



Constitution & By-Laws

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Revised 2010



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The Council of American Master Mariners, Inc.

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Lynnwood, WA 98046-5034

www.mastermariner.org

Dedicated to supporting and improving the American Merchant Marine, and supporting and improving the position of the man on the bridge by fostering the exchange of maritime information and experience, promoting advances in nautical education and training standards, and the publication of professional literature.

Established in 1936, the Council is independent of any union, school, or company.

The Council monitors, comments, supports or opposes local, state and federal legislation that would affect or be detrimental to the Master.

- (1.) The proposed amendment has been delivered to the National Secretary/Treasurer at least one hundred twenty (120) days before the opening of the National Meeting and a copy thereof shall have been sent to the chairman and members of the Constitution and By-Laws Committee by the National Secretary/Treasurer as soon as practicable for review; and at least ninety (90) days before the opening of the National Meeting any proposed amendment accepted by the Constitution and By-Laws Committee shall have been sent to the National Secretary/Treasurer; and a copy thereof shall have been sent by the Secretary/Treasurer to each Chapter at least sixty (60) days before said opening.
- (2.) No amendment shall be placed on the ballot without prior review by the Constitution and By-Laws Committee.
- (3.) Adoption of the proposal will be determined by a two-thirds (2/3) preference of the votes cast on the ballot. Amendments shall become effective on adoption unless otherwise stated in the motion for their adoption.
- (4.) Or, after an unanimous approval of the Board of Governors, amendments may be proposed and require a similar unanimous vote for adoption.
(amended 1976, 1991, 1995, 1998)

ARTICLE X PERIODICAL

Section 1. The Board of Governors may publish or have published under its supervision and control a periodical reporting its transactions.

ARTICLE XI HEADQUARTERS

Section 1. The Headquarters of The Council of American Master Mariners, Inc. shall be maintained in the State residence of the sitting National President. *(amended 1991, 2004, 2008)*

ARTICLE XII NAME AND EMBLEM

Section 1. In further fulfillment of the purposes and objects of The Council of American Master Mariners, Inc., the Board of Governors shall create, adopt and preserve an emblem, badge or other Insignia for the exclusive use and benefit of all members, which shall be registered in the United States Patent Office.

Section 2. Neither the name, emblem, badge or other insignia of The Council of American Master Mariners, Inc. nor the name, emblem or badge or other insignia of any Chapter shall be used by any Chapter or by any member of a Chapter as a trademark or special brand for merchandise.

ARTICLE XIII AMENDMENTS

Section 1. Amendments to this Constitution shall be made only at a National business meeting provided:

**GENERAL PREAMBLE TO THE
CONSTITUTION**

“An adequate, efficient, prosperous MERCHANT MARINE is necessary for the naval and military safety and economic well-being of the UNITED STATES.”

Throughout the course of world history the seaman in general and the Master Mariner in particular, have contributed immeasurably to the development of science, culture and civilization. The great discoveries, lines of communication, and commerce of the world have been developed by seamen and by commercial interests who were led, counseled and directed by Master Mariners.

WHEREAS, the Master Mariners of the United States of America recognized the professional accomplishments of those who have preceded them, and,

WHEREAS, they, the Master Mariners, desire to maintain and enhance the professional tradition by continuing to advance the causes of maritime science, did in the year 1936, form
THE COUNCIL OF AMERICAN MASTER MARINERS, INC.

NOW, THEREFORE, The Council of American Masters Mariners, Inc. declares its objects shall be to advance the causes of Maritime and Nautical Science by recognizing training criteria; accepting standard practices; fostering the exchange of maritime information and experience; encouraging the publication and study of professional literature; assisting in maritime research; assuming a public and impartial responsibility; and cultivating a continuing attitude of learning within the profession.

The Council of American Master Mariners, Inc. is pledged to serve no personal or private ambition or interest but to promote broad general policies for the benefit of the national interest and of maritime endeavors.

NATIONAL PRESIDENTS

Capt. Paul C. Grening *	1937-1938
Capt. Schuyler F. Cummings *	1939-1947
Capt. William Ray Lawrence *	1948-1950
VADM Edward C. Holden USNR*	1951
Capt. William McGuire *	1952-1953
RADM. Leonard Frisco, USNR *	1954-1955
Capt. Lawrence J. Hasse *	1956-1958
Capt. John V. Redmond *	1959-1960
Capt. Bernt J. Jacobsen *	1961-1962
Capt. William W. Kuhne *	1963-1964
Capt. James W. Maley *	1965-1966
Capt. Cecil D. Davies Jr.*	1967
Capt. Richard LePage *	1968-1969
Capt. Edward Downing *	1970
Capt. Stephen M. Seledce	1971-1972
Capt. Robert J. Wall *	1973
Capt. Kenneth C. Torrens *	1974-1981
Capt. Conrad P. Nilsen *	1982-1989
Capt. Richard E. Manchester	1990-1992
Capt. Stephen E. Nadeau	1993-1995
Capt. Warren G. Leback	1996-1999
Capt. Frank Zabrocky	2000-2002
Capt. Charles E. Gedney	2002-2004
Capt Thomas Bradley	2004-2008
Capt. Cal Hunziker	2008-present

**Deceased*

CHAPLAIN

Father Sinclair Oubre, JCL

ARTICLE IX REVENUE

Section 1. The fiscal year of The Council of American Master Mariners, Inc. shall extend from January first to December thirty-first. The fiscal year of the Chapters shall extend from January first to December thirty-first.

Section 2. On or before the thirty first day of December each year, each chapter shall certify to the National Secretary/Treasurer the names by title of its newly elected officers and total number of its members in good standing of all classifications carried on its membership rolls as of the end of its fiscal year and shall furnish a complete list of such members including their business connections, mailing addresses, and the class of membership held. The Certificate and the list of membership shall be signed by the Chapter President and The Chapter Secretary and shall be transmitted in duplicate to the Secretary/Treasurer of The Council of American Master Mariners, Inc. on or before the date indicated. *(amended 1998)*

Section 3. Each member, excepting Honorary and Life members, shall pay to the Secretary/Treasurer of The Council of American Master Mariners, Inc., annually the annual dues set for that year payable on the First day of January. Life Members shall have paid the sum of 10 times the annual dues at the time they are accepted for Life membership and 50% of the current dues rate thereafter. *(amended 1991, 1997, 1998)* Nothing in these By-Laws shall preclude the respective chapters from providing for payment of chapters' dues to finance chapter activities.

