

BY-LAWS AND STANDING RULES
Of the Maritime Education Standards Council (MESC)

Chartered – June 2005

Voted On and Accepted by the Members on – November 18, 2015

By-laws update was approved by the membership on November 18, 2015

PREFACE

INTRODUCTION

Maritime Education Standards Council (*MESC*)

The objective of Maritime Education Standards Council, hereafter known as MESC, is to create an organization of marine educators that conduct USCG educational and licensure courses in a responsible and professional manner that meets all the standards established by the USCG, IMO and MESC.

MISSION OF THE MARITIME EDUCATION STANDARDS COUNCIL:

A mission is the primary purpose of any organization. It is the reason for the existence of the organization. The Council's primary purpose is to provide a single unified voice of the Marine Education Industry to the U. S. Coast Guard National Maritime Center (NMC) and give the member schools the opportunity to enhance their national recognition while meeting the current and future performance improvement requirements of the U. S. Coast Guard.

THE COUNCIL'S MISSION IS TO:

Create an organization of maritime educators that conduct USCG educational and licensing courses in a responsible and professional manner that meet the standards established by the USCG, IMO and MESC.

As a unified council, provide a strong articulate voice to the U. S. Coast Guard concerning marine licensing, education and regulatory issues that affect council members.

As an organization, foster our professional relationships with member and other professional organizations, welcome new participants and always support the educational needs of the professional merchant mariner.

STANDING RULES & REGULATIONS

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➤ **STANDING RULE 1**

COUNCIL MEMBERSHIP

TYPES OF MEMBERSHIPS

Membership in the Council shall follow the guidelines set forth in these By-Laws and Rules. There are three types of membership (1) regular, (2) associate, and (3) honorary.

1. Regular Membership

Regular Membership shall be open to all organizations; owner, CEO, or designated representative that has at least one USCG approved or MESC recognized program.

Regular Members shall pay annual dues at a rate established by the council; all dues paid annually shall be current. Each school may have multiple representative(s) but shall have only one vote.

2. Associate Membership

Any person(s) who has an interest in maritime education or programs may be an associate member. The fees shall pay annual dues at a rate established by the council. Associate members may not hold any elective office. They do not the right to vote.

3. Honorary Membership

Persons who are otherwise not eligible for membership, who have rendered distinguished service to the Council may be awarded an honorary membership. Honorary members shall not be eligible to hold office, vote, or pay membership dues. Honorary membership nominations may be submitted to the council Board of Directors for consideration.

Member in Good-Standing

A member “In Good Standing” is a regular or associate member that is current in payment of all membership dues.

Not a Member in Good-Standing

A member "Not in Good Standing" is a regular or associate member that is not current in payment of annual membership dues. A member "Not in Good Standing" shall not be eligible to hold office or vote until annual membership dues are paid in full.

Dues Fee Structure

Membership fees for each school shall be \$200 annually. Fees are due on January 1 of each year. There is no prorating for a portion of the year.

An associate member fee for each individual is \$ 75 annually. Fees are due on January 1 of each year. There is no prorating for a portion of the year.

Benefits and Denial of Benefits

1. *Raise issue to the Board for forwarding to NMC as part of our mission*
2. *Access to vendors for discounted supplies*
3. *Access to peer group help*
4. *Access to MESC education programs, materials*
5. *Attend any membership meeting*

➤ **STANDING RULE 2**

COUNCIL OFFICERS

Number of Officers

The Council shall have six (6) elected officers consisting of a

President,
Vice President,
Secretary,
Treasurer,
Board of Directors two (2)

One Office

Council officers may only hold one (1) office at any given time.

Officer Prerequisite

All persons nominated for President, Vice President, Secretary, and Treasurer and Directors shall be regular members of the Council, in good standing.

Terms of Office

The President and Vice-President shall take office upon election and serve a term of *two years with the president being elected in the even year*. All other Council officers serve a two (2) year term of office. Any elected officer *shall* not be re-elected to serve more than two consecutive terms in the same elected office except for the treasurer and secretary position.

