

Maritime PRO Bylaws



INTRODUCTION

The National Association of State Boating Law Administrators (NASBLA) is a national nonprofit organization representing the United States' state and territorial recreational boating authorities responsible for administering and enforcing recreational boating laws.

In keeping with NASBLA's mission, the Maritime Professional Responders and Officers is organized as a NASBLA Special Purpose Caucus to share information and act on program or policy measures under the caucus's purview.

BYLAW I NAME AND PURPOSE

Section 1. Name

The name of the organization shall be the Maritime Professional Responders and Officers, hereinafter referred to as the "Organization."

Section 2. Purpose

The Maritime Professional Responders and Officers organization provides a national platform that supports the individual federal, state, local, tribal, and private sector maritime public safety professional through advocacy, partnership and professional development.

BYLAW II MEMBERSHIP

Section 1. Categories and Privileges of Membership

A. The primary membership of this Organization shall comprise individuals (current or retired) from federal, state, local, or tribal and nonprofit or private sector maritime public safety professionals. A member "in good standing" means an individual that is current in their payment of membership dues as may be established in accordance with Section 2 of this Bylaw.

Primary members shall be entitled to vote on questions of official Organization business, as defined in Bylaw III, Section 6; shall be eligible to hold elective or appointive office in the Organization; and shall be entitled to serve as chairpersons and voting members of committees.

B. The Executive Board of the Organization, as defined in Bylaw IV, Section 1, may grant conditional membership with limited privileges to the following. As applicable, a member "in

Maritime PRO Bylaws



good standing” shall mean a member current in payment of any membership dues as may be established in accordance with Section 2 of this Bylaw.

1. “Associate Member” is anyone who through their employment, voluntary service or retirement related to public safety demonstrates their interest in maritime public safety. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 6, nor to hold elective office.
2. “Corporate Membership” is for for-profit or nonprofit corporations, firms, associations, or others desiring to assist the Organization in its objectives. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 6, nor to hold elective office or serve as chairpersons of committees.
3. “Life Member” is anyone who has been a primary or associate member who has been designated a life member by the Executive Board for his or her contributions to the Organization. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 6, nor to hold elective office or serve as chairpersons of committees.
4. “Honorary Member” is anyone who has been designated by the Executive Board an honorary member for his or her contributions to boating safety or law enforcement. Such members in good standing shall be eligible to serve as voting members of committees. Such members shall not be eligible to vote on questions of official Organization business, as defined in Bylaw III, Section 6, nor to hold elective office or serve as chairpersons of committees.

Section 2. Membership Dues

The amount of the annual membership dues to be assessed each member shall be established by the affirmative vote of a majority of the Executive Board. The amount of any annual membership dues to be assessed for the conditional membership categories as defined in Section 1, subsections B(1), B(2), B(3) and B(4) of this Bylaw, shall be established by a majority vote of the members of the Executive Board voting at a meeting of the Board as defined in Bylaw IV, Section 1, subsection F; provided, that the dues assessment need not be uniform within or among these categories.

Maritime PRO Bylaws



Section 3. Termination of Membership

The terminating authority shall be the Executive Board who may terminate any membership upon occurrence of any of the following events:

- A. The resignation of the member;
- B. The failure of a member to pay dues for a period of 60 days after the date upon which the dues become delinquent.
- C. The determination of the Board that the member has failed in a material and serious degree to observe the Bylaws, policies and other governance documents of this Organization.

BYLAWS III MEETINGS OF MEMBERS

Section 1. Annual Meetings

The Annual Meeting of members shall be held once a year designated by the Executive Board provided that the Board notifies the membership as provided in Section 3 of this bylaw.

Section 2. Special Meetings

Special meetings of the membership shall be called by the President of the Organization upon the request of not less than ten (10) of the primary members or upon request of a majority of the members of the Executive Board. If the President fails to call such special meeting in accordance with the foregoing, the Executive Board shall be authorized to do so upon a majority vote of its membership. Thirty (30) days' notice of any such special meeting must be given to the membership, and such notice may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communication method open and accessible to them. Such notice shall state the purpose(s) of the meeting, the location, the Organization business that shall be transacted, and other such information as might be necessary to conduct the meeting.

Section 3. Notice Of Members Meetings

The general membership shall be notified in writing at least thirty days (30) days prior to any meeting. The notice may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communications method open and accessible to them. The notice will contain the date and time of the meeting, the meeting place, and the matter or agenda of the meeting.

Maritime PRO Bylaws



Section 4. Quorum

No business meeting conducted during an annual or other conference or special meeting of the Organization members shall be official unless there is a quorum present. A quorum shall consist of twenty percent (20%) of the primary members in good standing present either physically or virtually by means of an electronic communication system through which the member can hear and be heard.

