BY-LAWS OF THE NORTH FLORIDA MARINE ASSOCIATION (NFMA)
Revised/Updated 9.29.23

Mission Statement

The purpose of the North Florida Marine Association is to foster and promote safe boating in the Northeast Florida Area. To aid and assist in the proposal and adoption of suitable laws and regulations relating to boats and safe boating. To promote social activities and education between its members and to exchange ideas on promotions and sales of their products and services. To aid, assist and conduct displays of boats, equipment and allied products and services.

Article 1
Members

Section 1. An individual, firm, or corporation dealing in marine equipment or related services, accessories or parts, or selling or servicing boats, boat engines, the dockage or storage of boats, the construction, design, manufacturer of boats or marine equipment in Northeast Florida. Individual members must be directly associated with a firm, corporation, or private enterprise dealing in marine services for profit. Firms with common ownership shall be eligible to one regular membership.

Section 1b. Definition of a Dealer: A firm, person or persons who have a properly licensed business in the Northeast Florida Area and have been in business for a minimum of 6 months prior to making application to join the North Florida Marine Association.

Section 2. Membership in this association shall be of three classes; regular members, associate members, honorary members.

Section 3. Regular Members in good standing shall be entitled to hold office, vote and to enjoy all rights and privileges of the association

Section 4. A regular member may have associate members. No regular member may have more than three associate members, such associate membership is not transferable, and the associate member shall pay dues as provided for associate membership and shall not be eligible to hold office or vote. Exception: In the absence of the regular member, if in good standing, has the privilege of giving a written proxy authorizing another individual or associate to attend meetings and to vote in the member's behalf.

Section 5. Honorary membership shall be composed of those persons who have distinguished themselves by some outstanding service in promoting the same objectives and purposes of this association, and who shall be voted in as such members. Honorary members shall be exempt from the payment of dues; they have no vote nor are they eligible to hold office, but shall be entitled to enjoy all other privileges of the association. Honorary membership shall be for life unless otherwise terminated by the Board of Directors.

Section 6. No person shall be admitted to membership unless they have been a properly licensed business in the Northeast Florida Area for a period of no less than 6 months, shall have first filed their application in writing and tender therewith the initial fee provided in these By-laws and

have been approved by the membership committee of this association and the vote of the membership thereof at the regular meeting.

Section 7. Members of the association shall be entitled to display and use the emblem of the association.

Article II
Board of Directors

Section 1. The affairs of the association, including finances, shall be managed by the nine members of the Board of Directors. The members of the Board of Directors shall be elected by regular members of the association in February and whose term of office shall commence immediately following the February election. The Board of Directors will meet quarterly on the third Thursday of the month.

Section 2. The President, Vice President, and Treasurer shall be elected to their respective office for a one-year term and they shall serve as members of the Board of Directors. The immediate Past President shall serve as a member of the Board.

Section 2a. Four members shall be elected to serve on the Board of Directors for a two-year term. These two year terms will be staggered to insure two members are elected to the Board of Directors each year.

Section 3. The Board of Directors shall have the power to fill vacancies in offices between the annual meetings for the unexpired term; they shall have general control over all the affairs of the association; they shall hold meetings upon call of the President, who shall be ex-officio Chairman of the Board, or Vice President, who shall be ex-officio Vice Chairman of the Board.

Section 4. Appeal from the decision of the Board of Directors upon any matter may be taken to the membership at any regular meeting. After establishing a quorum, a two-thirds vote of the members, in good standing, present and voting shall be sufficient to overrule the decision of the Board of Directors.

Section 4a. The Board of Directors shall provide the minutes of each Board of Directors meeting, the financial reports indicated in Article III, Section 5 and an agenda for the upcoming members meeting to all members in good standing within 10 days after the Board meeting.

Section 5. If an elected Board of Directors member has unexcused absences for three (3) regular board meetings during any one year of their elected term they shall have automatically resigned their elected office and be replaced according to NFMA By-laws Article II Section 3.

Section 6. The quorum for a Board of Directors meeting shall be five of the Board of Directors members.

Section 7. The Board of Directors may elect to do “Association” business, i.e. voting and polls, by electronic methods (e-mail) if it is deemed in the best interest of the association by the board.

When this method of business is used, responses are considered official association business and will be placed in the meeting minutes of the following month. Responses will be made available to the membership or members upon request.

