



Massachusetts Marine Educators, Inc.

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MASSACHUSETTS MARINE EDUCATORS CONSTITUTION

(As Revised September 2002)

ARTICLE I. NAME

The name of the association shall be the Massachusetts Marine Educators, hereafter referred to as MME.

ARTICLE II. PURPOSE OF MME

The purposes of MME are exclusively educational, scientific, literary, charitable, and no other, and in the furtherance of only these purposes the particular business and objects of MME shall be the following:

Section 1. To provide a medium for the exchange of information and teaching materials and to stress the interrelationships of marine education to all disciplines and other educational experience.

Section 2. To make available to educators information concerning the selection, organization, and presentation of marine materials at all levels.

Section 3. To plan, organize, and to administer projects for advancing and using knowledge in marine education.

Section 4. To provide assistance to other societies, agencies, and individuals conducting research and investigations in the field of marine education.

Section 5. To work for the improvement of the professional qualifications of marine educators. MME shall not otherwise engage in activities which in themselves are not in the furtherance of one or more exempt purposes except as same do not represent a substantial part of the activities.

ARTICLE III. MEMBERSHIP

Section 1. There shall be four classes of membership: Active, Life, Honorary, and Organizational. Eligibility privileges for each class of membership shall be prescribed by the Bylaws.

Section 2. The bylaws may provide for organizations to become affiliated with MME under such conditions and privileges therein.

ARTICLE IV. OFFICERS

Section 1. The officers of MME shall be the President, a President-elect, an immediate Past President, a Secretary, a Treasurer and an Assistant Treasurer.

Section 2. The duties of the officers shall be such as usually pertaining to the offices held, and also any other duties as may be assigned by the Board of Directors or prescribed by the Bylaws.

Section 3. In case of death, resignation, or inability to serve as an elective officer, the President-elect shall assume the duties of the vacant office. Officers to fill any further vacancies shall be appointed by the Board of Directors.

Section 4. Each officer shall be elected for a term of 2 years beginning at the MME Annual Meeting and shall continue office until the second Annual Meeting of MME after the election.

Section 5. The officers shall be elected in the manner prescribed by the Bylaws.

Section 6. The officers shall convene each year for the Annual Meeting in conjunction with the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, the immediate Past President, and 16 Elected Directors consisting of representatives from the following areas 1. Elementary, 2 Secondary, 3. Post Secondary, 4. Informal Education and Resource Center and 5. Emeritus Members.

Section 2. The elected Directors shall be elected in the manner prescribed in the Bylaws.

Section 3. The Board of Directors shall be the legal representative of MME and, as such, shall have, hold, and administer all the property, funds, and affairs of MME in trust for its uses, in conformity with the Constitution and Bylaws.

Section 4. The Board of Directors shall convene bi-monthly during the school year and for the Annual Meeting.

Section 5. Term of Office – all new officers and elected directors shall be announced and take office during the general session of the Annual Meeting.

ARTICLE VI. COMMITTEES

Section 1. The President shall appoint the members of the Standing Committees and a Chair as provided by the Bylaws with the consent of the Board of Directors.

Section 2. The President may appoint Ad Hoc Committees and their Chairs as he may deem advisable with the consent of the Board of Directors.

Section 3. The terms of each committee Chair and member thereof shall expire with the term of the President who appointed such committee unless otherwise specified by the Bylaws or the Board of Directors.

ARTICLE VII. DUES AND FINANCES

Section 1. The Board of Directors shall determine the amounts of assessments, if any, and the annual dues for each class of membership.

Section 2. The Board of Directors shall determine salaries and honoraria, if any, to be paid to the officials and employees of MME, but no member may vote on any question involving a salary to be paid to that member.

Section 3. The Board of Directors shall adopt an annual budget; and it shall order an annual independent audit of the financial accounts of MME if it deems necessary.

Section 4. All membership and financial records shall be subject to review at the request of the Board of Directors.