Section 5. Parliamentary Procedure

All business meetings of the Organization shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.

Section 6. Voting

A. At any annual meeting, on all questions before the Organization, each primary member in good standing shall be entitled to one vote. If an eligible member cannot attend an annual meeting, the member shall have the option of casting votes virtually, by means of an electronic communications system. The procedures for using such an electronic communications system shall be announced to all members in advance of the annual meeting. The record of the roll call of the members shall reflect all members attending in person and virtually.

B. At any annual meeting, all action on motions, resolutions and other official Organization business which requires a vote shall be by voice vote, except (1) when a roll call vote is requested by at least three members; or (2) when a secret ballot is used in the case of multiple nominations for an elective office of the Executive Board.

Section 7. Proxies

No member of this Organization shall be allowed a proxy for the purpose of voting on any issue.

Section 8. Conducting Interim Business

In the interim between conferences, or in lieu of calling a special meeting of the Organization membership, the Executive Board, as a plenary, may put forth measures to be voted on by the eligible members of the Organization, as defined in Bylaw II, Section 1, subsection A, through mail balloting or through a combination of mail balloting and other communications and tabulation systems as may be open and accessible to the members of the Organization. Such systems and procedures are subject to Executive Board approval and shall be described in the policies of the Organization. In no event, however, shall any procedure accommodate less than

Maritime PRO Bylaws



thirty (30) days between the date of issuance and the deadline for response by the members eligible to vote on Organization matters.

BYLAW IV GOVERNANCE AND MANAGEMENT OF THE ORGANIZATION

Section 1. Executive Board

A. Executive Board as Governing Body. The Organization shall be governed by an Executive Board, hereinafter referred to in the subsections of this Section as the "Board," and which shall act in trusteeship to the members of the Organization, formulate the policies of the Organization, and generally supervise their execution by the Officers of the Organization as defined in Section 2 of this Bylaw. The Board shall develop and maintain policies to guide the activities of the Organization.

B. Composition. The Board shall consist of the Officers, defined in Section 2 of this Bylaw as the President, Vice President, Secretary, Treasurer, a Past President, and at least two but no more than six Members-at-Large. The Board shall be comprised solely of primary members eligible to hold elective Organization offices under the terms of Bylaw II, Section 1.

C. Tenure of Office. The terms of office for the President, Vice President, Secretary and Treasurer shall be one (1) year, beginning on the first day following the conference at which they were elected and ending on the last day of the conference at which their successors are elected. The Past President shall serve as an Officer until such time as the incumbent President completes the term for that office.

The terms for Members-at-Large shall be staggered and shall be two years each, beginning on the first day following the conference at which they were elected and ending on the last day of the conference at which their successors are elected. Members-at-Large shall not be elected to more than two consecutive, full two-year terms.

A person who fills an unexpired Member-at-Large term of one or more years may be elected to one additional full term. A person who fills an unexpired term of less than one year may be elected to two (2) full terms.

Provisions for the nomination and election of Officers and Members-at-Large shall be as set forth in Bylaw V.

A vacancy in an Officer position, other than the President, or a vacancy in a Member-at-Large seat created when the member resigns, is removed from office, is elected to another office before completing the term of the position for which they were elected, or is no longer eligible for membership as provided by Bylaw II, Section 1, shall be filled by the President's nomination of a person eligible to hold elective office under the terms of Bylaw II, Section 1, and confirmed

Maritime PRO Bylaws



by affirmative vote of a majority of the remaining Board members. The person appointed to fill the vacancy shall be inaugurated upon such approval of the Board and shall serve until the next scheduled election, as described in Bylaw V. The balance of the term for that office, if any remains, shall be filled at that election.

The Vice President shall assume the responsibilities of the President in the event of the President's resignation or removal from, or ineligibility for office and shall serve in that capacity until the next scheduled election, as described in Bylaw V.

Any Officer or Member-at-Large may resign at any time by giving written notice to the President, or if the member resigning is the President, to the Vice President. Any resignation shall be effective immediately unless a certain date is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Any Officer or Member-at-Large may be removed from office, with or without cause, by the affirmative vote of a majority of the primary members in good standing voting at an annual meeting of the membership as defined in Bylaw III, Section 1 or at a special meeting of the membership as defined in Bylaw III, Section 2.

