



THE COUNCIL OF AMERICAN MARITIME MUSEUMS

BYLAWS
OF
THE COUNCIL OF AMERICAN MARITIME MUSEUMS, INC.

As amended and approved September 26, 1978,
April 25, 1987, May 21, 1988, April 28, 1989,
April 20, 1990, May 10, 1996, April 17, 2007,
May 15, 2010, April 26, 2019

CONTENTS		Page
Article I	Classes of Members	
	Section 1. Mission	3
	Section 2. Members	3
	Section 3. Resignation and Removal	4
	Section 4. Honorary Fellows	4
	Section 5. Affiliate Membership	4
	Section 6. Individual Membership	6
	Section 7. Sponsor Membership	6
Article II	Meetings	
	Section 1. Annual Meetings	6
	Section 2. Special Meetings	7
	Section 3. Quorum and Voting	7
Article III	Officers	
	Section 1. Number and Title	8
	Section 2. Election, Terms of Office, and Vacancies	8
	Section 3. Duties and Powers	8
	a. President	8
	b. Vice President	9
	c. Secretary	9
	d. Treasurer	9
	e. Immediate Past President	9
Article IV	Board of Directors	
	Section 1. Composition and Duties	9
	Section 2. Election and Term of Office	9
	Section 3. Vacancies	10
	Section 4. Regular Meetings	10
	Section 5. Special Meetings	10
	Section 6. Quorum and Voting	10
Article V	Committees	
	Section 1. Finance	10
	Section 2. Nominating Committee	11
	Section 3. Membership Committee	11
	Section 4.-Program Committee	12
	Section 5. Other Committees	12
Article VI	Miscellaneous	12
	Section 1. Contributions	12
	Section 2. Compensation	12
	Section 3. Archaeological Standards	12
	Section 4. Amendments	12
	Section 5. Restrictions	12
	Section 6. Indemnification	12

ARTICLE I – Classes of Members

Section 1. Mission. The mission of the Council of American Maritime Museums shall be to uphold, promote, and further the welfare, programs, and activities of maritime museums in the Americas. To this end the organization shall: 1) work to ensure that the highest professional standards are adhered to in the preservation and interpretation of maritime history, as reflected in collections, education, sites, vessels, and projects; and 2) encourage cooperation between member institutions in the areas of research, education, exhibition, publication, and public awareness. Further, the organization shall, when appropriate, promote legislation supportive of the purposes outlined above.

Section 2. Members: The corporation is organized and at all times shall be operated exclusively to uphold, promote and further the above stated mission of member maritime museums (including permanent museums that are not exclusively maritime but have significant maritime collections) which: 1) are organized and located within the United States and that are organizations exempt from Federal income tax under Section 501 [c] [3] of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or 2) are organized and located outside of the United States in the Americas or elsewhere and that are so organized and operated as to meet all requirements of Section 170 [c] [2] except the requirement set forth in Section 170 [c] [2] [A] of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Museums meeting these criteria are hereinafter referred to as "American Maritime Museums," and Members (also sometimes known hereinafter as Full Members) of the corporation shall consist exclusively of such museums. Organizations that are part of the Council of American Maritime Museums shall become Members of the corporation after election by the Board of Directors of the corporation and upon payment of dues as may be assessed upon the Members by the Board of Directors from time to time. An organization shall be eligible to be a Member providing it; 1) has been operational and open to the general public (for a minimum of 120 days per year) on a regular basis for at least two years from the time of nomination; and 2) has paid any such dues as may be assessed by the Board of Directors not more than six months after the dues notice is first sent to it. Applicants for full membership are subject to a site visit from a representative of the CAMM Board of

Directors or a representative of a CAMM full member institution designated by the board at the applicant's expense. All Member organizations will, upon their election to the corporation, formally and demonstratively adopt the Council of American Maritime Museum's Bylaws and its Code of Ethics (see attached) by a formal vote of their governing bodies.

The Members shall elect the officers of the corporation and the members-at-large of the Board of Directors, and shall vote on matters properly brought before each meeting of the Membership. No certificate of membership shall be issued.

Section 3. Resignation and Removal. Any member of the corporation may resign at any time by giving written notice of its intention to do so to the Secretary. Any organization may be removed as a member of the corporation at any time, including for non-payment of dues, at any meeting of the Board of Directors by the vote of two-thirds of the Directors present in person or via telephone, or other electronic means, provided that the electronic means used permits all persons participating in the meeting to hear each other at the same time. Any notice of a meeting of the Board of Directors at which the removal of a Member is to be considered shall include notice of such proposed action.

