

PUGET SOUND HARBOR SAFETY COMMITTEE

BY--LAWS

APPROVED December 13, 2000

Last amended January 11, 2005

ARTICLE I

Name

- I.1 The association shall be known as the Puget Sound Harbor Safety Committee, hereafter referred to as PSHSC or the Committee.

ARTICLE II

Purpose

- II.1 The purpose of The Puget Sound Harbor Safety Committee is to link local marine interests in the state of Washington in a single forum and to act collectively on behalf of those interests to include the following functions:
- II.1.A Provide a proactive forum for identifying, assessing, planning, communicating and implementing those operational and environmental measures that promote safe and efficient use of Puget Sound and adjacent waters.
- II.1.B Act as an education and resource network through which ideas, materials and procedures can be provided to persons interested in marine safety and operations.
- II.1.C Promote the improved operational and environmental safety for Puget Sound and adjacent waters.
- II.1.D Act as a resource at the request of governmental bodies and individual legislators regarding issues related to marine operational and environmental safety.
- II.1.E Promote and sustain the goals of marine and environmental safety programs.
- II.1.F Ensure that marine safety and environmental measures are coordinated with security initiatives.

ARTICLE III

Membership

- III.1 The membership of this Committee shall be of one class. Each member will possess voting rights. Each member will have one (1) vote.

- III.2 Members shall be persons who represent a definable segment of the community with an interest in marine operations and environmental safety. Each member shall be entitled to cast one vote in person, by mail, electronic transmission or by proxy, participate in meetings, and hold elected or appointed offices and positions.
- III.3 A member may designate an alternate to serve in the absence of the primary member. An alternate will carry the same representation and voting rights as the primary member but will not necessarily carry the same committee responsibilities as his/her primary member.
- III.4 Advisors will be sought from the community of local, state, federal and international governmental agencies that have an interest in marine operations and environmental safety. Advisors may participate in meetings and be appointed to committees and/or special projects. Advisors are not entitled to vote or to hold positions that have voting privileges.
- III.5 Funding mechanisms shall be developed and approved by the Board of Directors and subject to a vote by the membership.

ARTICLE IV
Governance

- IV.1 The total membership shall make up the Board of Directors.
- IV.2 The Board of Directors will govern the Puget Sound Harbor Safety Committee. The Board is made up of all voting members.
- IV.3 The four elected officers of the Committee shall consist of a Chair, Vice Chair, Secretary and Treasurer. One person may hold the offices of Secretary and Treasurer concurrently. No other offices may be held concurrently by a single person. The Chair may delegate appropriate functions of the Secretary and/or Treasurer to a third party with approval of the Board of Directors.
- IV.4 Responsibilities of the officers:
 - IV.4.A The Chair of the Puget Sound Harbor Safety Committee shall:
 - IV.4.A.1 Establish and distribute the agenda to the Committee members;
 - IV.4.A.2 Chair Board and other meetings;
 - IV.4.A.3 Manage such staff as may be retained by the Committee;
 - IV.4.A.4 Act as the liaison between the Committee and other entities;
 - IV.4.A.5 Appoint the chairs of all committees; and
 - IV.4.A.6 Serve as a member of all ad hoc and standing committees.

- IV.4.B The Vice Chair of the Puget Sound Harbor Safety Committee shall:
 - IV.4.B.1 Preside either at the request of or in the absence of the Chair;
 - IV.4.B.2 Assume the temporary Chair of the Committee until an election can be held should the office of Chair be vacated; and
 - IV.4.B.3 Assist the Chair as required.
- IV.4.C The Secretary of the Puget Sound Harbor Safety Committee shall:
 - IV.4.C.1 Record the minutes and keep records of the business of the Committee and Board Members; and
 - IV.4.C.2 Conduct correspondence for the Committee and the Board.
- IV.4.D The Treasurer of the Puget Sound Harbor Safety Committee shall:
 - IV.4.D.1 Receive the monies of the Committee;
 - IV.4.D.2 Be accountable for the monies collected by and for the Committee;
 - IV.4.D.3 Be responsible to pay all bills approved by the Board/Committee;
 - IV.4.D.4 Present treasury reports at Committee meetings; and
 - IV.4.D.5 At the annual meeting, present books for review.
- IV.5 The Annual Meeting of the Puget Sound Harbor Safety Committee shall be the first meeting of each calendar year.
- IV.6 Election of officers will be held in odd numbered years.
- IV.7 An elected officer will assume office at the conclusion of the annual meeting.
- IV.8 The period of office will be two (2) years.
- IV.9 Should an elected or appointed office be vacated during term, the Chair may appoint a replacement for the remainder of the term.

