

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**GLOBAL MARITIME MINISTRIES**

**ARTICLE I**

**Purpose**

Section 1. Global Maritime Ministries, Inc. (“Global Maritime” or “the corporation”) shall be operated with the particular purpose of ministry to the charitable, religious, and educational needs of merchant seafarers and others in the maritime community within the Port of New Orleans and other ports. Global Maritime shall be operated as a Baptist-oriented Christian institution of ministry, holding to the doctrines in faith and order commonly held and taught by same.

Section 2. Global Maritime shall work in conjunction with and encourage churches, associations, conventions, laypersons, and others to engage in a missionary effort among seafarers, both domestic and foreign, and others in the maritime community, and it shall render service in accordance with Christian principles wherever there is need, providing wholesome Christian fellowship and support for seafarers and others in the maritime community.

**ARTICLE II**

**Authority**

Global Maritime shall generally possess all powers, rights, privileges, and immunities which nonprofit corporations are and may hereafter be authorized to possess under the Constitution and laws of the State of Louisiana, and particularly Louisiana Revised Statutes, Title 12, Sections 201-269, as now in effect or as they may hereafter be amended. Global Maritime shall have the power and authority to transact, hold, receive, purchase, convey, mortgage, lease, and pledge real, personal, and other property, to solicit, collect, or receive donations and legacies of real, personal, or other property, to invest funds, and to hold property in trust for any of the purposes for which the corporation is formed.

**ARTICLE III**

**Meetings of Members**

Section 1. The annual meeting of the members of Global Maritime shall be held at the registered office of the corporation, or at such place, within or without the State of Louisiana, as may be determined by the Board of Directors, and shall be designated in the notice of said meeting, in each year at such date and hour as may be determined by the Board and as shall be designated in the notice of said meeting, for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Special meetings of the members for any purpose or purposes, unless otherwise provided by law or by the Articles of Incorporation, may be held at any place, within or without the State of Louisiana, and may be called by a resolution duly adopted by a majority of the members of the Board or may be called by the President of the Board.

Section 3. Notice of the purpose or purposes and of the time and place of every meeting of the members shall be in writing and a copy thereof shall be delivered to each member in person, or by mail at his or her last known mailing address, or by email at his or her last known email address, not less than ten or more than 60 days before the meeting.

Section 4. Adjournments of any annual or special meetings of members may be taken without new notice being given, unless a new record date is fixed for the adjourned meeting, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors have been elected.

Section 5. Meetings of the members shall be presided over by the President of the Board of Directors, or if he or she is not present, by the Vice President of the Board of Directors, but if neither the President nor the Vice President is present, the meetings shall be presided over by a chair to be chosen at the meeting. The Secretary of the Board, or his or her designee, shall act as secretary at every meeting.

Section 6. Any action of the members authorized, required, or permitted by the Articles of Incorporation or these bylaws may be taken, in lieu of a meeting and without prior notice, by the unanimous written consent of all the members.

Section 7. The delineation of who constitutes a member of Global Maritime, and what are the quorums for meetings of members and the Board of Directors, shall be as specified in the Articles of Incorporation.

## **ARTICLE IV**

### **The Board of Directors**

Section 1. The work and affairs of Global Maritime shall be managed by its Board of Directors. The Board will assist the Executive Director in coordinating and executing the work of the ministry.

Section 2. In particular, the Board shall adopt an annual budget (providing for the receipt and disbursement of funds from all sources and for the operation of the ministry); it shall establish and maintain policies relating to personnel, finances, the ministry calendar, and other administrative matters; and it shall make recommendations regarding amendments to the corporation's organizational documents, including these bylaws and the Articles of Incorporation. The Board shall have the primary obligation to continue to uphold the Baptist traditions in carrying out the mission of Global Maritime.

Section 3. The Board shall be composed of not less than ten or more than 30 individuals (including its officers but not including ex-officio Board members) recommended by the

Nominating Committee and elected to a three-year term by the members of the corporation at the annual meeting. The terms shall be staggered so that about one-third of the total number of directors are to be elected at each annual meeting. At least one minister shall be elected to each of the three rotating groups of directors. No director may be re-elected who, at the time of re-election, has served on the Board of Directors for three consecutive terms, except that, directors who serve a partial term when first elected to the Board remain eligible to serve three full three-year terms.

Section 4. Vacancies occurring on the Board for any reason may be filled upon recommendation by the Nominating Committee and a vote of a majority of the directors present at the meeting called for the purpose of electing directors.

Section 5. Any director may be removed from office by two-thirds of the members of the corporation at a meeting duly called to consider such removal.