D. Powers and Duties. The Board shall have general authority over the funds, property and management of the Organization. In addition to the legal, fiduciary and ethical responsibilities defined elsewhere in these Bylaws and as further defined in the policies of the Organization, the Board shall:

1. Oversee and set policies on the fiscal, budgetary, audit, and administrative affairs of the Organization and authorize their implementation;
2. Determine and periodically evaluate the Organization's mission and purpose, and the performance of the Board and the Organization in that regard;
3. Ensure the availability of adequate fiscal and human resources for operating and maintaining the Organization;
4. Establish and periodically evaluate the direction and content of all programs, products and services sponsored by the Organization;
5. Select and define the authority, compensation and responsibilities of the Chief Executive Officer of the Organization or other staff as may be defined in Section 4 of this Bylaw, and monitor the performance of same;
6. Promote the Organization's interests and image;
7. Adjudicate grievances brought forth by staff and members of the Organization;
8. Prepare the agenda for the business meeting or meetings that shall occur at an annual or other conference of the Organization.

E. Reimbursement. Members of the Board shall not be compensated for the fulfillment of their duties as Board members or as Officers of the Organization. However, members shall be eligible

Maritime PRO Bylaws



for reimbursement of such expenses as may be incurred in the fulfillment of these duties. Such reimbursement and related procedures shall be as described in the policies of the Organization.

F. Meetings of the Board. The Board shall meet as a plenary at least one (1) time a year, and may meet additional times subject to the call of the President. A special meeting of the Board must be called upon the written request of any four (4) members of the Board. Should the President fail to call a meeting of the Board upon the request, the Vice President shall be authorized to call such a meeting. At least thirty (30) days' notice of such a meeting must be given to the members of the Board and such notice must state the purpose of the meeting and specific agenda items to be discussed. Notice may be delivered by postal mail, telephone, telefacsimile, electronic mail or other communications system open and accessible to all members of the Board.

1. Quorum. The majority of Board members shall constitute a quorum for purposes of a meeting or for conducting interim business according to the provisions of paragraph 5 of this subsection F.

2. Manner of Acting. Except as otherwise expressly required by law or these Bylaws, the affirmative vote of a majority of members of the Board present at any meeting of the Board at which a quorum is present shall be the act of the Board. Each Board member shall have one (1) vote. A vote may not be cast by anyone other than the member elected to the Board. Voting by proxy shall not be permitted.

3. Location of Meetings. One (1) meeting of the Board may be conducted in conjunction with a conference of the Organization. Other meetings of the Board shall be held at times and places as designated by the President or the Executive Board.

4. Parliamentary Procedure. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, revised, so far as practicable.

5. Conducting Interim Business. In lieu of calling special meetings, the Board may discuss issues and vote on motions in the interim between formal meetings through a communications system open and accessible to all members of the Board. Motions may be issued through this system by any member of the Board, must be clearly stated and accompanied by explanation of intent, and must specify a closure date for response. A motion shall be considered as seconded upon response to that motion by any other Board member. A record of all motions and outcomes shall be certified by the Secretary.

G. Conflicts of Interest. For purposes of this subsection, a "conflict of interest" shall include but not be limited to any transaction by or with the Organization in which a Board member has a direct or indirect personal interest, or any transaction in which a Board member is unable to exercise impartial judgment or otherwise act in the best interests of the Organization. The Board shall adopt and enforce a conflict of interest policy in accordance with these Bylaws and consistent with Kentucky Revised Statute 273.219.

Maritime PRO Bylaws



H. Committees of the Board. The Board as a plenary or the President shall have the authority to create committees of the Board for the purpose of informing and assisting in its work and policymaking. Such committees shall in no way supplant the Board's responsibilities or obligations as a plenary. The following shall be among the areas addressed by Board committees: financial management of the Organization; the development of the Board and other governance matters; the resource development of the Organization; and Board nominations and elections. Such committees shall be comprised of Officers and Members-at-Large of the Executive Board, and may include as appropriate other eligible members of the Organization. The objectives, operations, procedures and tenure of such Board committees shall be as detailed in the policies of the Organization.

Section 2. Officers

A. Officers Defined. The Officers of the Organization shall be the President, Vice President, Secretary, Treasurer, and Past President. Each Officer shall be bound by these Bylaws, the policies of the Organization, and any other actions taken by the Board, and shall have additional authority as may be conferred by formal resolution of the Board or as may be granted by the eligible members of the Organization as defined in Bylaw II, Section 1.

B. Tenure of Office. The terms of office for and provisions for filling vacancies in the Officer positions shall be as set forth in Section 1, subsection C of this Bylaw. Provisions for their nomination and election shall be as set forth in Bylaw V.

C. Powers and Duties. The Officers shall have such powers and duties as defined in this subsection and elsewhere in these Bylaws, and shall include any additional authority as may be given them by formal resolution of the Executive Board and incorporation into the policies of the Organization.

1. President. The President is the chief elected officer of the Organization and shall direct the overall affairs and operations of the Executive Board; preside over all meetings of the Executive Board and of the Organization; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Organization.

