



A Florida Not-For-Profit Corporation

# BYLAWS

As Amended on August 14, 2014

## **Article I – Name and Location**

Section 1. The name of this nonprofit corporation shall be the: MARITIME PATROL ASSOCIATION, INC. It is hereinafter referred to in these Bylaws as the Association.

Section 2. The principal office of the Association shall be in Jacksonville, Florida. The Board of Directors hereinafter known as the “Board” may change the principal office from one location to another.

## **Article II – Purpose and Objectives**

Section 1. Purpose. The Association is a non-profit professional organization whose purpose is to:

(A) Provide education to members and to the public regarding the United States Navy Maritime Patrol and Reconnaissance community;

(B) Provide recognition and to enhance the prestige of the United States Navy Maritime Patrol and Reconnaissance community;

(C) Promote the use and effectiveness of patrol and reconnaissance aircraft in the United States Navy; and

(D) Keep members and the public educated and informed of new developments and accomplishments in patrol and reconnaissance aviation.

Section 2. Objective. It is the objective of the Association to provide an organization composed of the widest source of interested membership for the accomplishment of the stated purpose.

Section 3. Tax Exempt Status. It is intended that the Association will continue to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Association

will not carry on any activities that are not permitted by an organization exempt from federal income taxes under Section 501(c)(3) of the IRS Code, or the corresponding provisions of any IRS Code.

#### Section 4. Prohibitions:

a. No part of the net earnings or property of the Association shall inure to the benefit of, or be distributed to, any member of the Association, any organization other than an organization which is exempt from Federal income tax under Section 501(c)(3) of the Code, any director or officer of the Association, or any other private persons, except that the Association shall be authorized and empowered to pay its members, officers and directors reasonable compensation for services rendered or expenses incurred, and to make payment and distributions in furtherance of the purposes set forth in Article II hereof.

b. No substantial part of the activities of the Association shall consist of disseminating propaganda or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

c. No declaration of the policy of the Association shall be made without the approval of the Board of Directors.

### **Article III – Membership**

Section 1. Classes of Membership: The Maritime Patrol Association shall have three classes of membership as follows: (A) General members, (B) Corporate members, and (C) Honorary members.

Section 2. Qualifications: The qualifications for each class of membership are as follows:

(A) General Members: General membership in the Association is open to all individuals interested in subscribing to and promoting the objectives of the Association.

(B) Corporate Members: Corporate membership in the Association is open to all corporations who desire to take an active interest in subscribing to and promoting the objectives of the Association.

(C) Honorary Members: Honorary membership is bestowed upon any individual selected by the Board of Directors for his or her interest, contribution, and promotion of the objectives of the Association.

Section 3. Voting rights and Duties of Members: The voting rights and duties of each class of membership shall be as follows:

(A) General members may vote on any advisory measure or informational survey and submit agenda items for any duly noticed meeting of members as requested by the Board. Regional Vice Presidents will represent General Members on the National Officers Team. There are no duties as such for the general members, unless elected as a National Officer.

(B) Corporate members will, as part of their membership, designate an agreed upon number of individuals from their organizations for one (1) year general memberships and so notify the Association. All rights of general membership shall then apply to those members. The corporation, as such, has no voting rights. The corporate member is strongly encouraged to participate in the presentations and display booths at the annual symposium of the Association, sponsor awards and avail themselves of every opportunity to promote the objectives of the Association.

(C) Honorary members shall have the right to participate in all functions of the Association, but may not vote or hold office.

Section 4. Fees, Dues, and Assessments: Fees, dues and assessments shall be levied as follows:

(A) Annual membership fees shall be determined and approved by the Board and National Officers Team.

(B) Honorary members pay no annual dues.

(C) Membership is non-assessable.

Section 5. Number of Members: There is no limit to the number of members the Association may have unless otherwise established by the Board.

Section 6. Non-Liability of Members: No member of this Association shall be personally liable for the debts, liabilities or obligations of the Association.

Section 7. Certificates of Membership: Membership certificates shall be issued if the Board determines a value in so doing and the Board may authorize membership cards to be distributed to each member.

Section 8. Transferability of Membership: Membership is nontransferable and not transportable.

Section 9. Termination of Membership: Membership shall terminate upon receipt by the Board of the written or typed resignation of a member; on the death of a member; or upon non-payment of annual dues.

Section 10. Expulsion: Any member of the Maritime Patrol Association may be expelled for good cause by a three-fourths (3/4) vote of the Board after providing not less than ten (10) days written notice to such member of the reasons for such expulsion action. There shall be no appeal from the decision of the Board.

#### **Article IV – Meetings of Members**

Section 1. Place: Meetings of the general members shall be held at the annual Symposium of the Association or at such other place as the President shall designate.