Section 4. Honorary Fellows. Honorary Fellows to the Council of American Maritime Museums shall be elected at the annual meeting of the Board of Directors and shall be awarded to the individuals who have made extraordinary and continued contributions in the support of the welfare, programs, and activities of the Council of American Maritime Museums. Fellows shall upon election be associated in a non-voting capacity in all meetings and other activities of the Council though they shall be ineligible to vote on any matter, or to hold any office.

Section 5. Affiliate Membership. Following application to the Membership Committee, qualified non-profit institutions and organizations that do not otherwise qualify for full membership may be elected to Affiliate Membership. Affiliate Members shall be levied dues at the same rate as Full Members, and shall be fully entitled to participate in CAMM meetings, conferences, and activities commensurately with Full Members, excepting that Affiliate Members may not cast votes on any matter, hold elective or executive office (as President, Vice President, Secretary, Treasurer, Director, or Standing Committee Chair), make nominations for elective or executive office, or constitute any quorum for the transaction of CAMM business. On the recommendation of the appropriate

committee Chair, with the approval of the Board of Directors, Affiliate Members may serve on standing committees and/or subcommittees of CAMM, and/or may serve in other advisory and liaison capacities.

Generally, Affiliate Membership is made available to groups in the following categories:

1. Museums with maritime interests and collections that are not exclusively or predominantly "maritime museums," as such, or that do not for other reasons qualify for full membership.
2. Fledgling maritime museums that are not yet qualified for full membership, but with respect to which Affiliate Membership in CAMM is an appropriate preliminary to application for full membership.
3. Historic vessels.
4. Maritime-preservation organizations and societies whose mission and interests are ancillary to those of maritime museums, but that are not themselves maritime museums as such.
5. Oceanographic, marine-biological, and other scientific organizations and institutions whose interests are largely historical and harmonious with the maritime preservation interests of CAMM, but that are not themselves maritime museums as such.
6. Accredited educational entities regularly and substantively engaged in any of several fields related to maritime preservation (such as undergraduate, postgraduate, and/or professional training in maritime history, humanities, social science, preservation, and/or archaeology; sailor arts; sail training; boat building; ship preservation).
7. Maritime museums and preservation institutions interpreting American maritime history.

Application procedures for Affiliate Membership shall be the same as those for full membership, except that, upon submission of the completed membership application form and completion of all other application procedures, and following due consideration by the Membership Committee, the Board of Directors may

waive the site-inspection requirement with respect to an application for Affiliate Membership.

Section 6. Individual Membership

Individual memberships are available to those persons who maintain an interest and involvement with maritime organizations, but are not formally associated with any such organizations. Individual Members shall be levied dues, and shall be fully entitled to participate in CAMM meetings, conferences, and activities, excepting that Individual Members may not cast votes on any matter, hold elective or executive office (as President, Vice President, Secretary, Treasurer, Director, or Standing Committee Chair), make nominations for elective or executive office, or constitute any quorum for the transaction of CAMM business. On the recommendation of the appropriate committee Chair, with the approval of the Board of Directors, Individual Members may serve on standing committees and/or subcommittees of CAMM, and/or may serve in other advisory and liaison capacities. Individual members currently studying maritime-related subjects at the undergraduate or graduate level may qualify for discounted dues at a student rate.

Section 7. Sponsor Membership

Sponsor Members are those businesses or organizations whose products and/or services may be of interest in furthering the welfare, programs, or activities of CAMM members. Dues for Sponsor Members shall be tiered commensurate with available sponsorship benefits. Designated representatives of Sponsor businesses or organizations shall be fully entitled to participate in CAMM meetings, conferences, and activities, excepting that Sponsor representatives may not cast votes on any matter, hold elective or executive office (as President, Vice President, Secretary, Treasurer, Director, or Standing Committee Chair), make nominations for elective or executive office, or constitute any quorum for the transaction of CAMM business.

ARTICLE II - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Members shall be held on such date and at such time and place each year as may be determined by the Board of Directors. Written notice stating the place, day, and hour of such meeting shall be given to each Member, and may, but need not, be given to other

members, not more than sixty nor less than thirty days before the meeting. Any matter relating to the affairs of the corporation may be brought up for action by the Members at an annual meeting. Any matter that requires the vote of the Members entitled to vote pursuant to the Revised Nonstock Corporation Act of the State of Connecticut must be included in the written notice of the meeting.

Section 2. Special Meetings. Special Meetings of the Members may be called by the President or by the Board of Directors, and, upon written petition of one-third of the Members directed to the President, the President shall call a special meeting for the purposes specified in such request and cause notice thereof to be given. No special meeting shall be called without notice, and such notice shall state the place, day, and hour of the meeting and the general purpose for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each Member, and may, but need not, be given to other members, not less than thirty days before the meeting. At the discretion of the President, arrangements may be made for Members to attend the meeting via telephone or other electronic means and vote using said electronic means, provided that the electronic means used permit all persons participating in the meeting to hear each other at the same time.