2. Vice President. The Vice President shall assist the President in directing the affairs and operations of the Executive Board; act as presiding officer at meetings in the absence of the President; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Organization.

3. Secretary. The Secretary shall serve as the as primary record-keeper of the Organization and shall certify the integrity of the records and transactions of the Organization and the Board.

4. Treasurer. The Treasurer shall serve as the primary steward of the financial resources of the Organization by ensuring the accurate recording and reporting of the Organization's financial

Maritime PRO Bylaws



transactions, and the adherence to an annual budget; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Organization.

5. Past President. The Past President shall serve as an advisor to and assist the President as requested; and perform all other such duties as shall be authorized in these Bylaws or as the Executive Board may authorize and as may be defined in the policies of the Organization.

Section 3. Committees

There shall be administrative and policy committees of the Organization that shall report to and assist the Executive Board in accomplishing the Organization's mission and strategic plan. The committees shall be comprised of Organization members eligible for committee membership under the terms of Bylaw II, Section 1. The President of the Organization shall appoint all committee chairs not later than the first meeting of the Executive Board following the conference at which elections are conducted. During their term of office, members of the Executive Board shall be disqualified from serving as chairs or vice-chairs of any committee defined as a policy committee of the Organization. The jurisdiction, objectives, operations, procedures and tenure of these administrative and policy committees shall be as detailed in the policies of the Organization.

BYLAW V NOMINATIONS AND ELECTIONS

Section 1. Eligibility for Officer or Member-at-Large of Executive Board

Only primary members as defined in Bylaw II, Section 1, subsection A shall be eligible for nomination and election to an Officer or Member-at-Large position on the Executive Board.

Section 2. Nominations

A. Nomination by Committee. The Board committee that has jurisdiction over nominations and elections shall secure the consent of at least one (1) eligible primary member, as defined in Bylaw II, Section 1, subsection A, to be a candidate for each open Officer and Member-at-Large position on the Executive Board. Qualifications, skills and characteristics as may be required for the achievement of Executive Board duties and responsibilities, and the operations, procedures and tenure of this Board committee shall be as detailed in the policies of the Organization.

The slate of candidates recommended by the committee to the Executive Board and accepted by the Board shall be announced to the eligible primary members at least thirty (30) days prior to the day of the election. Such announcement may be delivered by postal mail, telephone, telefacsimile, electronic mail, or any other communications method open and accessible to them.

Maritime PRO Bylaws



B. Nominations from the Floor. During the annual meeting at which the election is to be conducted, any eligible primary member, as defined in Bylaw II, Section 1, subsection A, shall be allowed to place into nomination their name or the name of another eligible member for any open Officer or Member-at-Large position on the Executive Board.

Section 3. Elections

A. Date of Election. The election of Officers and Members-at-Large of the Executive Board shall be conducted during a scheduled annual business meeting of the Organization, as defined in Bylaw III, Section 1.

B. Voting. Voting on each open Officer and Member-at-Large position shall be conducted as defined in Bylaw III, Section 6.

C. Election Determination. A candidate shall be elected to an open position upon the affirmative vote of a majority of the members in good standing, as defined in Bylaw II, Section 1, and voting at the annual meeting at which the election is conducted. The successful candidate shall begin and end their term of office as defined in Bylaw IV, Section 1, subsection C.

BYLAW VI AMENDMENT

These Bylaws may be amended at any annual meeting of the Organization upon the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast by the primary members in good standing as defined in Bylaw II, Section 1; provided notice of such amendment(s) and the nature thereof shall be given to the eligible voters at least thirty (30) days prior to the day of the annual or special meeting at which said amendment(s) are to be presented for consideration. Such advance notice may be waived by a two-thirds (2/3) affirmative vote of the eligible primary members voting at such a meeting.

BYLAW VII DISSOLUTION OF ORGANIZATION

This Organization may be dissolved upon the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast by the Organization's primary members in good standing as defined in Bylaw II, Section 1. In the event of dissolution, the assets of the Organization shall be disposed of in accordance with Article VII of the Articles of Incorporation of the National Association of State Boating Law Administrators Inc.

Maritime PRO Bylaws



BYLAW VIII EFFECTIVE DATE

These Bylaws shall supersede all prior Bylaws of the Organization and shall take effect upon their approval unless otherwise stated. Provisions related to elected positions shall take effect as soon as possible, but no later than the expiration of all current terms of office.

FINAL – 12.02.18

Clarification made on 12.02.18 on BYLAW II Sec 1. A) The primary membership of this Organization shall comprise individuals (current or retired**) from federal, state, local, or tribal and nonprofit or private sector maritime public safety professionals.*