

Adopted Bylaws May 27, 2020

ARTICLE I - BYLAWS

These By-Laws are made under the authority of the Corporations Act.

ARTICLE II - DEFINITIONS

ACT

"**ACT**" means the Corporations Act being Chapter 12 of the Statutes of Newfoundland 1986 and Acts in amendment thereof and the terms used in these By-Laws shall have the same respective meanings as they have when used in those Acts.

BOARD OF DIRECTORS

"**BOARD**" means the Board of Directors of the Council.

DIRECTOR

"**DIRECTOR**" means a member of the Board of Directors.

MEMBER

"**MEMBER**" means those groups, councils, organizations and individuals who promote or provide services in the ocean industries and those that are interested in furthering the objectives of COMPASS.

OFFICERS

"**OFFICERS**" mean the President, Vice President and Treasurer

1. Name

The name of the organization shall be the Council of Marine Professional Associates (COMPASS), hereinafter referred to as “COMPASS.”

2. Mission

The mission of the Council of Marine Professional Associates (COMPASS) is to promote the development of COMPASS in order to increase and advance the common interests of its members in the ocean industry.

3. Objectives

The objectives of The Council of Marine Professional Associates (COMPASS) shall be to:

- Create a forum for effective dialogue and information-sharing among COMPASS members; between COMPASS and other ocean stakeholders; and between COMPASS and the general public.
- Advocate the interests of COMPASS members to industry and government decision-makers.
- Stimulate, and contribute to, initiatives that will contribute to the development of the ocean industries.
- Enhance the public perception of the ocean industries and build an appreciation for the its importance to social and economic development and community sustainability.
- Contribute to the development and implementation of strategies to address human resources issues in the ocean industries.

4. Membership

Full Membership

Full membership is open to private sector businesses and public sector organizations in the ocean industries. In order to qualify for membership, they

must be responsible for the operation of a vessel.

Each full member will be eligible to be nominated for the board of directors and will have one vote at all COMPASS member meetings.

Associate Membership

Associate membership is open to industry stakeholders, associations, and similar public and private organizations whose missions and objectives are determined by the Board of Directors to be aligned and consistent with those of COMPASS.

Associate members may contribute to discussion and debate and serve on committees, subcommittees, and working groups of COMPASS but will not have voting rights at membership meetings and will not be eligible to serve on the Board of Directors.

Individual Membership

Individuals working in, or previously working in the ocean industries and individuals deemed by the Board of Directors to have made, or be currently making, a direct and significant contribution to the ocean industries.

Each full member will be eligible to be nominated for the board of directors and will have one vote at all COMPASS member meetings.

Educational/Training Membership

Educational Institutions involved in preparation for participation in the ocean industries through enrolment in a recognized course or program or through other means deemed acceptable by the Board of Directors.

Each educational/training member will be eligible to be nominated for the board of directors and will have one vote at all COMPASS member meetings.

Exclusion:

Public Bodies with responsibility for regulatory oversight are not eligible for

membership. Registered Labour Unions are not eligible for membership.

The COMPASS board has the final authority to approve or reject any membership applications.

5. Board of Directors

The duly elected officers shall constitute the Board of Directors.

The Board shall be composed of a maximum of 9 members.

- The President
- The Vice President
- The Treasurer
- Secretary
- One Educational Institution Director
- One Individual Director
- Three At Large Directors
- The Past President will be an ex-officio non-voting member of the Board
- The Manager will be ex-officio non-voting member of the Board.

The Board of Directors shall be empowered to act on behalf of the membership in directing the affairs and furthering the mission and objectives of COMPASS, and shall be authorized to:

- i) collect membership fees;
- ii) ii) open a bank account and conduct the business of the council;

- iii) iii) obtain or lease equipment and premises;
- iv) iv) employ staff and recruit volunteers;
- v) v) network and form partnerships with other organizations and agencies;

and do all such other lawful things as are necessary or appropriate to further the mission and objectives of COMPASS.

The Board of Directors may establish such committees, subcommittees, and work groups as deemed appropriate to further the mission and objectives of COMPASS. Such committees, subcommittees, and work groups may include full members, associate members, and/or such other persons as may by their participation contribute to achieving the mission and objectives of COMPASS.

Officers

The Officers of COMPASS will be:

- President
- Vice President
- Treasurer

OFFICERS DUTIES

PRESIDENT

Ensures that the Board functions are effectively performed.

Can be an ex-officio Member of all Council Committees.

Will be the Official Representative of the Council at functions warranting that person's attendance and be the official spokesman of the in communications with the political level of Government and senior level of various organizations with which the Council is involved.

To preside at all Board Meetings and arrange for the Vice President when unable to do so.

VICE PRESIDENT

To perform the duties of the President in the event of the absence, resignation or inability of the President to perform duties.

