

Constitution and By-Laws of the North American Maritime Ministry Association

Adopted 9/16/2002, Amended 9/22/2003, Amended 9/22/2006, Edited 8/26/2008,
Amended 8/11/2010, Amended 8/8/2013, Amended 8/1/2016

CONSTITUTION

ARTICLE I NAME

The name of the organization shall be the North American Maritime Ministry Association (“NAMMA” or “Association”).

ARTICLE II DESIGNATION

NAMMA is a 501(c)(3) non-profit entity, organized under the laws of the United States Internal Revenue Code of 1986, and any amendments thereto.

ARTICLE III MISSION STATEMENT

NAMMA provides support and encourages Christian organizations in maritime ministry throughout North America by building an association that provides professional development, education, fellowship and advocacy.

ARTICLE IV VISION

The maritime community will be spiritually and emotionally healthy through the robust engagement of our membership.

ARTICLE V CORE VALUES

Spirituality – NAMMA encourages excellence in Christian ministry among seafarers, chaplains and the maritime community while respecting the theological diversity of our members and those we serve.

Service – NAMMA encourages professional growth and development among our membership while providing support and resources when requested.

Integrity – NAMMA maintains transparency in all matters of service and business within our organization

Collaboration – NAMMA strives to cooperate for the benefit of seafarers and the maritime community at large and encourage and support one another in our ministries.

ARTICLE VI PURPOSE

NAMMA's purpose is to provide support and inter-communication for all members, and will attempt when appropriate to cooperate with local, state and federal authorities and all organizations interested in the welfare of those in the maritime industry. Any other provisions notwithstanding, NAMMA will at all times operate for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and any amendments thereto.

ARTICLE VII NATURE

Section 1. Non-Profit, Religious, Charitable and Educational

NAMMA is formed without capital stock and functions as a non-profit organization. Its work is exclusively religious, charitable and educational. No NAMMA funds shall inure to the personal benefit of any association member.

Section 2. Membership Eligibility

Individuals actively involved in any form of maritime ministry and who subscribe to the mission and purpose of NAMMA shall be eligible for membership in accordance with the Constitution and Bylaws of the Association.

Section 3. Types of Membership

A. *Members* are individuals, paid or volunteer, in maritime ministry. A member shall have one (1) vote, and will be eligible to hold elected offices in the organization.

B. *Associate Members* are any individuals who subscribe to the purposes of the organization and who contribute to NAMMA through prayer, ancillary support and financial support. They shall have voice, but no vote, in meetings of the association.

C. Members of both categories of membership are subject to approval of the Board of Directors.

Section 4. Dues

Dues will be set by the Board of Directors at their meeting held in conjunction with the annual meeting of the Association, and those dues so set will take effect in the next calendar year. Dues notices will be sent by the Executive Director by January 15 of each year. Dues may be accepted throughout the year, but to be eligible to vote at the annual plenary meeting of the Association, a member's dues must be postmarked by April 1st of the current year and payable in USD. Those eligible to vote at any special plenary meeting will be those members who were eligible to vote at the previous annual plenary meeting.

Section 5. Loss of membership

Members shall lose their rights of membership for non-payment of dues or by vote of the Board of Directors for cause in accordance with the Bylaws. Such decision may be appealed to the general membership of NAMMA at the next plenary meeting, where a two-thirds (2/3) majority vote shall be required to reverse the decision of the board.

ARTICLE VIII BOARD OF DIRECTORS

Section 1.

The governance of NAMMA shall be vested in a Board of Directors, who shall direct the policies, procedures and budget of the association.

Section 2.

The board shall consist of thirteen (13) members: Four (4) officers, six (6) members-at-large, one (1) industry representative, one (1) labor representative and one (1) Ecumenical Affairs representative. Ecumenical, Industry and Labor representatives to the board will serve ex officio, with voice and vote. Only current Members of NAMMA are eligible to be elected to the Board of Directors.

Section 3.

Any vacancy of the elected Board of Directors shall be filled from the current roster of eligible members, until the next meeting of the members of NAMMA, by a majority vote of the remaining members of the board at its next meeting.

Section 4.

The Board of Directors shall meet at or about the time of the annual meeting of the Association, and at least one other time during the year to conduct the business of the association. A majority of the elected board members must be present to constitute a quorum.

Section 5.

The President may call special meetings of the Board of Directors at any time. It shall be the President's duty to call special meetings upon request made upon the President by any four (4) members of the Board of Directors, provided a quorum is present. Notices of such meetings shall be given in the manner provided in the Bylaws.

Section 6.

Members of the Board of Directors shall be covered by Directors and Officers (D&O) liability insurance.

ARTICLE IX OFFICERS

Section 1.

The officers of the Association shall be the President, Vice President, Secretary and Treasurer. Their terms shall be for a period of three (3) years.

Section 2.

All officers shall be elected from the Members of the Association.

Section 3.