Article Ill
Officers

Section 1. There shall be an elected President, Vice President, and Treasurer and four general board members in February each year, and they shall take office following the election.

Section 2. President: It shall be the duty of the President to preside at all meetings of the association and to act as Chairman of the Board of Directors and perform any and all other duties as are ordinarily pertinent to this office. The President shall have the authority to spend up to one thousand dollars ($1,000.00) for any single project.

Section 3. Vice President: It shall be the duty of the Vice President to preside at all meetings of the association and to act as Vice Chairman of the Board of Directors in the absence of the President and perform such other duties as are ordinarily pertinent to this office.

Section 4. Executive Staff: It shall be the duty of the Executive Staff to keep the records of the association, send out notices of the meetings of the association and the Board of Directors, reports of any committees of the association and such other duties as are usually appropriate to this staff. The Executive Staff shall perform such duties as directed by the Executive Director having been contracted and being directed by the Board of Directors and referenced in the NFMA By-laws Article II Section 3.
Administrative Director hired as Independent Contractor in January 2020.

Section 5. Treasurer: It shall be the duty of the Treasurer to have the custody of all of the funds of the association. The Treasurer shall deposit, or have deposited, same in a depository to be designated by the Board of Directors. Such funds may be withdrawn by check signed by the Treasurer. Checks may require a second signature by the President or the Vice President when the Board of Directors determines the need for such additional signature. The duty of the Treasurer is to collect all sums that may be payable to the association whether for fees, dues or any other reason, and to account for the receipt and expenditures of all funds to the association prior to the scheduled General Meetings by providing a P/L Statement, Check Register and an Itemized Cash Report. These items will be transmitted to all members in good standing on the first of each month. In addition, a hard copy of these reports shall be made available at the scheduled General Meetings or any time on demand by the Board of Directors, and to perform such other duties as may be pertinent to this office. Upon designation by the Board, the Treasurer shall assign funds as necessary for the contract of specialized events approved by the membership such as boat shows, trade shows and accounting therefrom. The Treasurer and custodian of such special accounts shall be bonded adequately.

Article IV
Committees

Section 1. The President of the North Florida Marine Association has the authority, with the approval of the Board of Directors, to appoint committees as needed. Traditionally the standing

committees have been: Advertising Committee, Jacksonville Boat Shows Committee, Membership Committee, Nominating Committee, Program Committee, and Scholarship Committee. Other committees may be added as deemed appropriate by the Board of Directors and approved by the membership.

Section 2. Advertising Committee. This committee shall be composed of not less than two and not more than four members of the association. The Executive Director shall be chairman of this committee. It shall be the duty of this committee to be responsible for funds budgeted for advertising other than the boat show activities.

Section 3. Jacksonville Boat Shows Committee. This committee shall be composed of the Board of Directors. It shall be the duty of this committee to arrange for boat shows or such other displays of merchandise handled by members of the association and the advertising associated with these activities.

Section 4. Membership Committee. This committee shall be composed of not less than two and not more than four members of the association. It shall be the duty of this committee to examine all applications for membership by any person to determine whether or not such person is eligible to membership, and to determine also what class, and further determine the character, reputation of the applicant, and whether in its opinion it should admit such person to the association. Names of eligible persons will be published to all Members in good standing at least two weeks in advance of the General Membership Meeting where the vote will take place.

Section 5. Nominating Committee. Annually the Board of Directors will appoint a nominating committee consisting of three voting members, in good standing. Those committee members will be announced before December 15th. It shall be the duty of this committee to report their slate of nominees to the organization one week prior to the January general meeting by electronic means. Nominations from the floor, if any, must be received by the nominating committee no later than the January general meeting. All nominees for all offices will be presented to the membership electronically one week prior to the February general meeting for the vote.

Section 6. Program Committee. This committee shall be composed of not less than two and not more than four members of the association. This committee shall be subject to the direction and control of the Board of Directors, and arrange the programs of the regular and special meetings of the association.

Section 7. Scholarship Committee. This committee shall be composed of not more than four members of the association. It shall be the duty of this committee to oversee the selection and nominating of prospective candidates for the annual Scholarship awarding by the Jacksonville Marine Association.

Article V
Meetings

Section 1. Regular or Annual meetings of the association shall be determined by the Board of Directors. Special meetings may be called by the President or Vice President.