Section 2. Special Meetings: Special meetings of the General and Honorary members shall be called by the President of the Association and held at such times and places within or without the State of Florida as may be ordered by resolution of the Board of Directors.

Section 3. Contents of Notice: Notice of meetings shall specify the place, the day and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

Section 4. Quorum: Twenty percent (20%) of the General Members shall constitute a quorum for the transaction of General Members business and, except otherwise provided by law, by the Articles of Incorporation, or by these bylaws, no business shall be transacted in the absence of a quorum.

Section 5. Proxy, Cumulative, and Fractional Votes: Proxy voting shall be allowed, but cumulative and fractional votes shall not be authorized. Proxy votes shall be delivered in writing to the secretary of the Association in sufficient time as to be counted in any vote.

Section 6. Meetings: Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation, or with law.

#### **Article V – Governing Bodies**

Section 1. Board of Directors: The Association shall be governed by a Board who will, based on recommendations from the National Officers, determine goals, guidelines and oversee general operations and review/approve/modify an annual operating budget.

Section 2. National Officers: The National Officers shall initially consist of a President, Vice President, Vice President/Awards, Vice President/Membership, Vice President/Symposium, Vice President/Corporate Sponsorship, Treasurer, General Counsel, Vice President/Family Affairs, Vice President/Merchandise Officer, and Vice President of Region(s). Officer positions may be added/deleted/modified as the President deems necessary to facilitate operation of the Association.

(A) Qualification, Election, Term of Office and Vacancies: The outgoing Officers shall nominate incoming National Officers. The Officers shall be approved/disapproved at the annual meeting of the Board. It is expected that Officers shall serve a two year term, but may be elected to any number of successive terms. The President, with the approval of a majority of the Board, shall fill vacancies in any offices. All general members of the Association, in good standing, are eligible for nomination and election as National Officers.

(B) Duties of the National Officers: The National Officers shall be responsible for the daily operations of the Association and answerable to the Board for all actions. Specific duties of each officer shall be delineated in the MPA Operations Manual and shall be modified/updated periodically to reflect the operations of the Association.

(C) Compensation: Officers of the Association shall serve without compensation.

## **Article VI – Board of Directors**

Section 1. Powers. The Members of the Board shall exercise the powers of the Association, control its property, and conduct its affairs except as otherwise provided by law.

Section 2. Duties and Selection. The Board will oversee and guide the existing MPA organizations, MPA Operations and the MPA Scholarship Fund. They shall determine goals and policies, approve annual budgets and the appointment of national officers.

(A) Chairperson: The Chairperson shall be responsible for the overall actions of the Board and the MPA entities that comprise the entire organization. He/she shall chair the annual and semi-annual meetings, delegate areas of responsibilities of the Board Members and ensure that all phases of operations under the control of the Board are carried out. The Chairperson will be named from the body of current board members and will serve a 3-year term. The Chairperson may be elected by the board to serve consecutive terms.

(B) Board Members: The primary board shall be comprised of 6 active duty members, 3 non-active duty MPA members and 3 corporate sponsored members. In addition, the President of the Association and the Vice President of the Association will be board members by virtue of their position and all founding board members will remain on the board until their resignation. Three active duty Board Members will be elected by the general membership each year and serve a two-year term. A non-active duty MPA member will be elected by the general membership each year and serve a 3-year term. Active duty and non-active duty Board Members may seek re-election at the conclusion of their term. 3 board members will represent all corporate sponsors and be appointed by the Vice President of Corporate Affairs and will be confirmed by the MPA general members via a simple majority yes/no vote at the annual meeting. The corporate sponsors will serve until cessation of corporate sponsorship or until replaced. These guidelines may be amended to fit the necessity of the growing association, as necessary.

Section 3. Compensation. Board Members shall serve without compensation.

Section 4. Qualifications. Any General Member of the Association in good standing shall be eligible to serve as a Board Member or Chairperson of the Board of Directors.

Section 5. Meetings.

(A) Board members shall meet at such time and place as the Board Members shall determine but in no event shall the Board Members meet less often than annually. A mid-year meeting of the Board may be scheduled in the fall. The Chairperson or any three Board Members may call special meetings, and such meetings shall be held at the time, place and hour designated by the person or persons calling the meeting.

(B) Notice of the time and place of meetings shall be delivered to each Board Member at least five (5) days prior to any such meeting.

(C) A majority of Board Members shall constitute a quorum for the transaction of business.

(D) In the absence of a quorum, the Board shall transact no business except as otherwise expressly provided in these Bylaws, in the Articles of Incorporation, or by law and the only motion the Chair shall entertain is a motion to adjourn.

Section 6. Removal. The vote of two-thirds (2/3) of the Board Members shall be required to remove a Board Members from office prior to the expiration of the term for which that Board Members has been elected.