Office Vacancies

In the event that the Office of President should become vacant, the Vice President shall fill that office for the remainder of the unexpired term. Vacancies that occur among the other elected officials shall be filled by members in good standing appointed by the President and accepted by vote of Council Officers and the Board of Directors.

Nomination Time Period

Nomination for Council office for the next year (commencing 01 July) shall be opened before the summer meeting and closed at the summer regular membership meeting.

If the above mentioned meeting is not held for cause, then the opening and closing dates shall be as of the meeting dates announced by the President with the approval of the Board of Directors. The announcement date must not extend beyond the 30th of September for the receipt of all ballots for accounting. Meetings may be held electronically, via phone, email or teleconference, if deemed cost effective.

Nominations/requests for nomination shall be given to the secretary. Persons nominated will be given the opportunity to accept or decline prior to the vote of the membership.

Nominating Committee: nominating committee formed by the President, one board member, and a general member via e-mail and accept any nominations they receive. These names shall be forwarded to the Secretary. This shall be done no later than 30 days prior to the beginning of the annual meeting.

All efforts should be made to have at least two nominees for each elected office.

Ballots

The Council officers will be elected by secret ballot. The ballots will be prepared by the secretary. A simple majority of the regular members present shall elect. The ballots will be sealed and retained by the President until 1 September of the same year and then destroyed.

Inexcusably Absent

Any elected officer who is inexcusably absent for three (3) Council meetings shall be removed from office and replaced by the Board.

Duties of Officers

The duties of the Council officers are contained in the following sections.

COUNCIL PRESIDENT

Chief Executive

The President shall be the Chief Executive Officer of the Council. Under the President's direction, the provisions of the By-Laws and any Council Rules and Regulations shall be observed to the best of his or her ability.

Preside at Meetings

The President shall preside at all meetings of the Council. The President shall put to vote all motions,

but shall make no motions. The President shall not vote on any motion, except to cast the deciding vote to make or break a tie.

Represent the Council

The President shall represent the Council in its relations with other organizations. The President may designate any member to represent the office at public ceremonies and meetings at the president's discretion.

Member of Committees

The President shall be an ex-officio member of all Council committees except the Nominating/Ballot committee.

Keep Vice Informed

The President shall seek counsel of the Vice President; keep that office informed on all matters pertaining to the conduct and administration of the Council.

Appoint Parliamentarian - the board will appoint a Parliamentarian whose duties shall be to assist in the conduct of meetings requiring parliamentary guidance. Roberts Rules will be followed when required for decorum.

Appoint Committee Chairpersons

The President shall appoint Council standing committee chairpersons from the membership unless the chairperson is specifically appointed by the standing rules.

SECTION 2-B

COUNCIL VICE PRESIDENT

Acts as President

The Vice President, in the absence of the President, shall perform the duties of the office of the President and in the event of a vacancy shall complete the unexpired term.

Remain Informed

The Vice President shall remain informed of all duties of the President and of all Council business.

Committee Chairperson

The Vice President shall be an ex-officio member for all Council committees except the Nominating/Ballot committee

By-Laws

The Vice President shall solicit resolutions to amend the By-laws at least one-hundred and twenty days (120) prior to the summer membership meeting and prepare them for submission to the council.

SECTION 2-C

COUNCIL SECRETARY

Admin Duties

The Secretary shall be an assistant to the President and the BOD in carrying out the administrative duties of the Council.

Meeting Minutes

The Secretary shall keep the minutes of the BOD and Council meetings. A copy of all minutes shall be given to the regular members in an expeditious manner.

Historian

The Secretary shall perform the duties of historian and record and file for safekeeping all official acts, papers, books, magazines, pamphlets, documents, memorabilia, etc. of historical value to preserve for posterity. If needed, the Secretary may request another member of the Council to serve as Historian during their term in office.

Membership Cards

The Secretary will issue a membership certificate yearly to all members of the council once dues have been paid in January of each year.