Section 4. The Finance Committee shall recommend to the President any dues increase as a result of the budget approval process. The President will present the recommendation to the BOG at least 60 days prior to the AGM for approval at the AGM. *(added 2010)*

- (1.) Determine the proposed amendment's intent, desired effect and validity.
 - (2.) Identify other Constitution and By-Law Articles affected by the proposed amendment, if any, should the proposed amendment be adopted.
 - (3.) Ascertain that the proposed amendment is couched in proper language and correctly placed in the Constitution and By-Laws with regard to any applicable Article(s).
 - (4.) Accept or reject the proposed amendment for a ballot vote in accordance with Article XIII of the By-Laws.
 - (5.) Report to the Board of Governors and advise them of any proposed amendment the Committee has rejected, including the reason(s) for rejection. In such cases of Committee rejection By-laws Article XIII Section 1(4) [Board of Governors approval, proposal and vote] and Article VIII Section 4 above shall apply. *(amended 1995)*
- (g.) The Finance Committee shall: *(added 2008)*
- (1.) Assist the National Secretary/Treasurer as requested;
 - (2.) Monitor review and report the organizations investments to the Board of Governors;
 - (3.) To evaluate the investment strategies and policies of the organization;
 - (4.) Review and approve the annual budget.

FOUNDATIONS

Founded: 1936
 Incorporated in the State of New York
 November 26, 1963
 National Constitution and By-Laws Approved
 January 30, 1967
 Amended:
 1971, 1976, 1991, 1992, 1995, 1996, 1997, 1998,
 2000, 2004, 2008

CHAPTERS CHARTERED

Houston Chapter	April 6, 1967
New York Chapter	September 12, 1967
San Francisco Bay Area Chapter	September 30, 1971
New Orleans Chapter	February 25, 1975
Los Angeles/Long Beach Chapter	December 6, 1979
Seattle/Pacific North West Chapter	May 26, 1981
Port Everglades/Miami Chapter	January 31, 1984
Tampa Bay Area Chapter	November 14, 1989
Hampton Roads/Tidewater Chapter	December 10, 1991
Baltimore/Washington Chapter	December 11, 1991
Mobile Bay Area Chapter	November 10, 1992
Columbia River Chapter	April 15, 2002

- (1.) The Positions Committee during the course of the operating year shall consider and recommend appropriate positions to be taken by the Council in implementing its National Resolutions. Such positions shall encompass, but not be limited to, existing, pending or proposed legislation; shall represent matters of major significance in keeping with the objectives of the Constitution of the Council; and shall include suggested action to be taken by the National Officers, Committees, Chapters and Members.
- (2.) Recommended positions shall be submitted to the Board of Governors through the President. The Board of Governors members shall be given ten days for submitting official comments or objections. These shall be given full consideration at the time the Board takes appropriate final action. *(amended 1991, 2008)*
- (c.) The Public Relations Committee shall consult with the First and Second Vice Presidents and National Secretary as to methods and programs of Public Relations which will in its judgment, best serve the objectives of the Council. The Committee shall study and make recommendations specifically on ways and means of informing the membership, the American people and Government officials regarding the operations of the Council.
- (d.) The Membership Committee shall review applications for membership and forward all applications fulfilling the requirements for membership together with their comments to the Board of Governors via the Secretary/Treasurer. *(amended 1998)*
- (e.) The National Meeting Committee shall have full charge of all arrangements for the National Meeting subject to consultation with and approval by the Board of Governors. *(amended 1998, 2008)*
- (f.) The Constitution and By-Laws Committee shall review all proposed amendments to the Constitution and By-Laws submitted to the National Secretary/Treasurer. *(amended 1998)*

- (f.) The Constitution and By-Laws Committee shall consist of a Chairman and members appointed by the President. *(added 1995)*
- (g.) The Finance Committee shall consist of the National Secretary / Treasurer and two members in good standing appointed by the President. *(added 2008)*

All other committees shall be appointed as soon as possible after he enters upon his duties and certainly no later than the 30th day following his election. *(amended 1976, 1991)*

Section 2. The President may from time to time, with the approval of the Board of Governors, appoint such special committees as may be necessary, in his judgment or in the judgment of the Board of Governors. *(amended 2008)*

Section 3. The President shall designate the chairman of each committee appointed by him, and shall have the power to fill all vacancies that occur in such committee, except as otherwise provided in Section 1 hereof.

Section 4. All Standing Committee action shall be subject to ratification by the Board of Governors.

Section 5. Duties of Standing Committees

- (a.) The Board of Governors shall act for the Board of Governors and is empowered to do all things necessary to assist the President toward the accomplishment of the objectives of the Council. *(amended 2008)*
- (b.) Positions Committee

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- (1.) The President shall be the Chairman of the Board of Governors. Said committee shall consist of not less than ten (10) members of which not less than seven (7) members shall be Regular members. Membership shall be made up of the President, National First Vice President, the National Secretary/Treasurer, the five (5) Regional Vice Presidents, and at least two (2) members in good standing from the Chapters. Any members at large shall be subject to approval of a majority of the Board of Governors. *(amended 2008)*
- (2.) The Board shall be allowed to conduct business by teleconference when they are individually not able to attend the meetings at a National level. *(amended 2008)*
- (3.) The National First Vice President shall be the Vice Chairman of the Board of Governors. *(amended 1996, 2008)*
- (b.) The Positions Committee shall consist of one member from each Chapter. The Chairman shall be appointed by the President from one of these members. *(amended 1991)*
- (c.) The Public Relations committee shall be appointed by the President from among those skilled in this special field. *(amended 1991)*
- (d.) The Membership Committee shall be appointed by the President. *(amended 1976, 1991)*
- (e.) The National Meeting Committee shall consist of a General Chairman and such other Committee chairmen and members as may be required to successfully conduct the business of the National Meeting. The General Chairman shall be nominated by the Chapter in the meeting city subject to the approval of and confirmation by the President. Other Meeting Committee chairman and members shall be appointed by the General Chairman. The National Meeting Committee shall be appointed by the President as soon as practicable after the time and place of the National Meeting shall have been determined.