Section 6. The immediate past president of the Board of Directors, the Executive Director, and a representative of the local Baptist association (who will be appointed by the Board) will serve as ex-officio members of the Board of Directors. They will have voice and vote.

Section 7. Each member of the Board of Directors is expected to participate in or contribute toward the work of the ministry, as follows:

- a. Orientation – Upon the commencement of his or her service, each member of the Board shall attend an orientation about the ministry.
- b. Contribution – Annually, each member of the Board shall contribute to the work of the ministry in at least one of the following ways:
  - i. Fundraising: By soliciting, organizing, and collecting contributions to the corporation from a minimum number of organizations in connection with the ministry's regular fundraising efforts and scheduled events;
  - ii. Volunteering: By participating actively in the day-to-day work of the ministry, serving annually a minimum number of hours established by the Executive Committee; and/or
  - iii. Donating: By donating to the ministry cash, property, or professional services (strongly encouraged).
- c. Attendance – Each member of the Board of Directors is expected to attend, either in person, by telephone, or by videoconference, a minimum number or percentage of Board meetings, including any periodic meetings of a standing committee, as established by the Executive Committee.
- d. Compliance – The Executive Committee will evaluate each member's compliance with the foregoing requirements on an annual basis and make such recommendations to the Board regarding service as are necessary. The Board may waive any of the foregoing

annual requirements on a case-by-case basis, and a director's non-compliance with such requirements in any single year shall not be the basis for removal. However, the foregoing requirements constitute a minimum standard by which a director's participation in the work of the Board and the ministry may be measured.

## **ARTICLE V**

### **Meetings of the Board of Directors**

Section 1. The Board shall meet at least four times a year but, ideally, every other month. Meetings of the Board of Directors may be held at such place, within or without the State of Louisiana, as a majority of the Board may from time to time designate.

Section 2. Special meetings of the Board may be called by the President of the Board of Directors on two days' notice given to each director either personally or by phone or by email. Special meetings shall be called by the President in like manner and on like notice at the request of the Executive Director, any officer, or a majority of the Board.

## **ARTICLE VI**

### **Officers of the Board**

Section 1. The officers of Global Maritime shall be recommended by the Nominating Committee and elected at the annual meeting of the corporation's members to two-year terms with a limit of two successive terms. Such officers shall hold office until their successors are elected, or until their earlier death, resignation, or removal. Such officers shall consist of a President, Vice President, Treasurer, and Secretary of the Board who shall be members of the Board and the officers listed in Article VII of the bylaws who need not be members of the Board.

Section 2. The officers shall have powers and duties as may be provided in these bylaws and as may be conferred upon or assigned to them by the Board of Directors from time to time.

Section 3. The President shall preside over meetings of the members and those of the Board of Directors and shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him or her by the Board of Directors. The President shall advise the Executive Director and other staff, as requested or as appropriate. The President will serve as an ex-officio member of all standing and ad hoc committees and shall have the authority to create and designate the members of ad hoc committees as needed. The President will meet regularly with the Executive Director to plan meeting agendas, to be apprised of ministry matters, and to assist in keeping the Board of Directors involved and informed. Once the President completes his or her term, he or she assumes the position of immediate past president.

Section 4. The Vice President shall act for the President in case of the President's absence or incapacity. In addition, the Vice President shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him or her by the Board of Directors. The Vice President shall work with the Executive Director and staff to plan and coordinate annual

fundraising and ministry events and shall assist in keeping the Board of Directors informed of and involved in these events.

Section 5. The Treasurer shall keep or cause to be kept accounts of all monies that Global Maritime receives or disburses and shall deposit or cause to be deposited all monies and other valuables received by the corporation, maintaining adequate records and reports as required by law or prudent oversight. The Treasurer shall assist the Executive Director in implementing appropriate procedures and controls for all financial matters. The Treasurer will serve as ex-officio member of the Finance Committee and will meet regularly with the Executive Director to review the finances, account reconciliations, and monthly statements of the corporation.

Section 6. The Secretary shall assist in giving proper notices of all meetings of the members and the Board and shall be or designate a custodian of the books in which the minutes of such meetings are kept. The Secretary shall maintain a current list (including current contact information) of members and shall maintain the records of the annual meetings, other members' meetings, and meetings of the Board of Directors. The Secretary shall also sign resolutions, and other official correspondence, as directed by the Board of Directors.

Section 7. In addition to the foregoing officers, the Board shall designate one or more of its members to serve as ombudspersons, who shall be responsible for receiving from employees reports of grievances or other confidential matters and for working with the Personnel Committee, Executive Director, and Assistant Executive Director to address such grievances or other matters in an appropriate fashion.

