

CONSTITUTION AND BY-LAWS
FLORIDA MARINE CONTRACTORS
ASSOCIATION, INC.

PO Box 542111
Merritt Island, FL 32954

Established November 8, 1999

REVISION NO. 7
Incorporates all changes authorized by the
Board of Directors July 2006

ARTICLE I. NAME OF CORPORATION

The name of the Corporation shall be Florida Marine Contractors Association, Inc. This Corporation is not affiliated with any other corporation, institute, or association having a similar name or objectives, and is a non-stock, non-profit organization. This Corporation shall be referred to hereinafter as the Association.

ARTICLE II. NAME OF CHARTER MEMBERS

The names of the Charter Contractor Members of the Association are as follows:

Gulfside Docks & Lifts	Treasure Coast Marine	Hodgskins Outdoor Living
Speeler Enterprises	Thermal Industries	MRMC Construction
Naples Dock & Marine Services		

ARTICLE III. PURPOSES AND OBJECTIVES

A. To foster and promote a program for dissemination of educational matter relating to materials, methods and techniques used in Marine Contracting and related manufactured products, making such educational matter available to Members of the Association.

B. To foster and promote a program for dissemination of educational matter relating to materials, use, and application of marine construction as related to the construction industry to Architects, Engineers, Specifications Writers, Contractors, and the general public who may be interested in any phase of the Industry in which the products and services described may be used.

C. To foster and promote the interests of persons, firms, groups, corporations, associations, and others who are engaged in any phase of the construction industry in which the products described may be used.

D. To foster, promote, and encourage the adoption of the Standards and Specifications of the Association by National, State, and Local government agencies which are responsible for the construction of marine structures; to be used as reference standards for the manufacture, delivery, and installation of marine structures.

E. To promote the use of marine structures and related manufactured products by means of educational projects, publicity, printed matter, or other lawful means.

F. To establish standards of quality control applicable to the manufacture of marine structures and related manufactured products, and to maintain such standards by inspection, testing, or the means to ensure products of standard quality.

G. To conduct studies, seminars, and technical research work, including the testing of materials and combinations of materials used or potentially usable in the production of marine structures and related manufactured products.

H. To compile and publish reference guidelines for the Industry for the purpose of establishing guidelines of quality for the manufacture, delivery, and installation of marine structures and related manufactured products.

I. To compile and publish specifications adaptable for use by Architects, Engineers, and Specifications Writers in the preparation of contract documents for marine construction projects.

J. To distribute printed or published copies of reference guidelines and /or marine construction specifications relating to the endeavors or products of the Association and its members.

K. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property as necessary for the activities of the Association; to enter into, make, perform, or carry out agreements and contracts of every kind with any person, firm, corporation, association, or governmental agency as may be necessary for the accomplishment of the objectives and purposes set forth herein; to perform any act necessary for carrying out any or all of the objectives and purposes of the Association not forbidden by law or statute, or by the Articles of Incorporation, or by these By-Laws, or by laws of the State of Florida.

L. To establish a central office and such subsidiary offices as may be found necessary; to appoint agents authorized to handle detail affairs of the Association; to defray costs incurred in establishing and maintaining offices as required; to pay compensation to agents as may be determined; and to reimburse agents in the actual amounts of expenses incurred in furthering the interests of the Association.

M. To optimize the ability of the industry to perform its functions and provide the public with a method of locating qualified marine contractors and associates.

N. To monitor and participate in government policy and rule development, and government proposals and decisions that impact marine contractors.

ARTICLE IV. PRINCIPAL MAILING ADDRESS

The principal mailing address of the Association is
PO Box 542111
Merritt Island, FL 32954-2111

ARTICLE V. ADMINISTRATIVE POLICIES

A. Gifts of any nature to the Association for specific purposes may be accepted and used for the purpose designated by the donor, provided such designated purpose is within the scope of proper and lawful objectives of the Association.

B. The Association shall be strictly non-profit and no part of the net income shall be distributed to or used for the benefit of any member.

