CHARTER AND BYLAWS
USA MARITIME
January 7, 2021

ARTICLE I
Organization

1.1 **Name.** The name of the coalition is USA Maritime (hereinafter "the Coalition.").

1.2 **Choice of Laws.** The Coalition shall be organized as an unincorporated nonprofit association under the laws of the District of Columbia.

1.3 **Governing Body.** The Coalition shall be governed by a Board of Directors, which shall meet periodically either in person or via electronic device as appropriate.

1.4 **Meetings.** For the purposes of these Bylaws, all references to meetings shall include in-person, telephonic or meetings by video conference or other electronic means, as determined by the Chairman of the Coalition or the individual Committee Chairmen.

Article II
Purpose

2.1 **Specific Purposes.** The purpose of the Coalition is to support all Federal programs that preserve, promote, and enhance the U.S.-Flag merchant marine engaged in the foreign trade of the United States. This includes both the support for existing programs as well as advocacy and support for future programs with the potential to enhance and expand the international sailing U.S.-Flag merchant fleet.

Article III
Membership

3.1 **Membership.** There shall be three types of membership in the Coalition, as membership is defined under §29-1102(4) of the Code of the District of Columbia, and such members shall be known as "Principal Members," or simply "Members."

3.1 **Corporation Class.** The Corporation Class is defined as corporations or other business entities that are actively engaged in the operation or management of U.S.-flag vessels engaged in the foreign commerce of the United States.

3.2 **Trade Association Class.** The Trade Association Class is defined as associations, which are actively engaged in advocacy on behalf of the U.S.-Flag Merchant Marine engaged in the international trade.

3.3 **Labor Union Class.** The Labor Union Class is defined as labor unions representing workers in the deep-sea maritime industry engaged in foreign commerce and their affiliated entities.

3.4 **Rights of Classes.** Each class is eligible for representation on all committees and subcommittees of the Coalition.

3.5 **Board of Directors.** The Board of Directors of the Coalition is defined as all Directors appointed by the Members of the Coalition.

3.6 **Director Appointment.** Each Member will appoint a single Director to represent their organization on the Board of Directors.

3.7 **Voting.** Each Member is entitled to a single vote on all actions of the Board of Directors.

Article IV
Dues and Finances

4.1 **Dues.** Dues shall be set by the Chairman with the approval of the Board of Directors. Annual dues will be as follows:

Corporation Class Members:	$1,500 per quarter
Trade Association Class Members:	$1,500 per quarter
Labor Union Class Members:	$1,500 per quarter

4.2 **Dues Payment.** Dues shall be due and payable quarterly, on the 1st of the month of each respective quarter. Membership shall be delinquent if dues are not paid within thirty (30) days of the receipt of an invoice, and Members who are in arrears of dues shall not be permitted to exercise their vote on the Board of Directors until such time as payments are current.

4.3 **Fiscal Year.** The fiscal year shall be January 1 through December 31.

4.4 **Budget.** A proposed budget shall be submitted by the officers of the Coalition at the February meeting of the Board of Directors.

Article V
Officers

5.1 **Officers.** The officers of the Coalition shall be a Chairman and a Secretary-Treasurer.

5.2 **Terms of Office.** Officers shall assume their duties immediately upon election. Officers shall serve for a term of two (2) years or until their successors are elected.

5.3 **Vacancy in Office.** A vacancy in any office shall be filled by the Board of Directors.

5.4 **Removal from Office.** Any officer may be removed by a two-thirds vote of the Board of Directors.

5.5 **Resignation.** Any officer of the Coalition that wishes to resign must provide thirty (30) days prior written notice to the Chairman of the Coalition, or in the case of the Chairman, to the Board of Directors. Vacancies by resignation will be filled at the next meeting of the Coalition.

5.6 **Duties.** Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in this Charter and Bylaws.

5.6.1 **Chairman.** The Chairman shall:

a. preside at all meetings of the association;
b. file whatever documents are necessary to keep the Coalition in compliance with all applicable laws and regulations, including but not limited to all District of Columbia registration requirements, all lobbying disclosures as applicable and any similar requirements;
c. hire and direct the day-to-day work of any administrative staff or policy consultants, with the advice of the Board of Directors, as may be necessary to ensure the proper functioning of the Coalition;

d. plan the annual meeting and prepare an annual budget;
e. set the time, place and manner for meetings of the Board of Directors;
f. fulfill such other duties as may be assigned by the Board of Directors.