Section 3. The Election Committee shall report promptly to the Meeting the result of the balloting, which report shall be signed by a majority of the committee. After the committee has so reported, the chairman shall keep in his custody all ballots until such time as he shall be instructed by the Meeting concerning their disposal.

Section 4. If the result of any balloting fails to show a majority for any nominee, the President shall designate a time and place during the National Meeting for the casting of further ballots for that office under the supervision of the Election Committee. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped and on each succeeding ballot the same procedure shall be followed until some nominee shall have received a majority of all votes cast. *(amended 1998)*

Section 5. In the event there is no contest for any elective office, the procedure set forth in Sections 1 to 4 inclusive may, by unanimous vote, be suspended and the elections may be made by acclamation.

ARTICLE VIII STANDING COMMITTEES

Section 1. There shall be the following standing committees:

- i) Board of Governors
- ii) Positions Committee
- iii) Public Relations Committee
- iv) Membership Committee
- v) National Meeting Committee
- vi) Constitution and By-Laws Committee.
- vii) Finance Committee

(amended 1995, 1998, 2008)

The membership of these committees shall be as follows:

- (a.) Board of Governors

Constitution of The Council of American Master Mariners, Inc.

Corrected through 2010.

ARTICLE I NAME

Section 1. The name of this organization shall be “The Council of American Master Mariners, Inc.”

ARTICLE II DECLARATION OF POLICY

Section 1. The Council of American Master Mariners, Inc., is a nonprofit association of persons having common professional interests, the objects of which are:

- A.) To promote an effective, efficient, prosperous American Merchant Marine which is of maximum benefit to the nation, the shipper, the mariner, the ship owner, and the financial community.
- B.) To render a public service by expressing the considered professional opinions of Master Mariners regarding maritime issues.
- C.) To encourage and promote advances in nautical education, training standards, and the publication of professional literature for the American mariner.
- D.) To cultivate an attitude of continuing education within the profession.
- E.) To foster an exchange of information between, and promote a spirit of friendship and common purpose among, all organizations whose members are dedicated to a strong United States flag merchant fleet.
- F.) To support and encourage improvement in all nautical facilities.
- G.) To enhance the rightful prestige of the American Master Mariner. *(amended 1992)*

ARTICLE III MEMBERSHIP (amended 1976)

Section 1. The membership of The Council of American Master Mariners, Inc. shall consist of four classes of members, namely: (a) Regular, (b) Special, (c) Associate, and (d) Honorary. The number of Associate Members shall not exceed 20%, and the number of honorary members shall not exceed 2% of the Regular members. The requirements for membership in the several classes are: *(amended 1992)*

(a.) Regular Membership: (#-R)

- (1.) (#-RU) A Master Mariner holding a valid USCG unlimited Master's License and who has commanded a vessel or vessels of over 5000 GRT on voyages may become a Regular Member on approval of the Board of Governors and upon subscribing to the Constitution and By-Laws and paying the admission fee, if applicable, and the dues for the current year. *(amended 1991, 2008)*
- (2.) (#-RP) American Citizens serving as a Senior or First Class Pilot, with at least one years experience, certified to pilot vessels of 20,000 GRT or over and duly registered and licensed by their respective state, federal authority, Panama Canal Commission or authority recognized by the Board of Governors, shall be eligible for membership and may be accepted as a Pilot-Regular member on approval of the Board of Governors and subsequent payment of applicable fees and dues for the current year. A Pilot-Regular shall have all the rights and privileges as a Regular member as provided by the By-Laws. *(added 1992, amended 2008)*

ARTICLE VI NOMINATIONS

Section 1.

- (a.) A nominating committee composed on one delegate from each chapter shall be elected by said chapters no later than November first of each year. The President shall appoint a chairman from these delegates. The duties of the committee shall be to nominate candidates for all elected offices from all the available candidates. The findings of the committee shall be submitted to the National Secretary/Treasurer and the Board no later than the 15th of January following their election. *(amended 1998)*
- (b.) Nominations must include, in addition to those names presented by delegates, any other Regular member in good standing who has submitted a written declaration as a candidate for a National office endorsed by at least 50 members in good standing. *(amended 1976, 1991)*
- (c.) The Secretary/Treasurer is to have all the candidates placed on the ballot portion of the Proxy/Ballot notices and in the mail 60 days before the opening of the National Meeting. *(amended 1991, 1998)*

ARTICLE VII ELECTIONS

Section 1. At the first session of the National Meeting the President shall announce the place, the day and the hour for holding the election of officers as directed by the Meeting and shall appoint an Election Committee, composed of not less than three accredited members who shall have charge of the election, the preparation and distribution of the ballots, and the counting of the same. Before the opening of the polls, the Secretary/Treasurer shall provide the committee with a list of the members in good standing as shown by the report of the Credentials Committee. *(amended 1976, 1998)*

Section 2. A member in good standing present shall constitute the voting body of the Meeting and shall be known as the electors. Each elector shall be entitled to cast one ballot in his own behalf and one for each member in good standing he represents by proxy. *(amended 1976)*

- (f.) In order for the proxy vote to be valid and thereby be counted in the election, certain criteria must be met:
- (1.) The proxy card must be issued by a member in good standing.
 - (2.) Proxy cards, if validated, can be used for both posted ballots and for items that are presented from the floor of the National Meeting.
 - (3.) There must be no doubt as to the proxy giver's intention. If a Proxy Card is in any way ambiguous so that the intent of which cannot be ascertained, this intent will be discussed by The Credential Committee established at the National Meeting. If the intent cannot be determined by this committee after reasonable consideration, the proxy will not be valid.
 - (4.) A Proxy Vote card given to a member who is not present at the National Meeting will not be valid.
 - (5.) A Proxy Card that shows a vote for more than one candidate in each position will not be valid.