The principal duties of the President shall be to preside over all general meetings of the association, the Board of Directors and to direct the activities of the association under the supervision and control of the Board of Directors. The President shall appoint all standing and special committees and their

chairs. Chairs of standing committees shall be members of the Board of Directors. The President may not serve more than two (2) consecutive terms.

Section 4.

The principal duties of the Vice President shall be to perform the duties and functions of the President in case of the President's absence, or inability to preside and to perform such other duties as shall be required by the Bylaws or by the Board of Directors.

Section 5.

The principal duties of the Secretary shall be to record and provide minutes of all meetings, and to perform such other duties as shall be required by the Bylaws or the Board of Directors.

Section 6.

The principal duties of the Treasurer shall be to receive and disburse all monies belonging to the Association, to keep an accurate record of the money and property on hand and generally to keep an accurate record of all matters pertaining to said office as shall be required by the Bylaws or the Board of Directors. The Treasurer shall furnish a statement of the financial condition of and a budget for NAMMA annually, and at such times as the Board of Directors shall require. The Treasurer shall serve as a member of the Executive Committee.

Section 7.

Any officer may be removed according to the procedures stated in the Bylaws.

ARTICLE X VOTING AND ELECTIONS AT ANNUAL OR SPECIAL MEMBERSHIP MEETINGS

Section 1.

Voting on all matters of the Association is limited to current Members of NAMMA. Each Member shall have one (1) vote. The Members present will constitute a quorum.

Section 2.

The Association or the board shall have the right, as the case may require, to determine the method of voting. Voting at all elections shall be by secret written ballot.

Section 3.

A majority of votes cast shall be sufficient for adoption or decision upon any matter before NAMMA, except as otherwise required by this Constitution. In the election of full term, at-large board members, a majority of votes cast shall be necessary for election.

Section 4.

Each officer or member of the Board of Directors shall assume office immediately after the official close of the final public sessions of the annual meeting of the Association, and shall remain in office until the end of the second annual meeting of the expiration of their term, until their successor has been duly elected or duly qualified, or until they submit their resignation to the Board of Directors or upon removal according to the procedures stated in the Bylaws.

Section 5.

Nominations may be made from the floor during a general meeting of the Association.

ARTICLE XI MEETINGS

Section 1. Annual Membership Meetings

The Association shall hold an annual meeting within each calendar year at a time and place to be determined by a majority vote of the Board of Directors. If the Board of Directors, by a majority vote, decides that the annual meeting must be postponed, all the officers and members of the Board of Directors shall retain office until the impeding cause has been removed and a meeting has been held. A quorum shall be a majority of the Members present.

Section 2. Special Membership Meetings

A special general meeting may be called by a majority of the Board of Directors. Notices of special meetings and their purpose shall be made forty-five (45) days in advance by U.S. mail or in any other way authorized by the Board of Directors.

ARTICLE XII STAFF

The Association may engage salaried staff, provided each individual position has been approved by the NAMMA Board of Directors at a general meeting.

ARTICLE XIII PARLIAMENTARY PROCEDURES

Parliamentary procedures will be followed in the conduct of meetings as set forth in the current edition of Robert's Rules of Order, except as may be amended by these articles of the Constitution or the Association's Bylaws. The President may designate a Parliamentarian.

ARTICLE XIV RESIGNATIONS

Resignations from the Board of Directors or the Association officers shall be submitted in writing either to the President of the Association or the Vice President, in the event of a vacancy in the presidency.

ARTICLE XV BY-LAWS

Bylaws regulating the activities of the officers and Board of Directors of the Association, as well as the conduct of business at general meetings of the association, shall be adopted by the voting membership of the association by simple majority vote at any general meeting and may be revised from time-to-time in a like manner at any general meeting. Bylaws changes may be proposed by any voting member or by the Board of Directors. Proposed changes to the Bylaws must be provided to the Executive Director sixty (60) days in advance of the meeting at which they are to be considered. The changes must be provided to the membership at least forty-five (45) days in advance of the meeting.

ARTICLE XVI ADOPTION OF THIS CONSTITUTION

The Constitution shall become effective upon its adoption by two-thirds (2/3) of those present and voting at the meeting at which it shall be presented.

ARTICLE XVII AMENDMENTS

A copy of any proposed amendments of this Constitution shall be sent to the Executive Director at least three (3) months prior to the scheduled general meeting of NAMMA. A proposed amendment must be endorsed by at least fifteen (15) voting members in good standing. A copy of the proposed amendment will be mailed to all members of the association at least forty-five (45) days prior to the date of the next scheduled general meeting. Such an amendment shall be adopted at a general meeting by the affirmative vote of two-thirds (2/3) of those present and voting.

ARTICLE XVIII DISSOLUTION

Upon dissolution or termination of the Association, its assets will be distributed to a group or organization for the benefit of maritime ministries for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and any amendments thereto.

BY-LAWS

1. Applicants for Membership

Applicants for membership must fulfill the appropriate membership criteria and complete the membership application, together with payment of membership dues. If two independent members have an administrative agreement to join together, they are treated, for the purpose of membership, as two (2) individual members.