Section 7. Vacancies. The remaining Members of the Board shall fill vacancies on the Board. The appointed Board Members shall serve the remainder of the term to which appointed.

Section 8. Election of Active Duty and Non-Active Duty Board Members. An election by the general membership will be held every year to name the newest Board Members. Any active duty or non-active duty candidate may be nominated by another or volunteer for inclusion on the annual Board Member ballot. The election will be conducted via membership voting on the MPA website and will announced approximately one month after the conclusion of voting.

Section 9. Board of Directors Awards. From time to time, Board of Directors Awards, for lifelong service and service to MPA, may be determined and presented when appropriate. Recipients for these awards will be selected by the Board Members at the semi-annual meeting or, should there not be an official meeting convened, if and when needed.

## **Article VII – National Staff**

Section 1. Staff: A National Director shall serve as the day to day administrator and primary point of contact (POC) for the association. An Executive Director and a Financial Officer shall round out the National Staff. Together this group will conduct the day to day business of the organization in accordance with the by-laws, Operational Manual and guidance from the Board and President. Additional staff members may be hired based, as required based on recommendations to the President and Chairman from the National Director and subject to their approval.

Section 2. Job Descriptions: All staff job descriptions will be outlined in the Operations Manual.

Section 3. Performance/Salary Reviews: The National Director is currently a non-paid position, subject to reimbursement for expenses, as approved by the President. The National Director will conduct annual performance and salary reviews of all paid team members, prior to the semi-annual Director's meeting and report to and make recommendations to the Chairman and President.

## **Article VIII – MPA Operations / Responsibilities**

Section 1. Operations/Responsibilities. MPA has five major areas of operations: Membership, both corporate and individual; Symposium; MPA Scholarship Fund; Online newsletter/articles

and memorabilia/merchandise sales. Specific duties, staff and committees are outlined in the Operations Manual. Additional areas of operations shall be added as deemed appropriate by the National Officers and approved by the Board.

Section 2. Membership. Memberships will be recorded, maintained and updated on a regular basis with current lists available to each region upon request. Renewal letters will be emailed and mailed, if required, to all members prior to their membership expiration.

Section 3. Annual Symposium. The Association will host an annual symposium, the date and location to be determined by the President. The Vice President(s)/Symposium will have direct responsibility for all Symposium activities.

Section 4. Online newsletter/articles. Content will reflect the purpose of the Association, its goals and the concerns of its membership. The National President and/or officer he appoints represents the Association as the publisher and an editorial staff for these articles. The organization and publication staff are set forth in the Operations Manual.

Section 5. MPA Memorabilia/Merchandise. The Vice President/Merchandise Officer will be responsible for overall purchasing, inventory and sales of all items. Sales outlets will be maintained on-line and via the annual symposium and/or any region or other events as deemed feasible.

## **Article IX – Organization**

Section 1. Operations Manual. The Association President and Executive Director shall develop and maintain an organizational Operations Manual (Ops Manual) under the supervision, assistance and final approval by the Board that as a minimum, will:

(A) Document, in finite detail, a “Position Description” for each current job/office/position in the association and additional requirements as they may become known or developed. Fiscal and managerial responsibilities of each of the National Officers, and committee chairpersons are paramount. (We need to do this!)

a. Set forth fiscal management procedures and assign specific responsibilities.

b. Set forth procedures for the budgeting process and assign responsibilities for preparation, submission and amendment/approval by the President for formal presentation to the Board of Directors at the annual symposium.

i. The procedures shall provide for an annual budget prepared by the Treasurer, Director of Finance and Executive Director for submission via the President to the Board of Directors for approval.

ii. This documentation shall provide for the timely delivery of copies of the budget to the Directors one month prior to a request for budget approval.

iii. Documentation shall also contain audit and internal control and review procedures.

(B) Set forth a policy for staff compensation to include: who is responsible for negotiating such compensation, including benefits, length of employment contract, (written or verbal) and procedures for redress and review.

(C) Set forth detailed procedures and responsibilities regarding the annual symposium.

(D) Provide for development and promulgation of a detailed Annual Plan.

## **Article X - Regions**

Section 1. Geographic Areas. For local administration, the Association may be divided into Regions defined by major concentrations of Patrol and Reconnaissance commands and personnel. These regions are: Region 1- Jacksonville, FL; Region 2 - Washington D.C.; Region 3- Whidbey Island, WA; Region 4-Kaneohe Bay, HI; Region 5 – Patuxent River, MD. Overseas commands such as Sigonella, Italy, come under Region 1 and Guam, and Japan come under Region 4. Members outside these regions will be considered in Region 2, although they may elect to be included in a Region of their choice. Regions may be dissolved, combined or added by amendment to these Bylaws.