(b.) Special Membership: (#-S)

- (1.) (#-S) A person holding a valid USCG unlimited Master's license but who has not commanded a vessel or vessels of over 5000 GRT on voyages. *(amended 1991, 1992)*
- (2.) (#-S16) A person holding a valid USCG 1600 ton Master's license who has commanded a vessel or vessels on voyages. *(amended 2000)*
- (3.) (#-SP) American citizens serving as a Second or Third class pilot or pilot certified for less than 20,000 GRT or having less than three years credited pilot service and duly registered and licensed by their respective state, federal authority, Panama Canal commission or authority recognized by the Board of Governors. *(added 1992)*
- (4.) (#-S5) A person holding a valid USCG 500 ton Master's license who has commanded a vessel or vessels on voyages. *(added 2008)*
- (5.) Special Membership must be approved of by the Board of Governors and upon subscribing to the Constitution and By-Laws and paying the admission fee, if applicable, and dues for the current year. A Special Member shall have all the rights and privileges as a Regular Member except holding elective office other than as provided in By-Laws. *(re-lettered 2008)*

(c.) **Associate Membership: (#-A)** A person, even though not a licensed Master Mariner, who is serving as an official of a U.S. water transportation company in an executive, administrative or operational capacity; a member of the U.S. Navy, Coast Guard, or Military whose rank and responsibilities would be comparable to those of a Master Mariner; a licensed former member of a Cadet/Midshipman Chapter or a notable person serving with distinction in maritime related fields of education, training, research, regulation or government may become an Associate Member on approval of the Board of Governors and upon subscribing to the Constitution and By-Laws and paying the admission fee, if applicable, and the dues for the current year. An Associate Member shall have all the rights and privileges of a Regular Member, except holding elective office other than as provided in By-Laws. *(amended 1992, 2000, 2004, 2008)*

(d.) **Honorary Membership: (#-H)** A notable citizen of the United States of America or of a foreign country, of preeminent distinction in the maritime or related industry, and who is not qualified for Regular Membership may be elected as Honorary Member by the Board of Governors by an affirmation vote of all members present at any meeting of the Committee. Honorary Members shall be entitled to all the rights and privileges of other members except of voting for and holding elective office. Honorary Members shall be exempt from payment of admission fees and dues. *(re-lettered 1992)*

(c.) Sixty days prior to the National Meeting, Proxy and Ballot notices will be forwarded to all members in good standing so that they may be advised of their right to vote in person at the National Meeting or to proxy their vote an authorized delegate, or another member in good standing who will be present at the meeting. The Ballot portion of the notice will treat voting for candidates for office and amendments to the Constitution or By-Laws or any other question where the Board determines a one man one vote opinion is needed. In order to insure the security of each voting members Ballot, the National Meeting Host Chapter will secure a U.S. Postal Service post office box that will be the mailing address for the return of that year's ballots. This designated Post Office Box will be printed on the ballot as the only destination address. Only the ballots that are in the designated Post Office Box at the close of the U.S. Post Office business the day before the election will be counted by the Election Committee. Anyone who receives a ballot from any member should forward that ballot to the designated Post Office Box for that year. Ballots that are submitted to the National Meeting that were not in the designated Post Office Box will not be counted.

(amended 1976,1991, 1996, 1998)

(d.) Each Chapter will designate at least one delegate who is a member in good standing to represent such chapter and vote all proxies which have been authorized by individual members. The Treasurer and Secretary of each Chapter shall certify to the appointment of each delegate from their chapter. The proxy for the Chapter Delegate will be issued in the name of the Chapter not in the name of an individual member. *(amended 1976, 2010)*

(e.) A member in good standing, holding proxies for individual members will be allowed to vote for those members who have so authorized and were in good standing at the time the voting instrument was mailed. The number of ballots distributed to members in good standing shall equal the number of members in good standing calculated on the day of the mailing. *(amended 1976, 1991)*

- i) Nominations for the award shall be open to any National member in good standing, whether alive or deceased, who best embodies the ideals of humanitarianism, professionalism, lifetime achievement, noteworthy accomplishment, contribution to the maritime industry and the Spirit of the Sea in their everyday lives. *(amended 2005)*
- ii) Publish annually in the fall issue of the Council periodical, a nomination form for the award. The committee shall then select a recipient by January 31st from the nominees they consider best qualified and most worthy. Committee members are not eligible to receive the award while serving on the committee. Members shall serve for a two year period, except that two members shall be carried over for a third year to ensure continuity. The carry-over members shall be elected by the committee. *(added 2000)*

(c.) The duties of other committees shall be assigned by the President when such committees are appointed. *(amended 1998)*

Section 10. Voting at the National Meeting *(amended 1998)*

- (a.) Robert's Rules of Order shall be the rules for conducting all matters coming before the meeting.
- (b.) A Parliamentary Advisor shall be appointed by the President prior to the meeting.

Section 2. Life Membership: Any member in good standing may become a Life Member upon making written application to and with the approval of the Board of Governors and payment of the fee hereinafter provided; A member in good standing who has (a) completely retired from the maritime industry, (b) is over 70 years old, and (c) has paid total dues equal to or exceeding the amount required for Life Membership applicable at the time he joined the Council, may request in writing for Life Membership. The Board of Governors may consider such request and after considering the circumstances may approve Life Membership. Life Members shall retain the rights and privileges of their class of membership but shall pay dues in the amount of 50% of current annual dues. *(amended 1997, 2008)*

Section 3. Transfer of Membership: A Special Member shall be eligible for transfer to Regular Membership upon (a) commanding a vessel or vessels of over 5000 GRT on voyages or (b) having served with distinction as an official of a water transportation company in an executive, administrative or operational capacity, or in maritime related fields of education, training, research, regulation or government. (c) A Pilot-Special member shall be eligible for transfer to a Pilot Regular membership upon being certified as a senior or First Class Pilot on vessels of 20,000 GRT or over and having more than three years credited pilot service and duly as stated in Section 1(b) 2. Application for transfer shall be made in writing to and shall be subject to approval of the Board of Governors. *(amended 1991, 1992, 2008)*

ARTICLE IV CHAPTERS

Section 1. Chapters which, having agreed to be bound by the Constitution and By-Laws of The Council of American Master Mariners, Inc. and having been granted a Charter, continue to perform the obligations as set forth in this Constitution and By-Laws and each Chapter shall be named: The Council of American Master Mariners, Inc., XX Chapter. *(amended 1991)*

ARTICLE V RATIFICATION OF CONSTITUTION AND BY-LAWS

Section 1. Every Chapter heretofore or hereafter granted a charter in The Council of American Master Mariners, Inc. and accepting same, thereby accepts, ratifies and agrees to be bound in all things, not contrary to law, by this Constitution and the By-Laws of The Council of American Master Mariners, Inc. and amendments thereof, and to faithfully observe the provisions thereof.

