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# By Laws | Constitution

Effective: December 2020

## **Maryland Maritime Heritage Club**

### **BYLAWS**

#### **ARTICLE I: OFFICE**

The principal office of this organization shall be located within the geographical boundaries of Maryland at a place determined by the Board of Directors.

#### **ARTICLE II: MEETINGS**

The annual meeting of the organization shall be held in February upon at least thirty (30) days' notice of time, date, and place to the general membership, at which a quorum shall be at least fifteen (15) percent of the eligible voting members.

Special meetings may be called by the Board of Directors, the President or the Secretary upon receiving a request for such a meeting in writing by twenty percent of the membership which request by the membership shall state the purpose( s) of the proposed meeting. The business transacted at the meeting shall be limited to the purpose(s) stated in the notice.

Written notice of each meeting of this organization shall state the purpose(s) for which the meeting is called, the place, date and time of the meeting; and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person(s) calling the meeting. Notice shall be given by email to each member in good standing as of the time the notice is issued, at his last known address, at least 14 days prior to the meeting.

No proxies at any meeting shall be permitted.

#### **ARTICLE III: DIRECTORS**

Directors shall be responsible for the areas of activity as may be assigned to them by the President.

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors, they may be reimbursed their actual expenses incurred or expended,

in areas of this organization's activities or purposes.

The President may designate from among the members of the Board of Directors an Executive Committee, consisting of three (3) or more Directors, which Committee shall serve at the pleasure of the Board. The President may also appoint up to three (3) Directors-at-large who may serve on the Executive Committee and will serve as counsel and support to the Board of Directors.

All Directors must have attained the age of eighteen (18) years and be members in good standing of the organization.

#### **ARTICLE IV: OFFICERS**

*President:* the President shall be the Chief Executive Officer presiding at all meetings of the membership and the Board. The President shall have the management of the business of the organization and shall see that all orders and resolutions of the Board are carried into effect.

*Vice President (Executive):* The Executive Vice President stands in, when necessary, for the President, handles communications, including overseeing the newsletter Manager; and maintains and updates the Bylaws.

*Vice President (Programs):* The Programs Vice President plans and implements activities; and secures activities chairpersons as volunteer staff for the Festival.

*Vice President (Membership Services):* The Membership Services Vice President maintains membership files; publishes roster; encourages new member involvement; and is responsible for membership growth and retention.

*Secretary:* The Secretary shall attend all meetings of the Members and the Board; record all votes and minutes of proceedings in a book kept for that purpose; keep all records and documents of the organization as required by law or custom in a proper and safe manner; and generate official correspondence.

*Treasurer:* The Treasurer shall have responsibility for the custody of and maintenance of funds, securities and bank accounts; keep an accurate account of receipts and disbursements; deposit all money and other valuables in the name and to the credit of the organization; render to the President and the Board at regular meetings or whenever they require an account of all transactions of its financial condition; and render a full financial report at the annual meeting of the general membership.

*Director and Boat Festival Chairman:* The Director and Boat Festival Chairman plans, organizes and manages the annual boat festival. This position may be held by the Programs Vice President or other officer or Director as may be nominated from the membership and

confirmed by the Board.

*Directors:* Provide advice, counsel and support to the President and the Board.

*\*\*Sureties and Bonds:* In the case the Board shall so require, any officer, Director or agent of the Chapter shall execute to the Chapter, a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Chapter and including responsibility for negligence and for the accounting for all property, funds or securities of the Chapter as may come into that person's hands.

## **ARTICLE V: FINANCE**

The disbursing of the funds of this organization shall be done by check upon the signature of the Treasurer or President upon amounts under \$300; and that for disbursement of amounts over \$300, the signature of the Treasurer and the approval of the President shall be required. The Board of Directors in specific instances may by resolution waive these requirements for good cause.

The Board of Directors shall direct that an audit of the financial books and records be conducted at least every two years, either by an independent auditor; or by an internal auditing team comprised of the President, a Director in good standing and a Member-at-large. A written report of the audit shall be circulated to the Board of Directors within 30 days after the completion of the audit.

## **ARTICLE VI: ACTIVITIES RESTRICTION**

This organization shall not engage in any conduct or activities which shall in any way disqualify it or render it ineligible for income tax exempt status under the Internal Revenue Code, Section 501 ( c ) 3 and the regulations promulgated thereunder. This organization shall be one that is organized and operated exclusively for recreation, education and other nonprofit purposes, with no part of its net earnings inuring to the benefit of any private member; and this organization shall be supported solely by membership fees, sponsorship fees, registration fees and revenue generated through fundraising activities. Further, this organization shall not engage in business, nor shall it make its social or recreational activities available to the general public (except in conjunction with its festival).