## **ARTICLE VII**

### **Other Officers**

Section 1. In addition to the officers listed in Article VI of these bylaws, the Board of Directors may elect an Executive Director and an Assistant Executive Director.

Section 2. The Executive Director shall be responsible for the administration of the executive affairs of Global Maritime, as directed by the Board of Directors. While this includes oversight of all aspects of the ministry, the Executive Director is principally responsible for the corporation's interactions with the community at large, including relations with the various ports, churches, associations, conventions, and other institutions, as well as for the corporation's vision/development strategies and activities, including fundraising and cultivation of donors, and its business affairs, including insurance and properties. The Executive Director shall serve as an ex-officio member of the Board of Directors and all standing and ad hoc committees.

Section 3. The Assistant Executive Director shall be responsible for the administration of the executive affairs of Global Maritime, as directed by the Executive Director and the Board of Directors. While this may include oversight of most all aspects of the ministry, the Assistant Executive Director is principally responsible for management of the ministry's personnel. The Assistant Executive Director shall serve as an ex-officio member of the Personnel Committee and any other standing or ad hoc committee as designated by the Executive Director or the Board.

Section 4. The Executive Director or Assistant Executive Director may be terminated from employment by the corporation, with or without cause, by resolution adopted by a majority of the members of the Board present (whether in person, by telephone, or by videoconference) at a meeting at which a quorum is present and which has been called for that purpose.

## **ARTICLE VIII**

### **Committees**

Section 1. Standing Committees. There shall be five standing committees. Each committee will consist of at least five individuals, with at least three being an active member of the Board of Directors. Each committee member will serve a two-year term.

- a. The Executive Committee will consist of the President, the Vice President, the Treasurer, the Secretary, the immediate past president, the Executive Director, and the chairs of the Finance Committee, Personnel Committee, and Properties Committee. The President shall serve as chair of the Executive Committee. The Executive Committee shall have and may exercise the powers of the Board (i) as specifically delegated by the Board by resolution adopted by a majority of the members of the Board or (ii) as may be necessary during intervals between Board meetings, ensuring that the Executive Director has the support required to accomplish the goals, ministry, and business of Global Maritime. The Executive Committee or Personnel Committee shall perform an annual evaluation of the Executive Director and the Assistant Executive Director, after soliciting opinions from all members of the Board and shall approve their compensation.
- b. The Nominating Committee shall be comprised of five active Board members (none of whom are officers) and the immediate past president who shall serve ex officio with voice and vote. The Nominating Committee shall elect a chair from among its members. The Nominating Committee shall propose to the Board of Directors one candidate for each of the following offices: President, Vice President, Treasurer, and Secretary. The Nominating Committee shall also identify qualified individuals to serve on the Board of Directors and present their recommendations to the members in advance of the annual meeting. The Nominating Committee shall also propose for election those who will serve on the standing committees. The Nominating Committee will present lists of these names to the Executive Committee at least one month prior to the annual meeting.
- c. The Finance Committee shall be comprised of five individuals (at least three of whom are active Board members). The Finance Committee shall elect a chair from among its members. The Finance Committee shall assist with and make recommendations concerning the corporation's financial affairs, including the submission of an annual operating budget to the Board of Directors for its consideration and approval. The Finance Committee will assist with all fiscal aspects of the corporation's operations, accounting systems and controls, audits, investments, and financial planning, and it will oversee the work of the Treasurer and Executive Director with respect to all financial records. In conjunction with the President and Treasurer, the Finance Committee shall

recommend to the Board the selection, engagement, and discharge of independent external auditors and investment advisors and shall monitor, receive, review, and follow up on reports from the external auditors and investment advisers. The Treasurer shall serve as an ex officio member of the Finance Committee with voice and vote. The long-range goal of the Finance Committee is to move the ministry towards a self-funded condition.

- d. The Personnel Committee shall be comprised of five individuals (at least three of whom are active Board members). The Personnel Committee, with the assistance of the Assistant Executive Director, will make recommendations to the Board of Directors concerning personnel, employment policies, compensation, and all other matters of human resources management. The Personnel Committee will assist the Executive Director and Assistant Executive Director in conducting annual reviews of the staff and making recommendations to the Finance Committee regarding compensation adjustments. The Personnel Committee will assist the Executive Director and Assistant Executive Director in matters of staff morale, including interpersonal relations and recognition of employee milestones and achievements (*e.g.*, employment anniversaries, birthdays, other special days, awards, recognitions).
- e. The Properties Committee shall be comprised of five individuals (at least three of whom are active Board members). The Properties Committee shall work with the Executive Director to oversee and manage the properties, real and personal, of the ministry, making recommendations to the Board of Directors regarding their use, upkeep, maintenance, repair, and replacement.