ARTICLE VI COMPOSITION OF PORT CHAPTERS

Section 1. The Port Chapters shall be composed as follows:

- (a.) Any class of member of The Council of American Master Mariners, Inc. in good standing may become a member of the same class of Port Chapter of his choice so long as he continues to be a member in good standing of The Council of American Master Mariners, Inc.

ARTICLE VII GOVERNING BODY

Section 1. The Governing body of The Council of American Master Mariners, Inc. shall be the Board of Governors consisting of the President, the immediate Past President, the First Vice President, the Second Vice President, the Regional Vice Presidents, and the Secretary/Treasurer, together with the Presidents of the Port Chapters. The President of The Council of American Master Mariners, Inc. shall serve as chairman of the Board of Governors provided for in Article VIII of the By-Laws of The Council of American Master Mariners, Inc. *(amended 2008)*

- (b.) The President shall designate one member of each committee as Chairman. The President shall be ex-officio member of each Committee. *(amended 1998)*

Section 9. Duties of Committees

- (a.) The Positions Committee, established in Article VIII of these By-Laws, is constituted as the Resolutions Committee for purposes of the National Meeting and shall receive from individual Chapters or groups, proposed resolutions on any subject which falls within the scope of the objectives of The Council of American Master Mariners, Inc. Such suggested resolutions shall be presented to the Chairman of the Committee or to the National Secretary/Treasurer in ample time to permit the Committee properly to consider the scope and text of such resolution prior to the day of the meeting. This Committee shall carefully consider all proposed resolutions submitted to it and may, on its own initiative, formulate and recommend additional resolutions. Unless the scope of any proposed resolution be clearly outside of or in conflict with, the broad objectives of The Council of American Master Mariners, Inc., the same shall be reported out by the committee to the meeting. If the committee is unable to agree unanimously on the merits or text of any resolution(s), it shall present to the final session of the Meeting provided that there shall be at least two members of the committee subscribing to the minority report, who shall be given any opportunity to present and argue their views before the meeting delegates.
- (b.) The Lalonde *Spirit of the Seas Award* shall be awarded through a committee comprised of five members of The Council of American Master Mariners, Inc. in good standing. The Regional Vice Presidents or their designees shall serve as members. The National President shall appoint a Chair from the members appointed. No two members may be appointed from the same Chapter to ensure as broad membership coverage as possible and represent all coasts. The Lalonde Award committee duties are as follow:

Section 4. The general pattern of events at each such National Meeting shall be set and approved by the Board of Governors. *(amended 1998, 2008)*

Section 5. Delegates to the National Meeting shall be elected by the respective chapters. Each delegate must be a regular member in good standing of the Chapter he represents and must present to the Credentials Committee a certificate of appointment signed by the President and Secretary of his Chapter. *(amended 1991, 1998)*

Section 6. All members must register in order to attend scheduled sessions of the National Meeting. The Registration Fee shall be determined annually by the National Meeting Committee.

(a.) The Credentials Committee shall receive, examine and accept or reject the credentials of all persons appointed as official delegates of Chapters to the National Meetings. This committee shall maintain a list of all officially accredited delegates, which list shall be made available to the officers of the National Meeting. *(amended 1998)*

Section 7. Financing Annual Meetings

(a.) National Meetings shall be financed by registration fees and contributions by the Host Chapter with the assistance and approval of the National Headquarters. *(amended 1998)*

Section 8. Appointment of Committees

(a.) Prior to each National Meeting the National President shall appoint the following committees:

- i) A committee on Credentials, which shall consist of at least 3 members who shall be selected from the great geographical regions in which The Council of American Master Mariners, Inc. is active.
- ii) Such other committees as may be necessary to insure proper handling of all convention and conference activities.

Section 2. The Board of Governors shall act on all matters pertaining to the operation and management of The Council of American Master Mariners, Inc. between meetings, as the Board is responsible to The Council of American Master Mariners, Inc. for the control and management of the affairs of the Council, in conformity with the Constitution and By-Laws. The Board of Governors shall not incur any total financial obligations in excess of the sum of the estimated income determined by the Finance Committee for the current fiscal year and fifty percent (50%) of the accumulated surplus existing at the beginning of the fiscal year. *(amended 1991, 2008)*

Section 3. The powers not specifically reserved to or exercised by the National Board of Governors under this Constitution and By-Laws shall be exercised by the appropriate national officers with the advice of the Board of Governors. *(amended 1991, 2008)*

ARTICLE VIII OFFICERS

Section 1. The officers of The Council of American Master Mariners, Inc. shall be a President, First Vice President, Second Vice President, one or more Regional Vice Presidents (the actual number of whom shall be prescribed by the By-Laws) and a Secretary/Treasurer.

Section 2. The President, the First Vice President, the Second Vice President, the Regional Vice Presidents and the Secretary/Treasurer of The Council of American Master Mariners, Inc. shall be nominated in accordance with the By-Laws and elected by a majority of the votes cast by the members in good standing at each National Meeting, and they shall be installed as the last order of business at each National Meeting. *(amended 1998)*

Section 3. The Secretary/Treasurer shall be one elected office. In accepting these dual responsibilities he is permitted to accept a salary as Secretary and does not relinquish the right of the Treasurer to vote at all meetings. He shall keep the records of the Annual Meeting, the Regular Meetings, and the Board of Governors. He shall take office upon being elected. *(amended 1997, 1998, 2008)*

Section 4. An Executive Vice President or Executive Secretary may be appointed by the President with the consent of the Board of Governors and his term of office and salary shall be set by them. *(amended 2008)*

Section 5. Officers of the Chapters shall be those specified in their respective Chapter following the election of officers as prescribed by the individual Constitution or By-Laws. *(amended 1991)*

ARTICLE IX NATIONAL MEETINGS

Section 1.