Section 2. Regional Vice Presidents. The Vice President of each region may enlist the help of MPA member volunteers in their region to assist with regional events, etc. The Vice Presidents are part of the National Officers Team and hence report directly to the Board of Directors when applicable.

Section 3. Bylaws. Regions shall organize and conduct regional business and activities in accordance with these Bylaws.

Section 4. Regional Financial Accounting. If required, Regions shall maintain their own financial accounts and funds subject to the provisions of this Article. Each Region shall provide a Regional Financial Report to the National Treasurer at the end of each fiscal year, if required. Such reports will be in balance sheet format and include notes of projected income and disbursements for the next year. The National Treasurer shall provide an outline of financial accounting procedures to each region and chapter.

Section 5. Regional Funds. Funds generated or earned by the region shall be subject to the control of the national headquarters of MPA except as noted herein.

(A) Membership Dues. Only the National Office upon receipt of membership fees may issue membership cards. Membership dues received by the Region shall be forwarded to the National Treasurer as received.

(B) Symposium Funds. Accounting of Symposium expenditures and receipts is to be separate from membership funds.

(C) Fund Raising Activities. The President may disapprove any fund raising practices that are determined to adversely affect or cast discredit on the Associations objectives.



Section 6. Regional Awards. Each Region may select Annual Regional Achievement Award winners based on input received from Navy unit commands. Details for the recognized awards, the selection process and the timelines are delineated in the MPA Operations Manual. Regional Achievement Award winners will automatically be considered for National level Awards.

Section 7. Chapters.

(A) A Chapter or chapters may be formed in a region when approved by the National President. At that time, a Vice President of that new regional chapter will be appointed by the National Officers Team via vote. One must be a member of MPA in good standing to be eligible for the Vice President of Region position.

Section 8. Miscellaneous Provisions.

(A) Requests to activate new Regions shall be directed to the National President for referral to the Board for approval. Prior to such referral, the president shall determine if the request is viable and whether the proposed new Region is capable of organizing in accordance with these Bylaws.

#### **Article XI– Annual Awards**

Section 1. National Awards: Any MPA Awards may be recommended by any member of the Board or National Officers Team and approved by a majority vote of the National Officers Team when required.

(A) Specific awards guidelines are delineated in the Operations Manual.

#### **Article XII – Miscellaneous Provisions**

Section 1. Voting: Except as otherwise stated in the Articles of Incorporation, these Bylaws, or by resolution of the Board of Directors, all issues and elections of this Association shall be decided by majority vote of a quorum of any duly called meeting of the General Members or Board.

Section 2. Fiscal Year: The fiscal year of the Association shall be from 1 January to 31 December inclusive.

Section 3. Dissolution: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Section 4. Compensation: No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributed to its members, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Section 5. Activities: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3).

### **Article XIII – Bylaws**

Section 1. Effective Date of Bylaws: These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Board or Members, in adopting them as hereinafter provided, stipulate that they are to become effective at a later date.

Section 2. Amendment: Subject to the limitations contained in the Articles of Incorporation of this 501 (c)(6) Corporation and to any other provisions of the law applicable to the amendment of bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(A) By Directors: Subject to the power of the members to change or repeal them, by vote of three-fourths (3/4) of Directors present at any special or regular meeting of Directors at which a quorum is present; provided that written notice of such meeting and of the intention to change the Bylaws thereat is delivered to each Director at least ten (10) days Prior to the date of such meeting, or by the written consent of all Directors without a meeting as provided in Article V of the Articles of Incorporation, provided that a Bylaw fixing or changing the number of Directors may not be adopted, amended, or repealed except as provided in paragraph (B) hereof.

(B) By Members: Any members may submit a recommendation for altering, amending, or repealing the Bylaws in accordance with Article III, Section 3.. Such recommendations will be acted on by the Directors or Trustees as outlined above.

Section 3. Indemnification: All serving Directors, Officers or employees of the Association shall not be held liable against all expenses and liabilities, including counsel fees, reasonably incurred, or imposed upon that party in connection with any proceeding to which that person becomes involved by reason of holding office or being employed by the Association except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The MPA shall indemnify, to the full extent permissible under applicable Florida law, any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she was a Director, officer, or committee member of the MPA, if such Director, officer, or committee member acted in good faith, for a purpose the party reasonably believed to be in the best interest of the MPA, and, in the case of criminal actions or proceedings, in addition, the party had no reasonable cause to believe that the conduct was unlawful.

The undersigned hereby certifies that he is the duly elected and acting Secretary of the Association named herein and that the foregoing is a true copy of the Bylaws of said Association duly adopted by Written Consent to Action of the Directors dated August 14, 2014.

Dated this \_\_\_\_\_ day of August, 2014.

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President

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National Director