## **ARTICLE VII: BOAT CLASSIFICATION**

Historic: A boat built up to and including 1918.

Antique: A boat built between 1919 and 1942 inclusive.

Classic: A boat built between 1943 and 1976, inclusive.

Late Classic: A boat built after 1976 through the year 25 years prior the current year (i.e.1976 – 1994).

Contemporary: A boat built within the last 25 years.

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Maryland Maritime Heritage Club

## **CONSTITUTION**

### **ARTICLE I: NAME**

The name of the organization shall be the "Maryland Maritime Heritage Club"

### **ARTICLE II: PURPOSES**

The purposes of the organization shall be:

- a) To provide a means through which individuals and families sharing a common interest in vintage, antique, and classic boating, can meet, share experiences and information; exchange ideas and generate enthusiasm for all aspects of their interest in the people and the history of boating in Maryland.
- b) To serve as a repository and clearinghouse for all information related to vintage, antique, and classic boating within the geographic boundaries of Maryland and the Chesapeake Bay.
- c) To monitor protocol as it relates to vintage, antique and classic boating.
- d) To communicate with and report to the membership, the public and the government at all levels regarding its activities, purposes and goals;
- e) To provide education and information regarding the restoration, preservation and history of vintage, antique, and classic boats, including their designers, craftsmen and collectors.

f) To further promote and encourage a love and enjoyment of vintage, antique and classic boating in Maryland and the Chesapeake Bay at its highest level in all its aspects.

### **ARTICLE III: GOVERNING BODY**

The governing body of this organization shall be the Board of Directors who shall have the general and plenary authority to conduct all of its activities, business and other matters that come before it.

The Board of Directors shall be comprised of all officers plus six directors and the immediate past President. The officers of this organization shall be:

- a) President
- b) Executive Vice President
- c) Vice Presidents (such number and responsibility as the Board shall designate)
- d) Secretary
- e) Treasurer

In addition to the authority and duties which are inherent in the nature of their respective offices, the authority and duties of the officers shall be as described in the Bylaws.

The decisions and actions of the Board of Directors shall be governed by majority vote, unless otherwise specifically provided herein. The President of the organization shall also serve as the Chairman of the Board of Directors, by virtue of the office; and shall be an ex-officio member of all committees.

### **ARTICLE IV: TENURE IN OFFICE**

- a) Directors shall be elected to a term of three years, with at least one Director being elected each year.
- b) The President shall be elected for a two year term; and shall not serve more than three successive terms in office.
- c) Vice-Presidents shall be elected for a two year term and shall not serve more than three successive terms in office.
- d) The Secretary and Treasurer shall be elected for a two year term; and both may serve an unlimited succession of terms in office.

## **ARTICLE V: MEMBERSHIP**

Membership in the organization shall consist of the following types:

*Founder:* Persons who at the inception of the organization, devoted their time and talents to the formation and establishment.

*Charter:* Persons who by their support and encouragement at the inception of the organization have substantially furthered the efforts of the founders.

*Honorary:* Persons who in the opinion of this organization's Board of Directors are deserving and worthy of this membership by virtue of their conduct, position, achievement or other contribution.

*Active - Life:* Persons being 18 years old or older who own, maintain and display one or more boats in a recognized boat classification, who have paid life dues.

*Family - Life:* Two or more persons being 18 years old or older who own, maintain and display one or more boats in a recognized boat classification, having paid life dues.

*Active - Annual:* Persons being 18 years old or older who own, maintain and display one or more boats in a recognized boat classification, having paid annual dues.

*Family - Annual:* Families where two or more persons 18 years old or older who own, maintain and display one or more boats in a recognized boat classification, have paid annual dues.

*Junior:* Persons under the age of 18.

*Associate:* Persons, firms or partnerships, corporations, institutions or organizations having a specialized or limited interest in the activities or purposes of the organization and having paid the associate-level dues.

The application for the various types of membership shall be in such form as the Board of Directors may prescribe. The rights, privileges and obligations of all types of memberships shall be conditioned upon current payment of dues allocable to that membership, according to the dues rate schedule adopted and published by the Board of Directors.

Persons who maintain an "Active" membership shall enjoy the right to vote and hold office. Honorary Junior and Associate shall not have the right to vote or hold office.

No Member shall hold more than one Membership category simultaneously.

## **ARTICLE VI: COMMITTEES**

The President of the organization shall appoint the Chairman of all committees, who shall serve at the pleasure of the Board of Directors.