C. The Association shall conform to the articles of Incorporation, the requirements of an Internal Revenue Service designated 501c(6) Association, the adopted Anti-Trust Compliance Policies and Procedures, and the adopted Rules of Procedure for Board of Directors Meetings.

ARTICLE VI. MEMBERSHIP

A. **CLASSES OF MEMBERS:** The Association shall have five classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

1. **CONTRACTOR MEMBERS** shall be firms, which have an outstanding record in the construction of marine structures. All administrative policies and election of the Board of Directors shall be by the Contractor Members and each Contractor Member shall have one vote. Votes may be cast by any employee or any person designated to represent the member firm. Applications for Contractor Membership are subject to approval of the Board of Directors on recommendation of the Executive Director.

2. **ASSOCIATE MEMBERS** shall be firms or individuals engaged in supplying materials or services used in the manufacture, transportation, or erection of marine structures or individuals, firms, and associations that embrace the goals, policies, and purposes of the Association. Such members are encouraged to attend meetings and to voice opinions, but have no official vote. The Board of Directors, the President, or the Executive Director can approve associate Member applications.

3. **PROFESSIONAL MEMBERS** shall be individuals or firms that provide professional or technical services to the industry. They may include architects, engineers, consultants, accountants, attorneys, and other professionals. Application approval and voting rights are the same as for Associate Members.

4. **RECIPROCAL MEMBERS** are associations or institutes that share the concerns and embrace the goals of the Association. An exchange of applications is without dues payment and approval and voting rights are the same as for associate Members.

5. **HONORARY MEMBERS** are distinguished individuals who have gratuitously and effectively advanced the concerns and goals of the Association. Such members are designated by majority vote of the Board of Directors. No voting rights obtain.

B. QUALIFICATIONS: CONTRACTOR MEMBER

Any prospective Contractor Member applicant prior to acceptance into the Association shall meet the following basic requirements:

1. Applicant organization shall have a proven acceptable background of experience and record of performance within the industry in the production of marine structures for a minimum period of three years.

2. The applicant shall be licensed by the state of Florida or in the county in which he is located.

3 The applicant shall provide the names of five projects where his work was performed, to include point of contact, location, type, size, and scope of marine construction involved.

4. Applicant shall submit proof of bonding capability or suitable evidence of financial stability such as credit references and bank references.

5. Applicant must provide a certificate of workers compensation and liability insurance coverage. Effective November 1, 2005, applicants must show proof of and maintain applicable Federal insurance, including but not limited to the Longshore & Harbor Worker's Compensation Act or the Jones Act. After July 1, 2007, all FMCA contractor members and applicants must be in full compliance with Florida workers' compensation coverage, including applicable Longshore and Jones Act coverage. The Board may require proof of such coverage at any time from contractors admitted to membership after this date.

6. Applicant must grant permission for the Association to inspect the applicant's production facilities and completed projects at a time of mutual convenience.

C. QUALIFICATIONS: OTHER CLASSES.

Associate Professional, and Reciprocal members shall embrace uncompromised integrity, dedication, and professionalism in all business practices.

D. TERMINATION OF MEMBERSHIP.

The membership and all rights and interests of a member in the Association and the assets of the Association:

1. Shall immediately terminate and be forfeited upon the insolvency of, or filing of a petition in bankruptcy, assignment for the benefit of creditors, or appointment of a Receiver in Bankruptcy by or against such member.

2. May be terminated and forfeited at any meeting of the Board by the affirmative vote of a simple majority of the directors where such member has failed to fully pay dues and/or assessments for a period of 30 days following the date at which they became due.

3. Shall be terminated and forfeited upon the effective date of resignation of such member, provided, however, that no dues paid will be rebated.

4. Notwithstanding any such termination and forfeiture of its rights and interests in the Association and its assets, such former member shall be liable to pay dues through the date of termination.

5. The failure of any member to abide by the requirements of these By-Laws, the Anti-trust Agreement, the Code of Ethics, and to fully support the policies, goals, and decisions of the Board of Directors shall constitute grounds for suspension or revocation of membership by action of the Board of Directors.