ARTICLE VIII. MEETINGS

MME shall hold at least one general meeting of the membership every calendar year, designated as the “Annual Meeting” as prescribed by the Bylaws.

ARTICLE IX. NOT FOR PROFIT CORPORATION

MME is not organized for profit and no part of its net earnings shall be to the benefit of any director, officer, or employee of MME except that reasonable compensation may be paid for

services rendered to and for MME in connection with one or more of its purposes. No director, officer, employee of MME, or any private individual, shall be entitled to share in the distribution of the assets upon dissolution of MME, Notwithstanding any other provisions of these articles, MME shall not conduct or carry on any activities not permitted to be carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations as amended.

ARTICLE IX. BYLAWS

Bylaws as set forth in this Constitution shall constitute the Bylaws of MME which may be amended as provided therein.

ARTICLE X. AMENDMENTS TO THE CONSTITUTION

Section 1. A proposed amendment to the Constitution shall be presented in writing to the Secretary by not less than two members of the Board of Directors or not less than ten Active members.

Section 2. The Secretary shall inform the Board of Directors of the proposed amendment. If the proposed amendment (or as revised or amended) be approved by at least one-half plus one of the Board of Directors, the proposed amendment shall be published in the MME publication having the widest circulation among the membership and shall be voted upon either: a) at the Annual Meeting of the Membership, which meeting shall not be less than 15 days following such publication; or b) by ballot mailed to all Active members, the counting of such ballot shall be four calendar weeks after such mailing. The amendment shall become effective upon adoption by a majority of the Active members voting.

ARTICLE XI. DISSOLUTION

Section 1. MME may be dissolved by a vote of three-fourths (3/4) of the Active members attending a duly constituted Annual Meeting, providing that notice of the proposal to dissolve MME together with the full text thereof and the name(s) and address(es) of the proponents shall be sent to all members of the MME at least ninety (90) days prior to the vote to dissolve.

Section 2. In the event of dissolution or termination of the corporation, title to and possession of all property of the corporation shall pass forthwith to such organization dedicated to similar purposes and qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at the time of the corporation's dissolution or termination, as the Board of Directors of the corporation shall deem best qualified to carry on the functions of the corporation.

MME BYLAWS

ARTICLE I. MEMBERSHIP

Section 1. Membership in MME shall be open to all persons, without regard to race, color, creed, sex, or age, sympathetic to the purposes of MME.

Section 2. There shall be four (4) classes of membership:

A. Active Member: Any person who has paid his/her annual dues and does not fall into one of the special membership categories.

B. Life Member: A special category of member who pays life membership dues and enjoys all the privileges of active membership for life.

C. Honorary Member: Honorary membership shall be the highest recognition that MME can confer. To be eligible for such recognition a person shall have demonstrated a distinguished career in teaching, research, or service, and submit documentation of such to a Selection Committee of at least three (3) Active Members of MME. The immediate Past President shall serve as Chair for the Selection Committee which shall forward its list of nominees for honorary membership to the Board of Directors. Duly proposed nominees for honorary membership, upon receiving endorsement of a majority of the Board of Directors voting, shall be declared elected. Honorary Members shall not be subject of any dues or assessments.

D. Organizational Member: Any organization, institution, corporation or individual interested in advancing the purposes of MME shall be eligible for election by the Board of Directors as a Organizational Member. Such group may pay annual dues for Organizational Members. Each Organizational Member may be represented at any meeting of MME by one voting delegate appointed by the Organizational Member.

Section 3. All classes of membership will be issued an appropriate membership card, indicating the class of membership, i.e., Active, Life, Honorary, or Organizational.

Section 4. All members shall be entitled to the privileges of MME as specified by the Board of Directors except that only Active Members may become Officers or Directors of MME.

Section 5. Members with dues more than one (1) year in arrears shall be dropped from active membership.

Section 6. The membership year of MME shall begin on the first day of the Month after the Annual Meeting of each year and end on the last day of the month of the Annual Meeting of the following year.