Performs such other duties as may be assigned by the President or the Board.

Will be the successor to the President once the term has been served.

In the event the President-Elect is unable to serve as President, the Board will elect a President.

TREASURER

Will supervise the custody and disbursement of all funds of the Council as directed by the Board.

To perform such other duties as usually pertain to the office.

To perform such other duties as may be assigned by the President or the Board.

6. Elections

NOMINATING COMMITTEE

The Board will appoint a Nominating Committee at least forty-five (45) days prior to the Annual General Meeting.

Nominations for the Board will be made in the following manner:

- (a) By a Nominating Committee which will be chaired by the immediate Past-President or a Member appointed by the President.
- (b) By any Member, in writing to the President.
Nominations may also be made from the floor at the Annual General Meeting.

INFORMING MEMBERSHIP

The Nominating Committee, not later than 30 days prior to the Annual General Meeting will:

- (a) Inform the Membership of the vacant Board positions.
- (b) Invite Nominations for eligible Members to stand for election.
- (c) The closing date for the receipt of such nominations will be twenty-one (21) days prior to the Annual General meeting.
- (d) The Nominating Committee will confirm that those who have been nominated are willing to serve if elected to office.

The directors shall be elected from the membership at the Annual General Meeting (AGM).

All full members in good standing shall be eligible for election as officers.

Candidates for each position as an officer must be proposed and seconded by members at the AGM.

All full members in good standing shall be entitled to vote in the election of the officers.

The election of the officers shall take place by secret ballot at the AGM.

For any position, the candidate with the largest number of votes shall be deemed to be elected to that position.

If there is a tie for the largest number of votes for a position, another vote shall be held but the candidate with the lowest number of votes, if there are more candidates than those tied for the largest number of votes, shall be dropped from the ballot.

If only one person is nominated for a position, that person shall be elected by acclamation.

If a vacancy occurs, the remaining officers may, at their discretion, appoint a

successor to serve in the position until the next AGM, at which time a successor shall be elected.

The Term for each board director will be three years. A director may serve two terms, and then will be required to take a one-year break from the board before running for election again.

Vacancies

In the event of a vacancy occurring on the Board between annual general meetings, the Board shall appoint a replacement and the replacement will serve until the next Annual General Meeting.

7. Meetings of the Board of Directors

Meetings of the Board of Directors will be at the call of the President or can be called by an Officer of the Board at the written request of 50% plus one of the remaining board members and at least 3 days notice of the meeting will be provided to the board members.

A quorum for the transaction of business at a meeting of the Board of Directors shall be 50% plus one of the duly constituted membership of the Board.

8. General Meetings

Annual General Meetings

Annual General Meetings shall be held once in each year and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

Special General Meetings

The Board of Directors may convene a special general meeting of the members whenever it determines it is necessary or appropriate to do so.

The Board of Directors shall convene a special general meeting upon the written request of 50% or more of the members, and the meeting shall be held within 30 calendar days of receipt of the written request. The quorum for the conduct of any business at a special general meeting will be 50% plus 1 of the members eligible to vote at such meetings.

At least thirty calendar days' notice shall be given of any general meeting of the members, and the notice shall specify the place and time of the meeting and the nature of the business to be conducted.

Attendance at Meetings

Attendance at Board meetings and general meetings shall include participation by teleconference or any such electronic media that provide for full participation in discussion, debate, and voting.

9. Membership Fees

Membership fees will be established by the board and presented to the membership at the Annual General Meeting.

The membership year begins on January 1 annually and membership fees will be invoiced annually and payable upon receipt. Members joining after July 1 in any membership year will be entitled to 50% reduction in membership fees for that membership year.

Members whose fees have not been paid within ninety calendar days of the due date shall have their membership withdrawn until such time as they are paid in full. Membership renewals shall not be eligible for any reduction in membership fees.

The Board of Directors, at its discretion, may approve a membership application for either full membership or associate membership provided that the applicant meets the requirements for full membership or associate membership.

10. Annual Budget

An annual budget will be prepared and approved by the Board of Directors

annually and presented to the Members at the Annual General Meeting.

The Board of Directors can open and operate a bank account at any chartered bank in Canada.

The Signing Officers for COMPASS will be the President, The Vice President and the Treasurer. The Treasurer must sign all cheques and one other signature from an Officer is required.

The Board may hold and receive any funds and trusts to operate COMPASS and is authorized to invest these assets in trust for COMPASS.

Upon dissolution of COMPASS its property will be transferred to a charity selected by the Board.

11. Revision of the Constitution or Bylaws

Articles of the constitution and bylaws shall be changed only at a duly constituted Annual General Meeting or special general meeting and shall require the approval of two-thirds of the voting members in attendance.