

ATLANTA MARITIME ASSOCIATION  
CONSTITUTION AND BY-LAWS  
AS WRITTEN FEBRUARY 2009

CONSTITUTION

Article I – Name

The Organization shall be known as: Atlanta Maritime Association.

Article II – Objective

The objective of this association shall be as follows

1. Promotion of better understanding, closer working relationships, harmony and good fellowship among its members.
2. Achievement of thorough and informative communication between the maritime industry and the general public.
3. Coordination and promotion of maritime industry interest with associated industries and organizations.
4. Consolidation of maritime industry interests through mutual exchange of views and information; and the concentration of attention on developments which, directly or indirectly, affect our industry.

This organization shall be established not for profit.

Article III – Membership

Section 1. There shall be two types of membership in the organization.

A. Regular or active membership: This shall be duly credited representatives of companies engaged in international maritime trade and services.

B. Student membership. This shall be a full time student with no voting rights.

Section 2. Regular membership shall be construed to mean corporate membership, with Two voting members per corporate membership.

Section 3. Application for membership shall be made in writing to the Secretary and Must be accompanied by the membership fee for the current period.

Section 4. Members shall be elected by majority vote of the Board of Directors, and the Board of Directors has authority to limit such membership.

Section 5. Resignations shall be made to the Secretary in writing, but will no be accepted By the Board of Directors until all indebtedness to the Association has been Discharged.

Section 6. Any member for cause may be suspended or dropped from membership by a Majority vote of the Board of Directors.

Section 7. Members in Good Standing:

A. Company must pay dues by due date and do not owe organization any monies.

#### Article IV – Officers

The officers shall be President, Vice President, Recording Secretary and Treasurer.

#### Article IV – Dues

Section 1. The membership dues shall be \$105.00 for regular membership. Membership Dues for full time students shall be \$25.00 per student. Dues shall be payable on The first day of January of each year.

#### Article VI – Initiation Fees

Initiation fees do not apply to any members.

#### Article VII – Amendments

Amendments to this constitution shall be made by vote of two-thirds of the board members present.

### BY-LAWS

#### Article I – Order of Business

At all regular meetings of the Association, the order of business shall be:

1. Minutes will be available at each meeting for anyone desiring to read them and any exceptions will be made at that time. A copy will be available upon request.
2. The Financial Report will be handles in the same manner as the minutes.
3. Report of the Board of Directors. (Reports will be given as needed).
4. Reports of Regular Committees. (Reports will be given as needed).
5. Reports of Special Committees. (Reports will be given as needed).

6. Unfinished Business. (Reports will be given as needed).

7. New Business. (Reports will be given as needed).

## Article II – Meetings

Section 1. The regular meeting of the Association shall be held on the third Thursday each month (unless changed by the Board of Directors), except for the month of July when there will be no meetings. Fifty percent of the active members shall constitute a quorum for the transaction of the business.

Section 2. The annual meeting shall be held during the month of October. The annual meeting shall consist of, but not limited to;

A. Election of Officers, Chairman of the Board of Directors.

B. State of the Association Address by the Chairman of the Board of Directors.

Section 3. Special meeting may be called at any time, by the President, or the Board of Directors, or on written request of five members. Notice of such meeting shall be mailed to members at least seven days before the date stating the purpose, and no other business shall be considered except by unanimous consent.

Section 4. Guest are welcomed to regular meetings of the Atlanta Maritime Association. Guest must be invited to the meeting by a member, in good standing with the Association, and such member will be responsible for said guest during the meeting.

## Article III – Election of Officers and Directors

Section 1. At least 90 days prior to the Annual meeting, the President shall appoint a committee Chairperson who will select no less than 3 committee members for the upcoming calendar year. The committee shall report the names of such nominees to the Secretary, who shall mail the same to each member prior to the Annual meeting.

Section 2. Any five or more members may also prepare a ticket, present it to the Secretary at least fifteen days before the Annual Election and said ticket or tickets shall be mailed to each member at least ten days prior to the date of said meeting.

Section 3. Only members nominated in accordance with Sections 1 and 2 may be voted upon, except for the initial election nominations for which shall be accepted from the floor.

Section 4. Election shall take place at the Annual Meeting.

Section 5. All official vacancies occurring during the year shall be filled by the Board of Directors.

Section 6. Installation of Officers and Directors shall be held during the month January.

Section 7. Should the incumbent President choose not to run for re-lection or has served two terms, the incumbent President then becomes the Chairman of the Board of Directors. Should the incumbent President decide to run for re-election and is defeated, the incumbent President will no revert to Chairman of the Board of Directors.

Section 8. Election of Board Members. With the election of Board Members for the calendar year 2009 and forward, a minimum of two board members will be elected for two year terms each New Year.

#### Article IV – Duties of Officers and Chairman of the Board

##### Section 1. President, Vice-President, Chairman of the Board

- A. In the President's absence, the Vice-President, then Treasurer, then Secretary shall preside at all regular or special membership meetings. The Chairman of the Board of Directors shall preside over all Board of Directors meeting. The President shall preside over all executive meetings (Directors and Officers) and all officers meetings.
- B. The Board of Directors shall have the authority to request the resignation of any officer or director for just cause, including but not limited to chronic absenteeism and non-performance of the duties as determined by two-thirds majority of the Board of Directors.

##### Section 2. Secretary and Treasurer

- A. The duties of the Secretary shall be to record and keep on file all the minutes of the Association's meetings and the meetings of the Executive Board of Directors. To keep on file the Charter, current Constitution and By-Laws and the standing rules and procedures, and furnish information to any members of the Board of Directors on request. Also to conduct all correspondence, issue notices, keep the roll of members, keep a current roster of all members, furnish information to any members of the Board of Directors on request and discharge such other duties as belongs to the office or are assigned to the Secretary by the President.
- B. The duties of the Treasurer shall be to collect all money and disburse same on vouchers approved by the Board of Directors of the Association. The Treasurer shall at the regular meetings submit a detailed report of the Association's finances, and also at the transactions of the Association for the fiscal year.

The Treasurer's books and vouchers shall at all times be subject to the inspection of any members of the Board of Directors.

All funds of the Association shall be deposited as soon as practical by the Treasurer in a bank or trust company approved by the Board of Directors.

#### Article V – Committees

1. Membership Committee
2. Directory Committee
3. Awards Committee
4. Nominating Committee
5. Publicity Committee
6. Community Affairs Committee
7. Scholarship Committee

A Scholarship Committee shall be appointed by the President to Administer, evaluate, set criteria, and award a scholarship. The Scholarship Award, subject to final approval of the Board of Directors, may or may not be made annually.

The fund will consist of monies appropriated by the Board of Directors as well as any monies donated to or raised by the association for this purpose.

Section 2. The committee chairman shall select their own committee in accordance with Article V Section 1.

Section 3. The Board of Directors shall specify the appropriations for each committee during the year, and shall assign to them their duties.

#### Article VI – Amendments

Section 1. Proposals to amend either these By-Laws or this Association's Constitution must be submitted in writing to the Secretary at least 30 days prior to the next regular board meeting and the meeting at which the amendment will be considered.

Section 2. Amendments to these by-laws may be made by two-thirds vote of the board members present.

#### Article VII – Parliamentary Procedure

Section 1. "Roberts Rules of Order, Revised" shall be observed insofar as they not conflict with the Constitution and By-Laws.

Section 2. Proxies received in writing by the Chairman in time for a scheduled meeting will be accepted for casting membership voted.