E. REINSTATEMENT OF MEMBERSHIP

Former members may be reinstated if a new application is accompanied by current dues established by the Board, plus one year's previous dues, if former membership terminated in delinquency.

ARTICLE VII. OFFICERS

Elected officers of the Association shall be: President, Vice-President, Secretary-Treasurer, and Second Vice-President. Duties of the officers shall be as outlined herein.

A. The President shall be a representative of a Contractor member. He/She shall serve as Chairman and preside at regular and special meetings, appoint committees and designate chairmen; sign all agreements and formal documents for the Association, and ascertain that the terms of such agreements and documents are carried out. He/She shall serve without salary. Upon completion of his/her term, the President without election by the Membership and without election by the Board, moves into the position of Past President.

B. The Vice President shall be a representative of a Contractor member. In the absence of the President, he/she shall discharge the duties of the President at all regular or special meetings and shall have such other powers as prescribed by the Board of Directors. He/She shall serve without salary.

C. The Secretary-Treasurer shall have charge of the books and records of the Association; attend all regular and special meetings and record proceedings; shall make available copies of minutes to Members at least five (5) days prior to the next regular or special meeting; issue notices to the membership; notify the membership of the elections or appointments to office; compile and maintain a current roster of members, officers, and committees; collect and receipt for monies and securities; deposit funds, make disbursements; be custodian of the records and of the corporate seal of the Association and see that the seal is affixed to all documents, the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep accurate books of account; render annual reports; and such additional duties as may be prescribed by the Board of Directors. He/She shall make all disbursements in written form. He/She shall serve without salary, and shall not require bond unless specifically required by action of the Board of Directors. The Board of Directors may, at its discretion, establish other methods for discharging the duties of this office.

D. The Second Vice President shall be a representative of an Associate or Professional member and may serve in this position for not more than two terms. He/she shall have such powers as prescribed by the Board of Directors and approved by a 2/3 majority. He/She shall serve without salary.

D. ELECTION OF OFFICERS.

1. The President, Vice-President, and Secretary-Treasurer named in the Articles of Incorporation shall serve as Officers for one-year date of incorporation.

2. A Nominating Committee shall consist of the Executive Committee of the Association with the Past President acting as Chairperson. The Committee shall submit to the Board a nominating ballot at least sixty (60) days prior to the last meeting of the fiscal year, indicating at least one name for each office to be filled. A copy of the ballot shall be sent to each Contractor member not later than thirty (30) days prior to the date of the last meeting.

3. The election of officers shall be held each year by the Board of Directors elected at the Annual Meeting. The Annual Meeting shall be held as soon as practicable following the conclusion of the Fiscal Year. The tenure of officers shall begin with their election and end with the election of their successors.

4. No elected officer may succeed him or herself in office for a total of more than two consecutive terms.

E. TERMINATION. An elected officer may resign his post by written notice to the President or to the Secretary-Treasurer at any time. If the Past President, President, Vice-President, or Secretary-Treasurer resigns, or severs his connection with a Contractor member or Associate Member firm, or the Second Vice President resigns, or severs his or her connection with an Associate or Professional Member, his position shall be terminated automatically and his post declared vacant. With the exception of Past President, if an officer becomes ineligible to hold office in accordance with these By-Laws, his term shall be terminated and his post filled by appointment by the Board of Directors. If a Past President becomes ineligible to hold office, the position will remain vacant for the remainder of the term.

ARTICLE VIII. BOARD OF DIRECTORS

A. GENERAL POWERS. The affairs of the Association shall be managed by its Board of Directors. The property, business, and affairs of the Association shall be managed and controlled by the Board of Directors, which is hereby vested with all of the powers possessed by the Association itself, so far as this delegation of authority is not inconsistent with the By-Laws, the Certificate of Incorporation or the laws of the State of Florida.

1. The Board of Directors, by resolution duly adopted at any meeting, may delegate such of its powers as it may see fit to the duly elected President, to a committee appointed by the President, or to the Executive Director functioning under the direction of the President.

2. The Board of Directors, by a majority vote, may dispose of any of the property of the association in any manner they see fit.