- (a.) The site of the National Meeting shall be determined at the Annual Board of Governors Meeting one year before the approximate date thereof, subject to change by the National Board of Governors to meet any emergency or special condition. The specific dates for each annual meeting shall be determined by the National Officers and subject to the approval of the Board of Governors. *(amended 1998, 2008)*
- (b.) Chapters desiring the National Meeting shall submit their request to the National Board of Governors via the National President not less than two years in advance of the expected approximate date of such National Meetings. Such requests shall be in writing, signed by the President of the Chapter, attested by the Secretary thereof and approved by the Regional Vice President of the geographical region in which the Chapter is located. *(amended 1991, 1998)*
- (c.) If no bona fide invitation is received for a National Meeting or if no agreement is reached on a site for the Annual Meeting, the selection of the time and place of the National Meeting shall be made by the Board of Governors. *(amended 1998, 2008)*

ARTICLE X REVENUE

Section 1. Dues as provided for in the By-Laws shall be paid to The Council of American Master Mariners, Inc.

- (g.) **Other Vice Presidents:** When the census of each class of membership, other than Regular, has 500 members in its category a Vice President from that category shall be elected by the annual meeting. When the census of the category drops below 500 members, the office of Vice President will be suspended at the next annual meeting. *(added 1992, amended 1998)*

ARTICLE V NATIONAL MEETINGS *(amended 1998)*

Section 1. A meeting of The Council of American Master Mariners, Inc. shall be held every two years (biennially) at a time and place to be determined as specified in the Constitution Article IX, Section 1. The normal time for holding the National Meeting shall be in the month of April and First two weeks of May. *(amended 1976, 1991, 1998)*

Section 2. The purpose of the National Meeting will be:

- A.) To report to the membership the activities of the Council during the previous year and to determine a program for ensuing year.
- B.) To transact other usual and customary business of the Council.
- C.) To sponsor and conduct the American Master Mariners Conference.
- D.) To discuss ways and means of furthering the objectives of the Council as set forth in the Constitution, Article II entitled "Declaration of Policy."
- E.) To Elect the National Officers as prescribed elsewhere in these By-Laws.
- F.) The LaLonde Spirit of the Seas Award may be presented to any member in good standing. The award shall be presented annually or as deemed appropriate by an appointed Award Committee. Its presentation shall be made at the National Meeting or at a Professional Development Conference *(amended 1998, 2000)*

Section 3. The officers of the National Meeting shall be the National Officers together with the Committee Chairmen appointed in accordance with other provisions of these By-Laws.

ATLANTIC, which shall include the State of Virginia and all States to the north except the local areas of States bordering on the Great Lakes and St. Lawrence Seaway.

SOUTH ATLANTIC, which shall include states south of Virginia, the East and Gulf Coast of Florida to south and east of Cape San Blas, Puerto Rico, Virgin Islands and all other Islands in the Atlantic. *(amended 1995, 1996)*

GULF, which shall include all States on the Gulf of Mexico, the Gulf coast of Florida north and west of Cape Sable and States lying to the north which would not come within the Great Lakes Region. *(amended 1995)*

GREAT LAKES, which shall include all States bordering on the Great Lakes and St. Lawrence Seaway Region, with the exception of those states also bordering on the Atlantic Coast which are divided with respect to coastal proximity.

NORTH PACIFIC, which shall include Alaska, Washington, Oregon, Idaho and Montana Region.

SOUTH PACIFIC, which shall include California, Nevada, Utah, Arizona, Hawaii and all other US owned islands of the Pacific. *(amended 1991)*

- (3.) The Regional Vice Presidents shall be given such duties as are deemed necessary by the National Board of Governors to aid and assist the President. They should feel a particular interest in the Chapters of their Regions, and promote projects which will not only aid their regions, but The Council of American Master Mariners, Inc. as a whole. The Regional Vice Presidents are automatically members of the Board of Governors as soon as elected. *(amended 2008)*

ARTICLE XI MEMBERSHIP INSIGNIA

Section 1. Every member in good standing of The Council of American Master Mariners, Inc. during the continuance of his membership shall be entitled to wear the emblem, badge or other insignia of The Council of American Master Mariners, Inc.

ARTICLE XII ADOPTIONS

Section 1. By-Laws not inconsistent with this Constitution embodying additional provisions for the governing of The Council of American Master Mariners, Inc. shall be adopted, and may be amended from time to time.

ARTICLE XIII AMENDMENTS

Section 1. Amendments to this Constitution shall be made only at an annual business meeting provided:

(a.)

- (1.) The proposed amendment has been delivered to the National Secretary/Treasurer at least one hundred twenty (120) days before the opening of the Annual Meeting and a copy thereof shall have been sent to the chairman and members of the Constitution and By-Laws Committee by the National Secretary/Treasurer as soon as practicable for review; and
- (2.) At least ninety (90) days before the opening of the National Meeting any proposed amendment accepted by the Constitution and By-Laws Committee shall have been sent to the National Secretary; and
- (3.) A copy thereof shall have been sent by the Secretary to each Chapter at least sixty (60) days before said opening.

(b.) No amendment shall be placed on the ballot without prior review by the Constitution and By-Laws Committee.