2. Affiliated Agencies

An organization that has seafarers' welfare in its stated goals, and who subscribes to the mission and purpose of NAMMA, will be considered a NAMMA affiliated agency. This affiliation would entitle the agency to participate in NAMMA programs designed for agencies.

3. Staggered Terms of Board Members

Board members at large will be elected in three (3) classes of two (2) members. A new class will be elected each year and will serve for three (3) years. The President and the Secretary will be elected together and the Vice President and the Treasurer will be elected together in staggered terms. All officers and elected board members may not serve more than two (2) consecutive terms.

4. Removal of Board Members

Three (3) members of the board may move for removal of any board member of NAMMA for just cause. Cause may be failure to perform constitutional duties, loss of membership in NAMMA,

conviction of a serious crime, or unexcused absence from two or more regularly scheduled board meetings. Such resolution must be approved by two-thirds (2/3) of the members of the board. The board member under consideration may appeal the board's decision to the general membership, at which a vote of two-thirds (2/3) majority of the general membership at the general meeting will be necessary to reverse the board's decision.

5. *Nominations and Ballots for Election*

Each annual plenary must consist of at least two (2) sessions. Nominations for election of officers and board members must be made and accepted at the first session of the annual plenary by 5:00 p.m., one day prior to the session when elections will take place. Ballots will be printed and provided to voting members.

In the event that no candidate for a particular office receives a majority on the first ballot, the second ballot will be a runoff between the two candidates receiving the most votes on the first. In the further event that two candidates are tied for the lowest number of votes, there will issue another ballot for a runoff.

6. *Bonding of the Treasurer.*

The treasurer will be insured at the expense of NAMMA.

7. *Financial Review.*

The financial records will be audited by a qualified financial professional at least every five (5) years. The Executive Committee shall be responsible for an internal or independent review each year.

8. *Executive Director.*

The Executive Director is accountable to the board of directors, reporting to the Executive Committee through the President. The Executive Committee is responsible for the Executive Director's annual review, which shall be reported to the board.

9. *Policies and Procedures.*

Policies and procedures may be established by vote of the board of directors from time to time. A handbook of policies and procedures will be maintained by the Executive Director. Copies of current policies will be provided to the board of directors, and to members upon request. These policies will include those affecting financial transactions, governance and other business procedures of the association.

10. *Standing Committees.*

There shall be four (4) standing committees: (1) Executive-Finance, (2) Nominating, (3) NAMMA annual conference program and (4) Ecumenical Affairs Committee.

11. *The Executive-Finance Committee.*

The Executive-Finance committee shall consist of the elected officers of the Association. They shall be responsible for directing the Association between meetings and ensuring that the Executive Director has the moral and professional support needed to further the operational goals of the organization. The Executive-Finance committee shall also be responsible for reviewing the finances of the Association each year and directing audits as necessary.

12. The Nominating Committee.

The President shall appoint a Nominating Committee of three (3) people. At least one shall be a member of the board of NAMMA and at least one shall not be a member of the board. The intent of the nominating committee shall be to nominate at least two candidates for each vacant office of NAMMA and each vacant seat on the board of directors. The nominating committee shall make every attempt to find candidates who will balance the geographic, gender, racial and denominational membership of the officers and board. All nominees of the nominating committee, having consented to their nomination, will be submitted to the NAMMA membership at least one month before the date of election.

13. Ecumenical Affairs Committee.

The Chair of the Ecumenical Affairs Committee, to be appointed by the NAMMA Board President, will serve as a full member of the Board of Directors. Individual faith representatives will be chosen by their higher ecclesiastical authority. The Ecumenical Affairs Committee will replace the historical practice of having specific denominational representatives on the Board of Directors.

Purposes:

- To design ecumenical worship services for NAMMA conferences.
- To promote the spiritual wellness of maritime chaplains.
- To facilitate communication between individual Christian faith denominations or traditions and the NAMMA Board of Directors.
- To provide specific theological input on board policy issues.
- To review and provide input in programs of NAMMA, including annual conferences.
- To promote participation in, and the financial support of, NAMMA among the represented organization and their corresponding faith groups.

Initial Members Represent:

- Port Ministries International, Inc. (PMI)
- Apostleship of the Sea (delegate from North America region)
- Seafarers International House New York (Lutheran Advocates for Maritime Mission)
- Mission to Seafarers (delegate from North American regions)

Additional members may be added to the committee by application to, and approval of, the Board of Directors at any regularly scheduled meeting.

14. The NAMMA Annual Conference Program Committee.

The NAMMA annual conference program committee organizes all aspects of the annual NAMMA conference. The committee will consist of at least (2) from the Host Committee and at least one (1) from the Executive Committee.

15. Notice of Meetings.

Notice of all meetings, whether Executive or regular membership, will be sent to the appropriate parties at least thirty (30) days in advance of such meeting by the Executive Director. Reminder notices will be sent at least one (1) week in advance of such meeting by the Executive Director.