3. The Board of Directors, by majority vote, may remove from office any officer, employee, or other official of the Association. No Director may be removed except by majority vote of the Contractor members.

B. NUMBER AND COMPOSITION

The Board of Directors shall consist of not less than seven or more than eleven members. It must include the president, the immediate past president, the vice president, and the secretary-treasurer. In addition, the Executive Director will be an ex officio, non-voting member of the Board. The Nominating Committee will determine each year the number of contractor member and the number of associate member Directors to compose the new Board. The Nominating Committee may nominate one Professional Member.

1. During the 2006 Board Election, the Association Board will transit from single-year terms to two-year terms for all Directors. Five candidates will be elected to two-year terms and five to a one-year term, according to a protocol to be adopted by a majority of the Board of Directors prior to the election.

2. In 2007 and thereafter, The term of office of all Directors shall be two years, with no limitation on the number of terms. All Board members shall exercise voting privileges.

3. In 2007 and thereafter, the Association will endeavor to nominate and elect one-half of the Board annually.

4. The Board may at its discretion, and by majority vote of the Board, create regional voting districts or chapters, and instruct the Nominating Committee to nominate candidates from said districts or chapters. Alternatively, the Board may constitute a local Nominating Committee to nominate a candidate or candidates from the district or chapter.

C. ELECTION OF DIRECTORS

All Board members shall be elected by majority vote of the contractor members at the annual Meeting. Candidates are to be selected by the Nominating Committee. In addition, nominations may be made from the floor by attending contractor members.

1. The winning candidates are those nominees with the highest number of affirmative votes within their membership class.

2. In the event the Board creates regional voting districts or chapters, the winning candidates are:

a) the top vote-getter in each district or chapter and

b) the top vote-getters statewide, who, when combined with the top vote-getters described in a) above, will result in a Board composed of the membership classes chosen by the Nominating Committee in B. above.

D. TERMINATION

If any Director severs his connection with his member firm or if the firm fails to maintain its membership in the Association, such Director's status shall be terminated automatically and the position declared vacant. Any Director may resign his post by written notice to the President. Any Director who misses two consecutive meetings of the Board without being excused in advance for good cause by the President shall be automatically considered to have resigned.

E. FILLING OF VACANCIES

Vacancies on the Board may be filled by the Board of Directors or the seat left vacant, as the Board sees fit, except that the number of Directors may not be permitted to fall below seven.

F. MEETINGS

1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held a minimum of four times each Fiscal Year at a time and place selected by the Board. All members shall be welcome to attend such meetings. The membership shall be given 30-days prior notice of all such meetings. The first meeting of a newly elected Board shall take place immediately following the annual Membership Meeting.

2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at the request of the President or at the request of a majority of the full Board. The President will fix the time, place and format of such meetings. Acceptable meeting formats include, but are not limited to, telephone teleconferences. Five days prior notice in writing must be provided to the Board members. Notice by mail, fax or e-mail shall be deemed to be delivered. The subject of the meeting shall be included in the notice. Directors who are unable to participate in a Special Meeting may, in advance of the meeting, notify the President and the Executive Director in writing of his/her intent to surrender their proxy to another Board Member. The proxy expires at the conclusion of the Special Meeting.

G. QUORUM. At any meeting of the Board of Directors, those present shall constitute a quorum.

H. MAJORITY VOTE. Any act of a majority of the Directors at a meeting shall constitute an act of the Board, unless the act of a greater number of members is required by law, contract, or these By-Laws.

I. BOND. The board may require any officer or employee of the association to give bond for the faithful discharge their duties as may be deemed in the best interest of the Association. Failure to require such bond such shall constitute a Board decision to hold the officer or employee harmless.

J. EXECUTIVE COMMITTEE. Management decisions made between meetings of the Board of Directors are reserved to the President. The President is responsible for overseeing the performance of the employed or contracted staff. When the President deems that a decision need be made before the next scheduled Board meeting that may not be consonant with board policy, he can call a meeting of his Executive Committee. Decisions of the Executive Committee are made ad referendum to the Board at the next Board meeting.