5.6.2 **Secretary-Treasurer.** The Secretary-Treasurer shall:
a. ensure that minutes of all meetings of the Board of Directors are recorded and prepared for approval by the Board, including a list of individuals in attendance;
b. be the custodian of all documents, including the Charter and Bylaws, and any other rules adopted by the Board of Directors;
c. conduct correspondence as directed by the Board of Directors;
d. send a call of the meeting and a meeting agenda to each Member at least one week prior to the meeting;
e. arrange for attendance of the meeting by electronic device;
f. forward on behalf of the Coalition any correspondence or items of interest via electronic device;
g. prepare a master calendar of meetings and events for the Coalition;
h. be custodian of all funds, disbursing them as directed by the Board of Directors;
i. present a financial statement at each association meeting and as requested by the Board of Directors;
j. prepare the financial records for audit;
k. assist the Chairman in the creation of an annual budget;
l. notify the Board of Directors of any delinquent members; and
m. fulfill such other duties as may be assigned by the Board of Directors.

5.7 **Nominations.** Nominations for office positions shall be opened at the meeting prior to the final meeting of the year, and the nomination period will run until one (1) day before the final meeting of the year.

5.8 **Elections**. The officers shall be elected at the final meeting of the year, as determined by the Board of Directors. Elections shall be by voice vote.

5.9 **Rotation and Term Limits.** No membership class may be represented as chairman more than once in any six-year period, and one of the two officer roles must be held by a member of the Corporation class at all times. No class may hold both officer positions at the same time.

Article VI
Meetings

6.1 **Annual.** The Annual meeting of the Coalition will be the first meeting in January of each calendar year, at a time and place determined by Chairman with the approval of the Board of Directors at the final meeting of the preceding calendar year. This meeting is expected to include the senior leadership of Coalition members who would generally not attend Board of Directors meetings. The date of the annual meeting may be changed by the Board of Directors.

6.2 **Special.** Special meetings may be called by the Chairman or a majority of the Board of Directors. The purpose of the meeting shall be stated in the call to the meeting.

6.3 **Quorum**. A quorum for a meeting of the Coalition shall include a majority of each membership class, whether in person or via electronic device.

Article VII
Board of Directors

7.1 **Composition.** The Board of Directors shall be composed of the Coalition officers and the directors appointed by each Member of the Coalition. Each Member will name one (1) Director and shall be permitted to name any number of alternates who may attend meetings of the Board of Directors and serve on Committees.

7.2 **Duties**. The Board of Directors shall serve as the primary meeting and discussion body of the Coalition and shall:

a. meet monthly, although a meeting may be cancelled by the Chairman with the approval of the Board of Directors;

b. approve all decisions made by the officers by majority vote;
c. approve decisions of the Chairman as to the date, hour, and place of meetings;
d. declare an office vacant on a two-thirds vote of the entire Board;
e. adopt rules as needed to carry out the business of the Coalition, and amend this Charter and Bylaws;
f. hire staff to assist the officers in the performance of their duties and hire consultants and other service providers to further the purposes of the Coalition;
g. permit guests to attend the meetings of the Board of Directors and the various committees;
h. perform such other duties as are specified in these bylaws or are necessary to further the purposes of the Coalition.

7.3 **Meetings.** The Board of Directors will meet on the second Wednesday of each month at a time and location as determined by the Chairman at least two weeks in advance of the meeting. This date and time may be altered by the Chairman with the concurrence of the Board of Directors, as necessary. Meetings shall be open to all Directors, Director alternates, and invited guests as approved by the Board.

7.4 **Quorum.** A quorum for a meeting of the Board of Directors shall include a majority of the members of each membership class, whether in person or via electronic device.

7.5 **Voting.** Decisions of the Board of Directors will be approved by a majority vote, except for the removal of officers, amendments to this Charter and Bylaws, the decision to send communications under the auspices of USA Maritime, and the addition of new members, which shall be approved by a two-thirds vote. Voting shall be by voice vote during a meeting. Votes may also be taken via electronic device in the period between meetings instead of by voice vote at the request of any member of the Board of Directors.

a. All written communications made as a result of a decision of the Board of Directors shall be done under the auspices of USA Maritime, and each member organization will be listed separately as signatories to such communications;

b. Any member who does not wish to be listed as a signatory on any written communication may decline to have their organization listed as a signatory through a written request to an officer of the Coalition.