The secretary shall maintain files on the operation of each committee as a guide for a continuous and smooth operation of assigned tasks.

The Secretary shall be compensated by stipend to offset the amount of time spent carrying out his/Her duties. The amount shall be \$ 100 per month, paid quarterly. This payment shall be retroactive to July 1, 2015.

List of Members and Phone Numbers

The Secretary shall maintain the latest phone directory of all regular members. A Council phone directory will be maintained to include School Name, Member Name, Address, Email Address, and phone numbers. This directory will be confidential and used only for official MESC purposes. Member schools will receive a copy of this directory annually.

Annual Meetings

The President may solicit volunteers to make all meeting arraignments. If there is no volunteer, it will also be the duty of the Secretary to arrange any annual or other meetings of the Council. The Secretary will also notify all members of the Council of its meetings and insure that any web site the Council establishes is kept current.

If a Quorum is not present the meeting shall be recessed to a later date or time when a quorum can be present or shall be adjourned.

SECTION 2-D

COUNCIL TREASURER

Chief Finance

The Treasurer shall be the Chief Finance Officer of the Council and shall supervise and verify all financial transactions of the Council.

Account

The Treasurer shall account for all monies paid to the Council and deposit them in a council bank account.

Chairperson

The Treasurer shall be the chairperson for the Finance, Budget, and Investments Committee.

Financial Record

The Treasurer shall provide guidance to all committee chairpersons on how to prepare and submit a written report on any monies that each committee handles. A copy of the records will be given to the Treasurer at each BOD meeting. The treasurer is responsible for maintaining financial records and receive all monies for the council.

Property Officer

The Treasurer shall maintain a listing of all Council property. An annual inventory shall be conducted in August. This inventory will help keep the Council aware of what they have, where it is located, and its condition.

Disposition of funds upon dissolvent of council

Shall be returned to the membership. Member schools and associates will receive a portion based on the dues at that time.

" All Regular member's schools will receive an equal share of any balance of funds after all/any Council bona-fide expenses are paid.

➤ STANDING RULE 3

BOARD OF DIRECTORS

Purpose

The Board of Directors (BOD) is the governing council of the Council.

Members

There shall be a minimum of six (6) members elected to the Board of Directors. The membership of the board shall include the current:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. And two elected Board Members.

Authority

The Board of Directors shall have the authority to act in all matters concerning the governing of the Council. Motions passed by the BOD, will be presented to the general membership at the next regular meeting. In the absence of any rule, the Board shall use their good judgement in the best interest of the Council.

Meetings

The Board of Directors may meet via phone, email or in person, when the President calls a meeting of the Board for the purpose of discussing upcoming business which will affect the Council. Vic Comments I recommend that "A Quorum of at least Four of the Board Members be present to conduct a Board of Directors Meeting".

Inexcusably Absent

Any member of the Board of Directors who is inexcusably absent for three (3) board meetings shall be removed from the Board and replaced. Vics Comments Add: Minutes of the Meeting Shall be sent to all MESC Members within 45 days of the Board of Directors Meeting.

➤ **STANDING RULE 4**

CORRESPONDENCE

Correspondence

All correspondence from the Council is implied to have the full support of all member schools of the Council. It is imperative that the Council speak with "one voice" in all correspondence.

Therefore all Council correspondence either written or electronic destined to ANY governmental, public or private organization outside (not a member of) the Council shall be submitted to, reviewed by, discussed and approved by the BOD.

All MESC outgoing correspondence shall be on MESC Letterhead and only signed by the President or in his/her absence it shall be signed by the Vice-President and notated "Acting".

The President and the Board of Directors shall make every effort to ensure that all members issues, concerns and request for changes to the rules, regulations and laws addressed to the Coast Guard or any other governmental body reflects the needs, desires and most importantly the intent of the majority of the members of the Council.

No member at any time may use the MESC name, letterhead or MESC identity when corresponding with the U. S. Coast Guard for any reason not specifically approved by the President.