Section 2. The quorum for a regular meeting shall be six regular members.

Section 3. Any item to be considered at a regular meeting must be presented in advance to all members at least one week in advance of the meeting. This notification shall include all topics and items on the meeting agenda. Any regular member, in good standing, may present items to the Board of Directors for inclusion on the meeting agenda. Any item not included on the regular meeting agenda may be brought up for discussion at a regular meeting but may not be voted on until the next regular meeting the following month.

Article VI
Dues

Section 1. Annual dues for regular shall be determined by the board of directors based on the financial health of the association. A $25.00 late fee will be charged if dues are not by January 1st.

Section 2. Dues will be invoiced by the NFMA no later than November 30th; will be due by December 31st and are subject to delinquent fee after Jan 1st. Failure to pay dues after written notice of delinquency shall subject the member to being dropped from the rolls by the Board of Directors.

Article VII
Amendments

These By-Laws may be amended at any regular meeting, a quorum being present, ~~or~~ during a special meeting, or by electronic vote, by a two--thirds vote of the members present; provided, however, that a notice of the intent of the amendment shall have been provided to each member, in good standing, at least thirty days before such meeting.

Article VIII
Termination of Membership

In the event it becomes necessary for the association to terminate any member for cause, the Board of Directors may recommend such termination. A written notice shall be mailed to each member at least ten days prior to such regular or special meeting and by a two-thirds vote of the members in good standing present concurring with the recommendation of the Board of Directors, said membership shall be considered terminated.

Article IX
Jacksonville Boat Shows

Section 1. The Jacksonville Boat Shows is the property of the North Florida Marine Association. The rules and regulations for the Jacksonville Boat Shows are governed by the Board of Directors of the North Florida Marine Association.

ADDENDUM "A"
NFMA Boat Show Rules and Regulations
August 21, 2013

Section 1. General Rules

NFMA Boat Show space is the property of the North Florida Marine Association, as are all boat shows and displays of merchandise sponsored by the North Florida Marine Association. It is NOT a tangible asset of any member or non-member of the North Florida Marine Association. Space shall not be shared, sold or sub-leased without permission of the North Florida Marine Association Boat Show Committee, as evidenced by written permission signed by the Boat Show Committee Chairman.

Space will be sold for the NFMA Boat Show after written notice has been provided to members in good standing. Members occupying space that they occupied the previous year have the right of first refusal on that same space for the new year as long as they attend the Member Meeting designated as the meeting to reserve space. If a company's designated representative is unable to attend that meeting, he or she may designate in writing a stand-in to attend and by providing a check for the deposit may reserve the space for the new year. Members may also reserve the previous year's space prior to the meeting date by contacting the NFMA office and paying the deposit in advance of the meeting.

Those wishing to change their location in the NFMA Boat Show my do so in vacated space by this priority: First by dollar volume of previous years show, then by longevity of the number of consecutive shows they have participated in. In the case of a tie for these two criteria, the priority will go to the member that joined the NFMA first.

If a member's firm should be sold to another or the corporate structure significantly changed, the new firm or corporation will be treated as a new member with no seniority the previous space shall be relinquished. New space, if available, will be assigned by the boat show committee in the normal way. The applicant may appeal the Boat Show Committee's decision to the NFMA Board of Directors.

Should a change of status in the exhibitor's business structure, as mentioned above, occur after bidding is completed and before the boat show date, the Show Committee may declare the questionable space vacant and resell to another who may purchase the space on a one-time basis and shall not accrue any priority or seniority for future years.

It should be pointed out that a change of status shall be interpreted to mean, changing business from predominately boating business to another type of business and wishing to display non-boating products in the show. The purpose of this show is a boat and boating related products show.

Significant change of ownership is interpreted to mean a change of ownership or controlling interest of the business stock transferred to another.

Failure to make payment as detailed herein will constitute a default of the contract and the space will be sold to another member.

The purpose of this show is for the display of new merchandise. Display of non-current merchandise might be permitted if it has not been previously sold or titled and is in keeping with the style and intent of the NFMA Boat Show as determined by and at the sole discretion of the NFMA Board of Directors.

An exhibitor making payment with an insufficient funds or worthless check will be charged a service fee of $200.00 and if said check is not made sufficient by the deadline will be prosecuted in the appropriate court of law.