- (c.) Adoption of the proposal will be determined by two-thirds (2/3) preference of the votes cast on the ballot. Amendments shall become effective on adoption unless otherwise stated in the motion for their adoption.
- (d.) Or, after a unanimous approval of the Board of Governors, amendments may be proposed and require a similar unanimous vote for adoption. *(amended 1976, 1991, 1995)*

ARTICLE XIV ADOPTION

Section 1. Upon the adoption of this Constitution all previous Constitutions of The Council of American Master Mariners, Inc. and Amendments thereto shall become null and void. *(adopted 1967)*

- ix) The Secretary/Treasurer shall review, with the President and Finance Committee, the Insurance policies that the corporation may have in force and recommend their continuance or modification to the Board of Governors.
- x) The Secretary/Treasurer shall review, with the President and Finance Committee, the investments that the corporation may have and recommend their continuance or modification to the Board of Governors.
- xi) The Secretary/Treasurer shall work with the President, and Finance Committee to prepare and present all items of a financial nature to the Board of Governors and, if needed, shall introduce these items for a vote of membership at each annual meeting.
- xii) The Secretary/Treasurer shall not be held responsible for the fiduciary health of CAMM's assets as invested by direction of the Board of Governors.

(added 2010)

(f.) Regional Vice Presidents

- (1.) Regional Vice Presidents shall be elected for two years at the National Meeting by secret ballot or open ballot by a majority of the votes cast. These Regional Vice Presidents must first be nominated by the Nomination Committee with the agreement of the committee members that represent the Chapters of a specific region. In the event no member is nominated by the committee one shall be nominated by the Annual Meeting so that all regions will be represented on the Board of Governors. *(amended 1976, 1991, 1998)*
- (2.) A Vice President shall be elected from each of the following geographical regions having a total of fifty (50) members:

- v) The Secretary/Treasurer shall report to the Board of Governors the financial health and well being of CAMM during the interval from the immediate past meeting and shall recap the entire year. This report shall be done monthly no later than 10 days after the end of the month. A First Quarter report shall be made at the Annual BOG meeting. This shall also include, but not be limited to, a Statement of Cash Flow and a Statement of current Fixed Assets/Liabilities (Balance Sheet). The President may require other reports at his discretion. The report made at the annual meeting shall also include the reports for the preceding year.
- vi) The Secretary/Treasurer shall review and develop, with the President, operations budgets. These budgets shall be presented to the Finance Committee for review/approval no later than 45 days prior to the next budget year. On approval the budget shall be presented to the Board of Governors for comment.
- vii) Once the budget is approved the President is authorized to spend or not spend fund amounts as listed by category in the budget. If any category will be exceeded by \$500 the President shall submit this item to the Board of Governors for approval to increase the limits for this category. The President shall have the authority to spend \$500 on other items he deems necessary for the operation of the office of President.
- viii) The Secretary/Treasurer shall pay routine bills covered by the budget. Non-routine or bills that exceed the budget must be presented to the president for approval.

By-Laws of The Council of American Master Mariners Inc.

ARTICLE I CHAPTER CHARTERS

Section 1. Application for Charters for Chapters shall be made to the Secretary of The Council of American Master Mariners, Inc. The Board of Governors is empowered to approve or disapprove said applications. In the event of the approval of an application by the Board of Governors, the applicant having paid its charter fee, a charter signed by the President and the Secretary shall be issued to such Chapter. Membership shall begin from the date of approval of the application. *(amended 1991, 2008)*

Section 2. A charter fee ten (10) times the annual dues shall be paid to The Council of American Master Mariners, Inc. by each Chapter Chartered. *(amended 1976, 1991)*

Section 3.

- (a.) The National Board of Governors shall adopt and prescribe a Standard Chapter Constitution which shall be adopted by all Chapters heretofore or hereafter admitted to membership. The National Board of Governors shall also have the power to amend such Standard Chapter Constitution, on its own initiative; or at the request of a Member Chapter in accordance with Section 3 (d) of this Article I. *(amended 1991)*
- (b.) The National Board of Governors shall permit changes in the Constitution prescribed for Member Chapters if such changes are necessary to enable the Member Chapter to comply with the laws of any State or Territory or Commonwealth.
- (c.) The National Board of Governors may permit other changes in the prescribed Constitution or Member Chapters, provided a good Cause is shown that such proposed changes are necessary to meet local conditions and do not conflict with the provisions of the National Constitution.

- (d.) All changes in the prescribed Constitution which maybe desired by any Member Chapter shall be submitted in writing, together with the reasons therefore, to the National Board of Governors for approval or disapproval and to the Secretary/Treasurer.

Section 4.

- (a.) A Cadet/Midshipman Chapter may be instituted at any of the Maritime Academies under the auspices of the regional local Chapter. Cadet/Midshipman Chapters will require a coordinator on the faculty of its respective academy. The Cadet/Midshipman shall elect their own officers and must accept the Standard Port Chapter Constitution as their governing document.
- (b.) Dues shall be determined by the regional local Chapter, payable to that Chapter. Dues shall at a minimum cover the cost of providing the Council periodical to the members of the Cadet/Midshipman Chapter. Membership application shall be within the first month of a new class year.
- (c.) The President shall appoint a national member to be in charge of Professional Development and Membership. This member will coordinate Cadet/Midshipman Chapters with the representatives from the regional local chapters.
- (d.) Upon licensing as third mate, individual members of a Cadet/Midshipman Chapter will be eligible to become an Associate Member of the National Organization and a Companion Member of any regional Chapter. *(added 2000)*
- (e.) Licensed Associate members from Cadet/Midshipman Chapters will pay 50% of current annual dues for a period of three years. After that time they will pay the full annual dues rate. A registration fee will not be required as long as continuous membership is maintained. They will not become Regular or Special members until the appropriate license and experience has been achieved. *(added 2004)*

funds in the name of the corporation in such depositories as may be designated by the Board of Governors. The Secretary/Treasurer shall distribute the funds of the corporation as directed by the Board of Governors, shall keep records of account showing, accurately at all times, the financial condition of the corporation, and shall perform such other duties as the By-Laws require or the Board of Governors may prescribe. *(amended 1997, 1998, 2008, 2010)*

- (2.) The Board of Governors shall from time to time fix the salary of the Secretary/Treasurer. *(amended 1998, 2008)*
- (3.) A description of how the finances of the corporation shall be conducted is as follows:
 - i) CAMM's fiscal year shall extend from January first to December thirty-first as designated in the bylaws, Art IX, Sec I. All records of finances shall be kept on a fiscal year basis.
 - ii) The Secretary/Treasurer is the co-signer, with the President, of any audits done for the corporation by a hired independent auditing firm.
 - iii) The Secretary/Treasurer is co-signer, with the President, of all invested funds and negotiable instrument accounts.
 - iv) The Secretary/Treasurer, along with the President, shall liaise with any investment advisor and/or firm engaged to manage and invest CAMM funds and he/she shall report the results of these meetings to the President and Board of Governors.