Unless MESC has approved your representing the MESC at another organizations meeting, a member should not speak for MESC, only Offer another personal view or opinion that does not imply MESC endorsement of your words.

This policy in no way prevents a member to represent themselves and their school from corresponding with any governmental, public or private organization under the members name and or school name.

Internal Correspondence

Internal correspondence is highly encouraged by all members to ensure that each member school has the opportunity to discuss any issue, topic or other items of interest privately that may be of interest to all members.

All internal correspondence of the Council members shall be safeguarded to ensure it is not disseminated outside the council.

Any e-mail should be considered private and confidential to the members and any other addressee included on the correspondence.

➤ **STANDING RULE 5**

STANDING COMMITTEES

Chairperson Appointment

The President shall appoint committee chairpersons from the membership. The President, Vice President, Secretary, or Treasurer shall not be a committee chairperson, unless the chairperson is appointed by the standing rules. The President may appoint additional committees, as the need arises, for the President's term of office.

Chairperson Duties

Each committee chairperson of his/her representative may attend all Board of Director meetings and make written activity reports for their committee. Each committee chairperson that handles monies shall maintain financial records as directed by the Treasurer.

Council Committees

The Council shall consist of the following Standing Committees.

SECTION 4-A

BY-LAWS and STANDING RULES COMMITTEE

Chairperson

The Council Vice President shall be the chairperson.

Members

The committee chairperson shall be responsible for advising members and assigning various tasks to accomplish their objectives.

Objectives

The primary objectives of this By-laws and Standing Rules Committee will be to:

- Conduct an annual review beginning in January.
- Submit proposed changes to the BOD and general membership.
- Ensure that there is no conflict with the Bylaws.
- Provide copies of the current Standing Rules & Regulations to all Council members who request them.
- When necessary, suggest appropriate changes to further the aims and goals of the Council in accordance with the Council's Standing Rules & Regulations.

SECTION 4-A1

WEB-SITE COMMITTEE

Members

This Chairperson will be responsible for maintaining the MESC web-site., whose assigned tasks will accomplish its overall objectives.

Activity Report

The Chairperson shall make written quarterly activity reports to the Council Board of Directors.

Objectives

The objectives of this Standing Committee will be to:

- Maintain, update and improve the overall appearance and performance of the Council's website.
- Identify needs and bring to the attention of the BOD.
- Post articles regarding the Council to the web-site ion.
- When necessary, make appropriate changes to the web-site to further the aims and goals of the Council, in accordance with Council's Standing Rules and Regulations.

SECTION 4-A2

MEMBERSHIP COMMITTEE

Membership

The President shall be responsible for advising and directing members to encourage new membership growth.

Membership Eligibility

Membership shall be open to all schools that conduct at least one USCG approved course. Every member school shall adhere to the principals and standards of both the USCG and this Council.

Membership Growth

It is incumbent upon all Council members to encourage and assist non-member marine education schools to join the Council. The President will assign a chairperson to this committee to conduct an out-

reach program to non participating schools and invite them to join the Council.

SECTION 4-A3

FINANCE, BUDGET, AND INVESTMENTS COMMITTEE

Chairperson

The Treasurer will be the standing committee chairperson.

Members

All elected officials of the Council.

Objectives

- Consider any solicitation for funding.
- Prepare a budget.
- Determine expenses.
- Review any and all motions for the shifting of funds.
- When necessary, make appropriate changes to further the aim and goals of the Council, in accordance with the Council's Standing Rules and Regulations.

Register

Bank accounts, fidelity bonds, and all valuables belonging to the Council shall be registered or listed in the name of the Council. All business transactions, of whatever nature, shall be transacted in the name of the MARINE EDUCATION STANDARDS COUNCIL.

Deposits

At the discretion of the Treasurer, all monies received shall be deposited in the general checking account, the administrative savings account, or into an investment account for the Council. In the absence of the Treasurer, the President or Vice President may perform the duties.