ARTICLE II. AFFILIATE ORGANIZATIONS

Any active non-profit local, state, or regional scientific or educational organization may become an Affiliate Organization of MME by fulfilling the following requirements:

Section 1. The organization shall make a formal application for Affiliate Membership. A membership list and summary of program or annual report for the preceding year shall accompany the application.

Section 2. The application and supporting documents shall be submitted for review to the Board of Directors. Upon a favorable vote of three-fourths (3/4) of the Board of Directors, the organization shall be designated as an Affiliate.

Section 3. The status of each Affiliate Organization will be reviewed periodically by the Board of Directors.

ARTICLE III. CHARTER STATUS IN THE NATIONAL MARINE EDUCATION ASSOCIATION

Section 1. Subject to the decision by the Board of Directors, MME will apply for affiliation with the National Marine Education Association.

Section 2. The Constitution, Bylaws, current membership list, and other records of MME shall be available for periodic review at the request of the Board of Directors of the National Marine Education Association.

Section 3. MME shall elect a representative to the National Marine Education Association from

the Board of Directors or members. Expenses for this representative to attend the National Meeting shall be paid by MME to the extent deemed feasible and appropriate by the Board of Directors.

ARTICLE IV. DUES

Section 1. All dues and assessments in MME shall be set by the Board of Directors.

Section 2. Funds on deposit at the end of one fiscal year shall be carried forward into the following fiscal year.

ARTICLE V. ELECTION OF OFFICERS AND DIRECTORS

Section 1A. At least sixty (60) days prior to each election, the Nominating Committee shall name candidates for each elective office.

Section 1B. Members of MME may send nominations to the Nominating Committee any time prior to the aforementioned sixty (60) day period.

Section 2. The Secretary shall provide a ballot at the Annual Meeting bearing all nominations for office to all Active Members in good standing in MME present at the meeting.

Section 3. Two tellers shall count all returned ballots and report to the Secretary who shall announce the results.

Section 4. The candidates who receive the highest number of votes shall be elected.

Section 5. At the close of the Annual Meeting the President-elect shall assume the office of the President for the ensuing two years.

Section 6. Vacancies occurring between elections among the Directors shall be filled by appointment by the President with the approval of the Board of Directors.

Section 7. The election of a Director as an Officer of MME constitutes resignation as an Elected Director.

Section 8. There shall be sixteen (16) Directors of MME. The term of office of a Director shall be two years.

ARTICLE VI. DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall preside at the meetings of MME and at meetings of the Board of Directors. The President shall appoint the Chair and members of all Standing and Ad Hoc Committees as provided in the Constitution and Bylaws (with the consent of the Board of Directors). The President will provide leadership in effecting the purposes of MME and in fulfilling directives from the Board of Directors; and will provide a President's Report to the Annual Meeting, covering the activities of MME during the year and/or the term of office. The President is an ex officio member of all committees and shall assume all other duties normally associated with the office. The President shall be the NMEA chapter rep in the first year of the elected term.

Section 2. The Immediate Past President serves as a member of the Board of Directors and Chair of the Selections Committee for Honorary Membership.

Section 3. The President-elect shall assume the duties of the President in his/her absence or in case of inability to serve. The latter condition will be determined by a two-thirds (2/3) vote of the Board of Directors. The President-elect shall assume the office of President and/or perform the duties of other officers under the conditions outlined in Article IV, Section 2 of the Constitution. The President-elect shall work cooperatively with the President in administering the affairs of MME. The President-elect shall serve as Chair of the nominating committee. The President-elect shall tender to the Board of Directors for its approval the nominees for Chairs of the Standing and Ad Hoc Committees prior to the Annual Meeting at which she/he will assume office of President; announce committee memberships to MME's general membership upon approval of the Board of Directors. The President-elect shall serve as Chair of the Annual Conference Committee and be a member of the Financial Advisory Committee; shall prepare the agenda of the Annual Meeting and assume other duties delegated to the office. The President Elect shall serve as the NMEA Chapter representative during the second year of the elected term.

