

BY LAWS OF
PUGET SOUND CRAB ASSOCIATION

ARTICLE I – MEMBERSHIP

1. Active Members. The active members of the corporation shall consist of persons whose background, experience or interests indicate that they will support the purposes of the corporation, provided that all active members must be engaged in the Puget Sound Crab Fishery and must own/lease a current license for such fishery as is issued by the State of Washington, Department of Fish and Wildlife. The Board of Directors may elect such persons at any meeting thereof, without notice. Active members, for notice and voting purpose, shall be those whose current dues have been paid.
2. Honorary Members. Honorary members of the corporation shall be those persons elected to such categories by the Board of Directors at any meeting thereof, without notice. Honorary members shall not be entitled to vote, receive written notice of meeting of the active membership, or participate in the call of such meetings. Honorary members shall not be required to pay dues.
3. Associate Memberships. Associate memberships of the corporation shall be those persons, businesses or supporters in the Washington State crab industry. This category shall be open to businesses that outfit, depend on or support the crab fishing industry, former crab license holding individuals, and those other persons that indicate an interest in supporting the purpose of the corporation. Associate members shall not be entitled to vote but may receive all information normally sent to all active members.
4. Certificate of Membership. Certificates of membership in the corporation may be issued. If issued, they shall be numbered and respective members' names shall be entered in the membership register of the corporation as the certificates are issued. They shall exhibit the members name and shall be signed by the President, Secretary or Treasurer of the corporation.
5. Status of Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member and may not be transferred by any means.
6. Termination of Membership. Membership in the corporation may be terminated for any action by a member which is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes, or to actively participate in corporate activities and removal shall require the affirmative vote of three-fourths (3/4ths) of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify, in writing, the member of the reasons for the proposed action and of the time and place of the meeting of the Board of Directors and which termination is to be considered, not later than ten (10) days prior thereto. At that meeting, the members shall be entitled to respond to stated reasons, and be heard in his defense.

ARTICLE II – MEETING OF MEMBERS

1. Annual Meetings. The annual meeting of the members for election of Directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the Registered Office of the corporation, or at such other place as the President or Board of Directors shall choose. The meeting shall be held in mid to late September at the hour of 7:00 p.m.
2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the Board of Directors, at such time and place as

the president or the Board of Directors may prescribe. Special meetings of the members may also be called by members having at least one-twentieth (1/20th) of the votes entitled to cast at such a meeting and in the event that such be the case, it shall be the duty of the secretary, upon request by such members, to call such a special meeting of the membership to be held at such time and place as the secretary may fix, not less than ten (10) days nor more than fifty (50) days after receipt of said request, and if the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

3. Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary, or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.
4. Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.
5. Permit Owners. All current license owners of the Puget Sound crab fishery as issued by the State of Washington, Department of Fish and Wildlife shall be eligible to vote on pot limits for the fishery whether they are members of the Association or not. All non-members may be asked to leave the meeting after the pot limit vote is complete.
6. Vote by Proxy. By Unanimous Vote October 12, 2014 Proxy voting would no longer be supported by the Association. As of September 21, 2017, Permit owners will be entitled to 2 votes for their higher level of investment, dues paying alternate operators will receive 1 vote. These votes will be tied to a boat so in short, a permit owner and his alternate operator fishing on the same boat will still only have a max of 2 votes. A dues paying alternate operator leasing permits for his own boat would have 1 vote for that boat.

ARTICEL III – BOARD OF DIRECTORS

1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors, who shall be elected from the active membership of the corporation.
2. Number. The numbers of directors of the corporation shall be not less than Ten (10) nor more than Twenty (20) and shall include not less than three (3) nor more than five (5) alternate directors. The members by amendment to these bylaws may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of directors to less than three (3). Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second class to serve a term of two (2) years and the third class to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.
3. Executive Committee. The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint an executive committee which shall consist of four (4) or more directors and which shall have and exercise such authority of the Board of Directors in the management

of the corporation as may be specified in said resolution; provided, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceeding therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and delegation thereto of any such authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him by law.

4. Election and Term. After the first annual meeting, the member or members of one class of directors shall be elected by the membership of each annual membership meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his or their respective successors are elected and qualified.
5. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors by amendment to these bylaws. The director appointed or elected as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office. Any director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

ARTICLE IV – MEETING OF BOARD OF DIRECTORS

1. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after the annual membership meeting or any membership meeting at which any class of members of the Board of Directors is elected. Said meeting shall be held at the same place as the Membership meeting unless some other place shall be specified by resolution of the membership at such meeting.
2. Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the president or secretary, or two or more directors.
3. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of any special meeting of the Board of Directors shall be given by the secretary, or by the person or persons calling the meeting, by mail, email, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.
4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of director's present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all its power.

ARTICLE V – ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the corporation, may be taken shall be signed by all the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VI – WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or bylaws, or by the State of Washington, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of any corporation, whether for profit, or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but which such person may be entitled under any bylaw, agreement, vote of Board of Directors or members, or otherwise.

ARTICLE VIII – OFFICERS

1. Officers Enumerated. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the Board of Directors, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.
2. The President. The president must be a director of the corporation. He shall exercise the usual executive powers pertaining to the office of president. He shall preside at meetings of the Board of Directors and of the membership.
3. The Vice-President. In the absence or disability of the president, the vice president shall act as president.
4. The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board of Directors and of the membership, to administer the membership register, to sign all certificates of membership, when not signed by the president, and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts and other obligations, or instruments in the name of the corporation, to keep the corporate seal, and affix the same to certificates of membership and other proper documents.
5. The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may

be designated by the Board of Directors. In general, he shall perform all duties incident to the office of treasurer.

6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.
7. Salaries. No permanent salary shall be paid to the officers, directors, and or agents of the corporation. However, the officers, directors and or agents of the corporation shall be entitled to either an advance or reimbursement for expenses incurred or services performed in connection with corporate business. The maximum for services performed shall be no more than \$1,000 per month at the discretion of and subject to the approval of the Board of Directors. If need be, the Board of Directors may request emergency funding from the membership to cover those costs so incurred.
8. Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an officer so removed provided however, that election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IX – ADMINISTRATIVE AND FINANCIAL PROVISION

1. Annual Dues. The annual membership dues for active members of the corporation shall be \$200.00 per year, payable at the annual membership meeting to the treasurer of the corporation. Dues should be paid no later than January 01st of the following calendar year to stay current.
2. Associate Dues. The dues of associate members shall be a donation as the associate member sees fit.
3. Fiscal Year. The fiscal year of the corporation shall be the calendar year.
4. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.
5. Corporate Seal. The following is an impression of the corporate seal of this corporation.
6. Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its Registered Office a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any active member, or his agent or attorney for any proper purpose at any reasonable time.
7. Amendment of Bylaws. These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members at any annual or special meeting of the members.
8. Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE X – DISSOLUTION

The corporation may be dissolved and its affairs wound up voluntarily by County Auditor where the principal place of business of the corporation is located. Thereupon the power of the directors shall cease

and the persons appointed shall proceed to wind up the corporation, realize upon its assets, pay its debts, and distribute the residue of the money in accordance with the Articles of Incorporation. The request shall state the time for completing the winding up and dissolution during which time these matters shall be completed unless further time is granted in writing signed by two-thirds (2/3rds) of the members and filed as required by law.

The foregoing are the Bylaws of the Puget Sound Crab Association, adopted at the meeting of its members held on the 21st day of September, 2017. The undersigned directors hereby approve these Bylaws.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Last Revision of By-Laws, September 21, 2017.