Budget Approval

No money shall be obligated or expended until the budget is approved by the **full board**)

Vouchers

All disbursements shall be properly drawn vouchers signed by one of the Council officers:

President
Vice President
Secretary
Treasurer

In addition, the memo line of all vouchers/checks must be verified by initials by another Council officer.

Items Not in Budget

The Finance, Budget, and Investments Committee shall submit proposals to the general membership for items not in the budget.

Other expenses and expenditures that do not exceed the budget may be approved by the President.

Financial Record

All committee chairpersons handling monies shall include any financial transactions in their monthly activity report.

Annual Audit

Ledgers of all financial transactions shall be audited by a special committee prior to the installation of officers.

Council Budget

The Council President shall ensure that:

- A Council budget runs from 01 January to 31 December each year.
- The approved Council budget is adhered to.
- That a proposed budget is developed and submitted to the Board of Directors and the general membership no later than the fall/winter meeting of each year.
- The budget will then be voted upon and approved by the Board of Directors and the general membership at the summer meeting.

SECTION 4-A4

STANDARDS COMMITTEE

Maybe established by recommendations of the membership or a board member and approved by a vote of the board

➤ STANDING RULE 6

MEETINGS

Parliamentary Procedure

Meetings will be conducted in accordance with "Roberts Rules". All meeting shall be conducted according to the rules of parliamentary procedure. They may be relaxed by the president at his/her discretion.

BOD Meetings

The Board should meet quarterly by conference phone or other acceptable means.

The Board of Directors shall meet prior to any general membership meeting. There must be a minimum

of four (4) board members present to convene a meeting. The President or Vice President must be present to convene a meeting. All Council members may attend the Board of Directors meeting. Only members of the Board of Directors shall have privilege to vote at the meeting. Regular Members of the Council shall have privilege of the floor.

General Membership Meetings

A general membership meeting shall be held annually. A quorum for general membership meetings shall be a simple majority of the regular members in good standing of the Council which must include a minimum of two Council officers one of which must be the President or Vice President. Any Council member in good standing shall have the privilege of the floor, pursuant to parliamentary rules of procedures. Any regular and associate member in good standing shall have the privilege to vote on all motions. Each member school may have one vote. There is only one membership and one vote per school.

Special Meetings

A special meeting of the Board of Directors or the general membership may be called at anytime the President deems necessary. Notice of a special committee meeting shall be communicated to all members via email no less than three days prior to the meeting.

SIGNATURE PAGE

Submitted By



By Laws, Standing Rules and Regulations

Document approved by membership on November 18, 2015. Signatures on file with the secretary

Approved By

Council Officers and the Board of Directors



, President, Ruth Sparks Date: November 18, 2015



, Vice President, Gary Kulibert Date: November 18, 2015



, Secretary, Laura Dale Date: November 18, 2015



, Treasurer, Tom Danti Date: November 18, 2015



, Director, Pat Casey Date: November 18, 2015



, Directors, Wayne Conwell Date: November 18, 2015

Distribution

Council Members posted on the council's website

Council Officers (4)

Elected BOD (2)

Appendix I

HISTORY OF THE MESC OFFICERS

| YEAR | PRESIDENT | VICE PRESIDENT | SECRETARY | TREASURER | BOARD MEMBERS |
|-----------|----------------|----------------|-------------|------------|-------------------------------|
| 2006-2007 | Dennis Daniels | Gary Kulibert | Ruth Sparks | Tom Danti | Walt Megonigal |
| 2007-2009 | Dennis Daniels | Gary Kulibert | Ruth Sparks | Tom Danti | Roger Canafax, Mike Adams |
| 2009-2010 | Dennis Daniels | Victor Tufts | Ruth Sparks | Tom Danti | Roger Canafax, Bill Rivera |
| 2010-2011 | | | | | |
| 2011-2012 | | | | | |
| 2012-2013 | | | | | |
| 2013-2014 | | | | | |
| 2014-2015 | | | | | |
| 2015-2016 | Ruth Sparks | Gary Kulibert | Tom Danti | Laura Dale | Capt. Casey |
| 2016-2017 | | | | | |