- (2.) The President shall preside at all meetings of the Board of Governors. The President shall appoint all standing committees in accordance with the By-Laws and shall supervise the work and activities of The Council of American Master Mariners, Inc. and perform such other duties as usually pertain to this office. He shall be a member ex-officio of all standing and special committees. *(amended 1976, 1991, 2008)*
- (c.) The First and Second Vice President shall be elected for two years at a National Meeting by secret or open ballot by a majority of the votes cast. *(amended 1976, 1991, 1998)*
- (d.) Office of Vice President
- (1.) The First Vice President or Second Vice President shall preside at all meetings when the President is absent. The First Vice President and Second Vice President shall perform such duties as are deemed necessary by the President, and the Board of Governors, to assist the President in carrying out the objectives of the Council. *(amended 2008)*
- (2.) In the event of the death, resignation or disability of the President, the First Vice President shall take over the office of the President and the Board of Governors shall appoint a new First Vice President. *(amended 2008)*
- (e.) Office of Secretary/Treasurer
- (1.)
- i) The Secretary/Treasurer shall be elected for two years at a National Meeting by secret or open ballot by a majority of the votes cast. *(amended 1976, 1991, 1997, 1998)*
- ii) The Secretary/Treasurer shall be the Financial Officer of the Council of American Master Mariners, Inc. (CAMM), and shall have the custody of the corporate funds and securities. The Secretary/Treasurer shall deposit such

ARTICLE II TERMINATION OF MEMBERSHIP

- Section 1.** Any Chapter may be suspended by the National Board of Governors for good and sufficient cause, when such action is considered necessary and desirable. The Board may, however, for good and sufficient cause, restore such Chapter to membership in good standing.
- Section 2.** Any Chapter may resign from The Council of American Master Mariners, Inc. provided said Chapter has fulfilled all its financial and other obligations to the Council of American Master Mariners, Inc. Such resignation shall be automatically effective upon delivery of the Charter of such Chapter to the Secretary/Treasurer of The Council of American Master Mariners, Inc.
- Section 3.** Any Chapter which shall for any reason cease to be a member of The Council of American Master Mariners, Inc. shall relinquish the name or any part of the name “The Council of American Master Mariners, Inc.” in its Chapter name, surrender its Charter, and shall not thereafter use the name, emblem, badge or the insignia of The Council of American Master Mariners, Inc. in any way whatsoever.
- Section 4.** A member who is two (2) years delinquent in payment of dues to the National office shall be so notified by the Membership Committee that he has ninety (90) days in which to pay his dues and become a member in good standing. Failing to do so, he shall be notified in writing by the Membership Committee that he is no longer a member of The Council of American Master Mariners, Inc. *(amended 1998)*
- Section 5.** In the event he submits his resignation in writing to the Council, the Membership Committee before accepting the resignation, shall determine the reasons and causes for such resignation. The Membership Committee shall make every effort to have the member rescind the resignation. Failing to do so, the Membership Committee shall remove the member from the membership rolls. *(amended 1998)*

ARTICLE III NATIONAL BOARD OF GOVERNORS

Section 1. The National Board of Governors of The Council of American Master Mariners, Inc. shall be charged with the duty of whatsoever may be necessary for the furtherance of the objects of The Council of American Master Mariners, Inc., the study and teaching of its fundamentals, the presentation of its ideals, its ethics, and its unique features of organization, and its extension throughout the world. Each member of the National Board of Governors shall have one vote.

Section 2. The National Board of Governors shall constitute the governing body of The Council of American Master Mariners, Inc. and its action shall be final, subject only to appeal at any National Meeting. Such appeal shall be duly filed with the Secretary/Treasurer of The Council of American Master Mariners, Inc. at least thirty (30) days prior to the opening of said National Meeting. *(amended 1998)*

Section 3. The National Board of Governors shall exercise control and supervision over all officers and committees of The Council of American Master Mariners, Inc. and may, for good cause, after hearing, remove an officer or committee member by a two-thirds (2/3) vote of the entire Board provided such officer or committee member shall have been served personally or by registered mail with a notice containing a copy of the charges against him, at least thirty (30) days before the hearing thereon, said notice specifying the time and place of such hearing. At the hearing such person may be represented by counsel.

Section 4. The National Board of Governors shall meet at such times and places as it may determine, provided that the first meeting each year shall be held within thirty (30) days after the close of the National Meeting. *(amended 1998)*

Section 5. The National Board of Governors may, without meeting together, transact business by mail or wire by voting upon proposed resolutions mailed or wired to them by or with the approval of the President. Thirty (30) days shall be allowed for the return of the votes thereon by mail or wire to the Secretary/Treasurer. The voting shall be considered closed at the end of the thirty (30) days providing a majority of the members of the Board have returned their votes by the time or it shall be considered closed any time prior thereto if and when all the governors have returned their votes. In the event the President requires immediate action on any proposed resolution he may specify a definite hour and day of reply and such time shall be final, providing the President shall have allowed a member two (2) full business days within which to consider and reply to his request est. The majority of the votes received by the President at the time designated shall govern.

Section 6. A majority of the members of the National Board of Governors shall constitute a quorum for the transaction of all business, except in cases otherwise provided under the Constitution and By-Laws. At annual meetings and National Meetings a quorum shall consist of the members of the National Board of Governors in attendance. *(amended 1998)*

ARTICLE IV OFFICERS

Section 1.

(a.) National Officers

- (1.) To be elected a National Officer of The Council of American Master Mariners, Inc. one must be a member in good standing of The Council of American Master Mariners, Inc.
- (2.) All officers except the Secretary/Treasurer shall serve without compensation. *(amended 1998)*

(b.) Office of President

- (1.) The President shall be elected for two years at a National Meeting, by secret ballot or open ballot by a majority of the votes cast. The President shall not serve more than two consecutive terms. *(amended 1998)*