Section 4. The Secretary shall record and preserve the proceedings of the Annual Meeting and **all** meetings of the Board of Directors and general membership. The Secretary is responsible for communicating such records to the Board of Directors within a reasonable time period and these records shall be at all times open to inspection by the members of MME. The Secretary will supervise the conduct of MME elections.

Section 5. The Treasurer shall chair the Financial Advisory Committee and oversee the management of MME fiscal affairs such as the supervision of and collection and disbursement of MME funds and keeping accounts in books belonging to MME. The Treasurer will produce a bi-monthly financial report to be sent to the Board of Directors and shall present an annual financial statement to the membership at the Annual Meeting. The books shall at all times be open to inspection by MME members and prepared for annual independent audit if the Board of Directors desires.

Section 6. The Assistant Treasurer shall assist the Treasurer in carrying out his/her duties. The Assistant Treasurer shall maintain the official membership records of MME. The Assistant Treasurer shall mail renewal cards annually to all those whose membership has lapsed.

Section 7. The Board of Directors may authorize any officer to enter into any contract or to execute and deliver any instrument in the behalf of MME, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO A SPECIFIC INSTANCE. The Board of Directors shall determine the time and place of the Annual Meeting and special meetings of MME and to give notice thereof. The Board shall review general arrangements for the Annual and special meetings of MME and insure that the agenda for any such meetings is formulated. It shall make provision for adequate bonding and insurance of MME's treasury and fiscal officers.

ARTICLE VII. COMMITTEES

Section 1. Membership on all committees is open to all members of MME. Committee members will be appointed by the President or his/her designee with the exception of the Nominating Committee. Any member of MME wishing to serve on a committee may request appointment by notifying the President in writing.

Section 2. The President shall announce all Standing Committees upon assuming office and may from time to time appoint Ad Hoc Committees as deemed necessary.

Section 3. The Nominating Committee shall be appointed by the President. It shall consist of not less than three (3) Active members who are not officers as defined by Article IV, section 1 of the Constitution and Bylaws and such other nominations as shall be required, and shall consider the geographic distribution of the membership.

Section 4. The President may appoint one or more representatives of MME to serve with any group, board, committee, council, congress, association or convocation when the interests of MME demand. He/she may negotiate agreements (consistent with the Constitution or these Bylaws) with institutions, individuals, or other societies, subject to the approval of the Board of Directors.

ARTICLE VIII. THE EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be selected by the Board of Directors for a specified term of office.

Section 2. The Executive Director shall serve as ex officio member (without vote) of all Standing and Ad Hoc Committees of MME, manage the routine affairs and implement the policies of MME subject to the direction of the Board of Directors, maintain records and perform such other

duties as may be provided by the Board of Directors.

Section 3. The President shall work closely with the Executive Director as he/she administers the affairs of MME during his/her term in office.

ARTICLE IX. MEETINGS

MME shall hold an Annual Meeting each year and may hold additional meetings, on reasonable notice, upon the call of a majority vote of the Board of Directors. The President shall fix the time and place for all Directors' meetings.

ARTICLE X. QUORUM

Section 1. Ten (10) members of the Board of Directors shall constitute a quorum.

Section 2. When, at the discretion of the President, the Board of Directors transacts business by mail, one half plus one of the Board of Directors shall constitute a quorum, provided that thirty (30) days shall have elapsed between the mailing of a proposal with ballot and the counting of the returns.

ARTICLE XI. FISCAL YEAR

The fiscal year of MME shall begin on the first day of July of each year and end on the 30th day of June.

ARTICLE XII. RULES OF ORDER

Section 1. The rules contained in Robert's Rules of Order (most recent edition) shall determine the parliamentary practice of MME in all cases to which they apply, and when they are not inconsistent with the Constitution and or Bylaws of MME.

ARTICLE XIII. AMENDMENT TO THE BYLAWS

The Bylaws may be amended by a one half (1/2) plus one vote of the membership present at a duly constituted meeting of MME or by a one half plus one vote of all members responding by mailed ballot.