executive Board, employee, or other agent of the Association against any liability incurred by him or her which arises out of such person's status as an Officer, Member-at-Large of the Executive Board, employee or agent, whether or not the Association would have the power to indemnify the person against that same liability under Kentucky Revised Statutes 271B.8-510 or 271B.8-520.

BYLAW VII AMENDMENT

These Bylaws may be amended at any business meeting of the Association upon the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast by the representatives of the Association's members in good standing as defined in Bylaw

II, Section 1; provided notice of such amendment(s) and the nature thereof shall be given to the eligible voters at least thirty (30) days prior to the day of the business or special meeting at which said amendment(s) are to be presented for consideration. Such advance notice may be waived by a two-thirds (2/3) affirmative vote of the eligible representatives of the members present and voting at such a meeting.

BYLAW VIII
DISSOLUTION OF ASSOCIATION

This Association may be dissolved upon the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast by the representatives of the Association's members in good standing as defined in Bylaw II, Section 1. In the event of dissolution, the assets of the Association shall be disposed of in accordance with Article VII of the Articles of Incorporation of the Life Jacket Association, Inc.

BYLAW IX
EFFECTIVE DATE

These Bylaws shall supersede all prior Constitutions and Bylaws of the Association and shall take effect upon their approval unless otherwise stated. Provisions related to elected positions shall take effect as soon as possible, but no later than the expiration of all current terms of office.

Effective Date: June 26, 2017