Section 2. Ad Hoc Committees. The Board of Directors, on its own or upon the recommendation of the Executive Director, may establish such other committees as may be necessary or appropriate to conduct the business of the corporation or to make recommendations to the Board concerning the affairs of the corporation. Such committees shall be appointed by the President of the Board.

## **ARTICLE IX**

### **Policy Development**

The Board of Directors shall receive, review, and approve all standing policies of the corporation (including, for example, the Employee Handbook, etc.) and the annual operating budget. Such policies shall be approved or amended by a majority of the members of the Board of Directors at any meeting called for that purpose, after 30 days' written notice, including a copy of each such policy provided to each member of the Board by mail at his or her last known mailing address or by email at his or her last known email address. Alternatively, such policies may be approved or amended, without any prior notice, by the unanimous written consent of all members of the Board of Directors.

**ARTICLE X**  
**Conflict of Interest**

Section 1. Each member of the Board of Directors, each member of any committee of Global Maritime, and each employee of Global Maritime has an obligation at all times to promote the best interest of the corporation and to resolve any situation which may involve a conflict between their personal interest and the interest of the corporation in favor of the best interest of the corporation. Each member of the Board, each member of any committee of Global Maritime, and each employee of Global Maritime who is privy to confidential information has a responsibility to keep such information confidential until publicly released.

Section 2. Any situation which may involve a conflict of interest should be promptly and fully disclosed: in the case of an employee, to the Executive Director or Assistant Executive Director; in the case of a director, to the President of the Board of Directors; and, in the case of the President, to the Treasurer. The President of the Board of Directors and the Executive Committee shall be routinely informed of any situation involving a conflict of interest which is disclosed to the Executive Director, the President of the Board, or the Treasurer as provided above. All information disclosed shall be treated on a confidential basis except to the extent necessary for the protection of the interest of the corporation or to prevent a crime from being committed.

Section 3. The Executive Director and Assistant Executive Director, as to employees, and the Executive Committee, as to directors, shall take such action as shall be reasonably necessary to protect the interest of the corporation.

Section 4. No member of the Board of Directors, no member of any committee of Global Maritime, no employee of Global Maritime, and no family member (spouse, sibling, ancestor, descendant, or spouse of a descendant) of an employee or Board member or committee member shall be eligible to engage, directly or indirectly, in any of the following transactions of the corporation, unless there is an exemption therefrom under the self-dealing prohibitions of Section 4941 of the Internal Revenue Code, as amended: sale, exchange, or lease of property; lending of money or extension of credit; furnishing of goods, services, or facilities to the corporation for a fee; payment by the corporation of compensation or reimbursement of expenses not reasonably necessary to carry out the exempt purposes of the corporation (other than to a government official); and transfer or permitting use of the income or assets of the corporation.

**ARTICLE XI**  
**Indemnification**

Global Maritime shall indemnify and hold harmless each member, director, and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he or she may be or become subject by reason of his or her being or having been a member, director, or officer of the corporation and/or by reason of his or her alleged acts or omissions as such member, director, or officer of the corporation, whether or not he or she continues to be such member, director, or officer of the corporation at the time when any such claim or liability is asserted, and shall reimburse each such member, director, and officer of the corporation for all legal and other expenses reasonably incurred by him or her in connection with defending any or



all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board whether or not he or she continues to be a member, director, or officer of the corporation at the time such expenses are incurred, provided, however, that no member, director, or officer of the corporation shall be (i) indemnified against any claim or liability arising out of his or her own negligence or willful misconduct or (ii) indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the Board, the member, director, or officer of the corporation against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any member, director, or officer of the corporation may be entitled as a matter of law and shall inure to the benefit of his or her heirs and legal representatives.

## **ARTICLE XII**

### **Notice**

Whenever any notice is required to be given by law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE XIII**

### **Auditing**

The financial books and records of Global Maritime shall be audited by a firm of auditors or certified public accountants approved and appointed by the Board for that purpose at a frequency to be determined by the Board. The reports of the auditor's examination shall be delivered to each Board member. At all times, the books and records of the corporation shall be open to inspection by the Board, or to any committee appointed by the Board for that purpose, provided, however, that no books or records may be removed from the office in which they are usually kept without the special authority of the Board.

## **ARTICLE XIV**

### **Amendments**

These bylaws may be amended only by a vote of a majority of the members at any annual or other meeting called for that purpose, after 30 days' written notice, including a copy of such proposed amendment, mailed to each member at his or her last known mailing address or emailed to each member at his or her last known email address. Alternatively, these bylaws may be amended, without any requirement that prior notice of the amendment be given to any member, by the unanimous written consent of all members.