

Constitution of the North American Maritime Ministry Association
Adopted 9/16/2002, Amended 9/22/2003, Amended 9/22/2006, Edited 8/26/2008

ARTICLE I NAME

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

ARTICLE II MISSION STATEMENT

NAMMA is an ecumenical Christian association of individuals and organizations in maritime ministry. NAMMA assists with spiritual, moral, justice, and physical concerns of seafarers and all others in the maritime community. NAMMA is open to inter-religious cooperation and dialog.

ARTICLE III 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, or a corresponding section of any future federal tax code of the United States.

ARTICLE IV 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

Maritime ministries recognized by established religious or secular organizations and 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 By-Laws of NAMMA.

Section 3 Types of Membership

A. An agency member may be any agency engaged in maritime ministry. An agency is defined as an organization which is incorporated and operated by a board of directors.

B. Ministry members are individuals, paid or volunteer, in maritime ministry.

A. 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.

B. Lifetime members may be enrolled by majority vote of the board of directors and shall enjoy all the rights and privileges of ministry membership.

C. Members of all types are subject to approval of the board of directors.

Section 4. Dues.

The board of directors shall determine membership dues, subject to approval of the annual plenary meeting. Lifetime members shall not be required to pay dues. Dues are accepted throughout the year. In order to vote at the annual plenary meeting of the Association, a member's dues must be paid by April first of the current year. Those eligible to vote at any *special* plenary meeting will remain 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 by non-payment of dues, or by vote of the board of directors. 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 V 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 12 voting members: four officers and eight board members-at-large. Denominational representatives to the board will serve *ex officio*, with voice but no vote. Only voting members of NAMMA are eligible for election to the board of directors.

Section 3

Any vacancy of the elected board of directors shall be filled until the next meeting of the membership of NAMMA by a majority vote of the remaining members of the board at their 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.

Section 5

The president may call special meetings of the board of directors at any time. It shall be his or her duty to call special meetings upon request made upon him or her by any four (4) members of the Board of directors, provided a quorum is assured. Notices of such meetings shall be given in the manner provided in the By-Laws.

Section 6

A majority of the voting members of the board of directors shall constitute a quorum at all meetings, regular or special, for the transaction of all business of the board.

Section 7

Each board member shall serve as a member of a regular or special committee of the association as appointed by the president.

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Section 8

The board shall be covered by indemnity and liability insurance covering its fiduciary responsibility.

ARTICLE VI OFFICERS

Section 1

The officers of the Association shall be the president, vice president, secretary and treasurer. Their terms shall be a period of two (2) years.

Section 2

All officers shall be voting 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 committee 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 his or her absence or inability to preside and to perform such other duties as shall be required by the By-Laws or by the board of directors.

Section 5

The principal duties of the secretary shall be to correspond, to provide minutes of all meetings, to be responsible for all documents and papers which belong to the association and to perform such other duties as shall be required by the By-Laws 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 By-Laws or the board of directors. The treasurer shall furnish a statement of the financial condition of and a budget for NAMMA annually and as such times as the board of directors shall require. The treasurer shall serve as a member of the finance committee.

Section 7

Any officer may be removed according to the procedures stated in the By-Laws.

ARTICLE VII VOTING AND ELECTIONS AT ANNUAL OR SPECIAL MEMBERSHIP MEETINGS

Section 1

Voting on all matters of the Association is limited to agency and ministry members of NAMMA and shall be on a basis of one vote for each type of member in good standing in accordance with the By-Laws.

Section 2

Voting shall be by voice, ballot or other means as the matter may require. 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 association thereafter until his or her successor has been duly elected or duly qualified, or until he or she submits his or her resignation to the board of directors.

Section 5

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

ARTICLE VIII 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.

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 IX STAFF

The board of directors may engage a salaried staff, provided each individual position has been approved by a majority of votes cast by the NAMMA members at a general meeting. Such membership vote will be by written ballot.

ARTICLE X PARLIAMENTARY PROCEDURES

Parliamentary procedures is to be followed in the conduct of meetings as set forth in *Robert's Rules of Order*, revised edition, except as may be amended by these articles of the Constitution or By-Laws. The president shall designate a Parliamentarian.

ARTICLE XI RESIGNATIONS

Resignations from the board of directors or the association offices 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 XII BY-LAWS

Constitution & Bylaws, amended 2004 and 2006

By-Laws 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. By-Laws changes may be proposed by any voting member, or by the board of directors. Proposed changes to the By-laws must be provided to the secretary sixty 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 days in advance of the meeting.

ARTICLE XIII 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 XIV AMENDMENTS

A copy of any proposed amendments of this Constitution shall be sent to the secretary of NAMMA 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 XV DISSOLUTION

Upon dissolution or termination of the association, its assets will be distributed equally to the agency members for the benefit of workers in the maritime industries for religious, charitable and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

Constitution & Bylaws, amended 2004 and 2006

limited to those duly appointed by the Apostleship of the Sea; Lutheran Advocates for Maritime Mission; The Mission to Seafarers in North America and the Caribbean; and the Southern Baptist Convention. Additional denominational representatives to the board shall be approved by vote of the board of directors. V.2.

7. Bonding of the Treasurer.
The treasurer of NAMMA will be bonded at the expense of NAMMA.

8. Financial Review VI.6.
The financial records of NAMMA will be reviewed by a qualified financial professional at least every five years. The finance committee shall be responsible for an internal or independent review each year. V.1.& 7.

9. Executive Secretary
The executive secretary is accountable to the board of directors, reporting to the executive committee through the president. The executive committee is responsible for the executive secretary's annual review, which shall be reported to the board. V.1. & IX.

10. 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 secretary. 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 and other business procedures of the association. V.1.

11. Standing Committees.
There shall be five standing committees: Executive, Finance, Fundraising, Nominating, and Membership/Credentials. The Executive Committee shall consist of all the elected officers of the association, who have the power to act on behalf of the board of directors on any emergencies between board meetings. V.7., VI.1., VI.3 & 6.

The President shall appoint a Nominating Committee of three 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.

12. Notice of Meetings.
Notice of all meetings will be sent to the appropriate parties at least 45 days in advance.

V.4.&5., VIII.