ARTICLE V

Committees

- V.1 Standing committees are established by and report to the Chair of the Puget Sound Harbor Safety Committee.
- V.2 The PSHSC Chair shall appoint standing committee chairs. Standing committee chairs serve at the pleasure of Chair of the Puget Sound Harbor Safety Committee.
- V.3 Standing committee chairs shall select committee membership. Committee chairs are responsible for populating their committees with individuals who will provide expertise, the broadest perspective and embrace the fullest diversity of viewpoints. Standing committee members may or may not be members.

- V.4 Standing committees shall submit their findings and recommendations to the full Puget Sound Harbor Safety Committee for action. There shall be provision for presentation of one or more minority reports.
- V.5 Standing committee chairs may establish subcommittees to conduct work within the purview of the standing committee
- V.6 The chair of the standing committee shall appoint subcommittee chairs. Subcommittee chairs serve at the pleasure of chair of standing committee.
- V.7 The chair of the Puget Sound Harbor Safety Committee may establish ad hoc committees for the purpose of performing a specific task. The ad hoc committee will terminate at the completion of the project, time allotted or other conclusion indicator established at the time of inception.
- V.8 The chair of the Puget Sound Harbor Safety Committee shall appoint ad hoc committee chairs. Ad hoc committee chairs serve at the pleasure of the chair of the Puget Sound Harbor Safety Committee.
- V.9 Ad hoc committee chairs shall select committee membership. Ad hoc committee chairs are responsible for populating their committees with members who will provide expertise, the broadest perspective and embrace the fullest diversity of viewpoints. Ad hoc committee members may or may not be PSHSC members.
- V.10 Ad hoc committees shall submit their findings and recommendations to the full Puget Sound Harbor Safety Committee for action. There shall be provision for presentation of one or more minority reports.

ARTICLE VI

Meetings

- VI.1 A minimum of one regular meeting will be held annually. The date and location will be set by the Chair and made known to the membership and the public at least two weeks in advance of the meeting.
- VI.2 The presence of 50% plus one member (or proxies adding to 50% + 1) shall constitute a quorum.
- VI.3 A two-thirds vote of those members who are voting is required for an action.
- VI.4 Special meeting of the Committee may be called by the Chair or by any two directors.
- VI.5 At any board meeting any member may vote by proxy executed in writing by such member. Such proxy shall be valid only if executed and dated within two

months of the date of the meeting at which the proxy vote of the member is to be cast.

ARTICLE VII

General

- VII.1 Whenever any notice is required to be given to any member of the Committee, subcommittee or ad hoc committee by law or by the Articles of Incorporation or these bylaws, such notice may be given by electronic transmission to the electronic transmission address of the person or entity entitled to receive such notice.
- VII.2 Board members and elected officers shall not receive any compensation for their services.
- VII.3 No loans shall be made by the Committee to any board member or officer.
- VII.4 The fiscal year shall begin on January 1 of each year and continue until the last day of December of the same year unless the board shall by proper resolution provide for a fiscal year having a different beginning and termination.
- VII.5 In all circumstances and to the full extent permitted by the Washington Business Corporation Act or other provisions of Washington State law, every board member shall be indemnified by the Committee against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them, in connection with any proceeding in which the member may become involved by reason of having been a member of the PSHSSC, or any settlement of such matters whether the person is a committee member at the time such expenses were incurred, except in such cases where the committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the committee member may be entitled. Furthermore, if Washington State law with regard to indemnification shall be amended to provide for greater rights of indemnification for committee members, such greater rights shall be accorded all committee members.

ARTICLE VIII

Amending Bylaws

- VIII.1 These by-laws may be amended or revised by action of the Board.
- VIII.2 A quorum must be present in order to vote on a proposed amendment to the by-laws.
- VIII.3 A two-thirds vote of those members who are voting is required to amend the by-laws.

VIII.4 Notice of a proposed amendment to the bylaws, and the nature of the proposed amendment must be given to all members at least two weeks prior to the vote.

APPROVED December 13, 2000

Amended May 13, 2003 – general “housekeeping” changes and added “Security” to title of Committee to formally recognize the added focus following events of September 11, 2001.

Amended January 11, 2005 – reverted to previous title removing the word “Security” in light of the separate and now fully functional Area Maritime Security Committee.