## **ARTICLE VII: ELECTIONS**

### *Eligibility:*

- a) For a person to be nominated to the office of President or Vice President, he or she must have previously served on the Board of Directors or the Executive Committee.
- b) No such previous service requirement shall apply to any other officer or Director, however, all officers and directors must currently own and maintain at least one boat, in judge worthy condition, in a recognized boat classification, to be eligible to serve on the board.

### *Nomination:*

The nomination and election of officers and directors shall take place at the Annual Meeting of the Chapter. At the next-to-last scheduled meeting of the Board of Directors preceding the Annual Meeting, the President shall appoint a nominating committee from the members of the Board of Directors, who shall nominate by majority vote of their membership. The nominating committee shall make its report consisting of a full slate for all vacant offices at the last scheduled meeting of the Board of Directors prior to the annual meeting, who shall act thereon.

The names of the nominees and the positions for which they are nominated shall be published in the notice of the Annual Meeting to the membership. Further nominations may be made by petition in writing to the President by at least ten (10) percent of the general membership, presented at least fifteen (15) days prior to the annual meeting.

### *Election:*

The election of officers and directors shall occur upon the casting and counting of a majority of votes eligible to be cast at the Annual Meeting; and that voting may be in person or by mail.

## **ARTICLE VIII: MEETINGS**

The Board of Directors shall meet at least three (3) times annually. The Board of Directors shall also meet at the request of any four (4) of its members, or upon written petition of at least ten (10) percent of the general membership.

The annual meeting of the organization shall be held in February, with at least 30 days prior notice of the time, place and date being sent to each member's last known email address. The quorum at the annual meeting shall be all members who are in attendance at the annual meeting, plus all mailed-in ballots for electing officers and directors or for voting on Bylaws or policy changes.

Special meetings of the organization may be held upon a majority vote of the Board of Directors with a minimum notice of 7 days. All Board of Directors and General Membership meetings shall follow a written agenda, and shall be conducted pursuant to Roberts Rules of Order.

#### **ARTICLE IX: FINANCE**

a) Dues: The dues payable for each type of membership provided herein shall be according to a dues rate schedule as adopted annually by the Board of Directors.

b) Budget: At least fifteen days prior to the beginning of each fiscal year, the Treasurer shall prepare and submit to the President a written account of the revenues and expenses for the coming year.

c) Fiscal year: The fiscal year for this organization shall be from January 1st to December 31st.

d) Depositories: The funds for this organization shall be deposited in such financial institutions, in such accounts and in the name of the organization as the Board of Directors shall, from time to time, designate.

e) Dues payment date: All dues shall be due and payable in accordance with the calendar year cycle. Failure to pay dues will result in suspension of membership until such time as all dues are paid for the period.

f) No refund: All dues of the organization shall not be refundable, pro-ratable, nor in any other way returned or diminished.

g) Assessments: The Board of Directors may establish and levy upon the membership such special assessments as circumstances may require, up to, but not exceeding fifty (50) percent of each member's current annual dues, stating the reasons for the same in a resolution adopted for that purpose.

#### **ARTICLE X: VACANCIES**

All vacancies in the positions of officers and directors shall be filled by the appointment of the President with majority approval of the Board of Directors for the period of the unexpired term, however created. Any officer or member of the Board of Directors desiring



to resign their office, shall do so in writing submitted to the President of this organization, and shall be effective upon receipt.

Any member of the Board of Directors or officer who shall be absent from three consecutive scheduled meetings without giving any valid cause shall be subject to removal from office upon majority vote of the Board.

#### **ARTICLE XI: PROTOCOL**

The Maryland State Boat (Skipjack) shall be the official symbol of the organization. The Board of Directors may adopt such other and further symbols to identify this organization as it may deem appropriate.

#### **ARTICLE XII: RECORDS**

A written record of all of the Board of Directors meetings and the annual meeting shall be kept by the Secretary as a permanent record of this organization.

The Treasurer shall receive and disburse organization monies only by written or electronic checks or deposits.

The Chairman for each committee shall be responsible for keeping written records of his Committee's activities.

#### **ARTICLE XIII: AMENDMENTS**

This Constitution and Bylaws may be amended or changed by a resolution presented to any regularly scheduled or special meeting of the Board of Directors and adopted by a two-thirds vote of those Directors present; provided that written notice of the change and the date, time and place of the meeting shall have been sent to each member of the Board at least fifteen (15) days prior to the meeting.

#### **ARTICLE XIV: DISSOLUTION**

In the event this organization shall ever be dissolved, all of its records, books, documents and property shall be delivered to and become property of the Maryland Trademark / Service Mark holder on file with the Maryland Secretary of State.

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