The Executive Committee shall consist of the president, the vice president and the secretary-treasurer. The Executive Director is an ex officio member of the Executive Committee, without a vote.

ARTICLE X. EXECUTIVE DIRECTOR

A. An Executive Director shall be appointed by the Board of Directors to serve consecutive terms as determined by the Board.

B. The Executive Director shall compile, edit, publish, and distribute such standards and specifications as may be deemed advisable by the Board of Directors.

1. He/She shall engage the services of a reliable person or persons to assist in the compilation and/or distribution of standards, specifications, notices, and other items as may be required to carry out the program of the Association should such action, in his/her opinion, be necessary in order to meet time requirements.

2. He/She shall engage the services of reputable firms to print or publish such work as may be approved for publication by the Board of Directors.

3. He/She shall establish and maintain a continuing program of improvement in the Standards and Specifications pertinent to the purposes and objectives of the Association.

C. The Executive Director shall attend regular and special meetings of the Association. At such meetings, he/she shall act as Recording Secretary and shall assist the elected Secretary-Treasurer in the performance of his duties.

D. Expenses incurred by the Executive Director in attending meetings, and for other purposes in the interest of the Association, shall be reimbursed at actual amount of expenditures.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall be from July 1 to June 30. This change was adopted beginning in FY2005. Previous fiscal years ended September 30.

ARTICLE XII. AUDIT

The Secretary-Treasurer shall present a report of audit of books and records of the Association at the end of the fiscal year. The report shall be reviewed by the Executive Committee. The report, as approved, shall be read at the next regular meeting.

ARTICLE XIII. DUES AND ASSESSMENTS.

A. Dues for all classifications of membership will be set each year by the Board of Directors. Terms of payment will be determined by the Board of Directors. All dues renewals or periodic payments will be invoiced. Invoices will show the date payment is due.

The Board will take action on any payments not made within 30 days of the specified due date.

ARTICLE XIV COMMITTEES.

A. The President may appoint such committee as he deems necessary for the purpose of assisting in the administration of the Association. Committees have no independent powers, make recommendations based upon majority vote, and the designated chairman reports directly to the President, keeping the Executive Director advised.

B. All committee appointments expire at the end of each Fiscal Year.

C. While all meetings of the Board of Directors must be open to the Association membership and require proper notice as specified herein, no such requirement applies to committee meetings, including Executive Committee meetings.

ARTICLE XV RULES OF ORDER

A. Robert's Rules of Order shall govern the Association in all cases where adopted Association Rules of Order are not specific. No application of any rule of order may be inconsistent with the Certificate of Incorporation or the laws of the State of Florida.

ARTICLE XVI ANTI-TRUST COMPLIANCE POLICIES AND PROCEDURES

A. The Association shall adopt and keep current with law such Anti-Trust Policies and Procedures as are consonant with state and federal requirements. In particular, provisions must insure the continuing non-profit status of the Association.

ARTICLE XVII SEAL

The Associate shall maintain a corporate seal, which shall be in the form of a circle and have the inscribed name of the corporation.

ARTICLE XVIII AMENDMENTS.

These By-Laws may be amended, or new By-Laws adopted, at any regular Board of Directors meeting by the affirmative vote of a simple majority of those members present and voting. All recommended amendments must be included in the Agenda distributed to all Directors prior the meeting. A written copy of all amendments will be provided to all Board members within 14 days after adoption.

ARTICLE IXX DISSOLUTION

In the event the corporation shall be dissolved at any time hereafter, all assets of the corporation remaining after the application and distribution thereof required by the Florida Non-Profit Corporation Act shall be transferred and paid over to any non-profit corporation,

association, or organization which is then exempt from the payment of United States income taxes under the provisions of applicable United States laws and regulations.

These By-Laws as amended were progressively adopted at regular meetings of the Board of Directors subsequent to November 8, 1999 and collectively adopted by the Board of Directors at a regular meeting on January 26, 2002.

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NOTE: The By-Laws were amended on January 25, 2003, on July 16, 2005, on October 31, 2005 on February 3, 2006 and on July 15, 2006. These amendments are contained herein. This advisory is not part of this document.