Article VIII
Committees

8.1 **Standing Committees.** The standing committees shall be the Legislative and Strategic Planning Committee, and the Regulatory Policy Committee.

8.2 **Composition.** Chairmen of the Committees shall be selected by the Members of the Committees. For the purposes of committee composition, the Corporation Class is entitled to four (4)seats on each committee; the Labor Class shall be entitled to two (2)seats on each committee; and the Association class shall be entitled to two (2) seats on each committee. The Committee Chairman's membership class will not be considered for the purposes of committee composition.

8.3 **Legislative and Strategic Planning Committee.** The Legislative and Regulatory Committee shall:

a.be chosen by the membership class for each respective membership class seats;
b. meet as determined by the Chairman of the Committee at a time and location to be determined by the Chairman of the Committee;
c. provide periodic updates to the Board of Directors on all federal legislation impacting the Coalition;
d. develop and maintain a list of legislative goals, policy positions and areas of concern that reflect the views of the Coalition, subject to approval by the Board of Directors;
e. create an annual strategic plan for the Coalition that outlines specific policy goals for the Coalition for both that calendar year and beyond;
f. coordinate all joint lobbying efforts made on behalf of the Coalition;
f. draft all communications on behalf of the Coalition that will be sent to members of Congress;
g. develop and maintain a calendar of political events being supported by the Members of the

Coalition and promote such events to the Board of Directors.

8.4 **Regulatory Policy Committee.** The Regulatory Policy Committee shall:

a. be chosen by the membership class for each respective membership class seats;
b. meet as determined by the chairman of the committee at a time and location to be determined by the chairman of the Committee;
c. provide periodic updates to the Board of Directors on all Federal regulatory policy, including Maritime Administration proposed rulemakings, Coast Guard rulemakings and advisory opinions, and other non-legislative rulemakings and interpretations published through the rulemaking process of the Federal Administrative Procedures Act that could impact the purposes and members of the Coalition;
d. coordinate with the Legislative and Strategic Planning Committees on developing regulatory policy goals and strategic plans;
e. draft all communications on behalf of the Coalition that will be sent to regulatory bodies in response to requests for comment to rulemakings.

8.5 **Other Committees.** Other committees, standing or special, shall be created from time to time as determined by the Board of Directors when deemed necessary to carry out the work of the Coalition. When created, such committees will conform to the same requirements as standing committees under section 8.2.

8.6 **Ex-officio Membership.** The Chairman of the Coalition shall be an ex-officio member of all committees.

Article IX
New Membership

9.1 **Addition of Members.** Following the adoption of this charter, any organization that meets the criteria set out in Article III Sections 3.1, 3.2 or 3.3 and who is in accord with the purposes of the Coalition as expressed in Article II may petition the Chairman to join the Coalition. Any member of the Coalition may discuss potential membership with non-members.

9.2 **Process.** Once a petition for membership has been received by the Chairman, the Chairman will present it to the Board of Directors at the next Board meeting after receipt. The Board will review all petitions to determine whether the petitioner meets the criteria outlined in Article IX Section 9.1. Following discussion, a vote by electronic device will be taken during the period after the Board meeting where the petition is presented, and the results of the vote will be announced at the next Board meeting. No petitions may be acted upon during the meeting in which they are presented.

9.3 **Voting Threshold.** Any petition must receive a two-thirds vote in favor from the entire Coalition to be approved for membership.

Article X
Dissolution

10.1 **Dissolution.** In the event of the dissolution of this Coalition, the assets shall be liquidated and distributed equally to all members of the coalition in accordance with government regulations.

Article XI
Amendment

11.1 **Amendment.** This charter and bylaws may be amended at any annual meeting of the Coalition or by the Board of Directors by a two-thirds vote, provided that the amendment has been submitted in writing at least thirty (30) days prior to the meeting.

11.2 **Effectiveness.** All amendments to this charter and by-laws will be effective immediately.