Section 3. Quorum and Voting. Seven Members of the corporation, present through their Designated Representatives as hereinafter provided in person or by proxy, via telephone, or other electronic means shall constitute a quorum at any special or annual meeting of the Members, provided that the electronic means used permits all persons participating in the meeting to hear each other at the same time. Each Member shall be entitled to one vote to be made through its Designated Representative, in person or by proxy, via telephone, or other electronic means. The act of a majority of Members present at any meeting at which there is a quorum, acting through their Designated Representatives, shall be the act of the whole Membership, except as otherwise provided by law or by these Bylaws.

Each Member of the corporation shall be represented at any special or annual meeting of the Members by its Designated Representative specified in its annual membership renewal form.

ARTICLE III - Officers

Section 1. Number and Title. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and, from time to time, an Immediate Past President.

ARTICLE III - Officers

Section 2. Election, Terms of Office, and Vacancies. The officers of the corporation shall be elected at the annual meeting of the Members of the organization. The President and Vice President shall be elected for a term of one year, with each office limited to an individual serving three consecutive terms. The Secretary and Treasurer shall be elected to a term of three years, with each office limited to an individual serving two consecutive terms. A vacancy among the officers shall be filled in accordance with Section 3 of this Article III or Article IV of the Bylaws.

The Immediate Past President shall serve one three-year term, beginning immediately after his/her term as CAMM President has ended. A vacancy among the elected officers that arises between annual meetings of the Members shall be filled for the remainder of the term by the Board of Directors following nomination by the Nominating Committee. No individual may serve as President more than three consecutive terms or until a successor is appointed.

Section 3. Duties and Powers. The duties of the officers shall be as follows:

(a) President: The President shall be the principal executive officer of the corporation and shall preside at all meetings of the Members and of the Board of Directors. The President shall be responsible for seeing that the resolutions of the Members and actions of the Board of Directors are carried into effect, and for reporting to the Members and Board of Directors on the conduct and management of the affairs of the corporation. The President shall also perform such other duties as are usual to this office.

(b) Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President.

(c) Secretary: The Secretary shall keep minutes of the proceedings of the Members and the Board of Directors; shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws or as required by law; and shall be custodian of the corporate records and of the seal of the corporation. The Secretary shall keep a written record of the Members of the corporation and their addresses, and of the Designated Representative of each Member, and in general he or she shall perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(d) Treasurer: The Treasurer shall have the custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the corporation, and in general he or she shall perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors, including the preparation of the annual budget.

(e) Immediate Past President: The Immediate Past President shall provide such assistance to the President and other officers as they may request.

ARTICLE IV - Board of Directors

Section 1. Composition and Duties. The property, affairs, and business of the corporation shall be managed by the Board of Directors. The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President of the corporation and not less than one, nor more than five, members-at-large. The Board of Directors may elect new Members and other members of the corporation and may determine the amount of annual dues to be paid by them, and it shall in general exercise all the powers of the corporation except such as are by law or by the Certificate of Incorporation or by the Bylaws conferred upon or reserved to the Members.

Section 2. Election and Term of Office. The members-at-large of the Board of Directors shall be elected at the annual meeting of the Members of the corporation for a term of three years each, and no individual shall serve as a member-at-large of the Board of Directors more than two consecutive terms. All members-at-large of the Board of Directors may hold office until their successors are duly elected and qualified.

Section 3. Vacancies. Vacancies in the Board of Directors may be filled until the next annual meeting of the Members by vote of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors shall meet at least once between the annual meetings of the Members of the corporation. Regular meetings of the Board of Directors shall be held upon the call of the President or at such times and places as the Board of Directors shall by resolution appoint. Meetings may be conducted via telephone or other electronic means and voting may be in person or using said electronic means, provided that the electronic means used permit all persons participating in the meeting to hear each other at the same time.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of one-third of the Directors stating the purpose of such meeting. At least 48 hours' notice of such meeting shall be given to each Director personally, by mail, by telephone, by other electronic means, or through email if all Directors are copied on the message.

Section 6. Quorum and Voting. Fifty percent of the Directors present in person or attending the meeting via telephone or other electronic means that permits all persons participating in the meeting to hear each other at the same time shall constitute a quorum. The act of a majority of the Directors present at any meeting shall be the act of the whole Board of Directors, unless otherwise required by these Bylaws, the Revised Nonstock Corporation Act of the State of Connecticut, or the Certificate of Incorporation.

ARTICLE V - COMMITTEES

Section 1. Finance Committee. There shall be a Finance Committee appointed by the President annually to review the Council of American Maritime Museum's year-end financial statements, and where appropriate, guide an audit process. At least 50 percent of the Finance Committee shall be non-members of the Board of Directors. The property, assets and funds of the corporation may be invested in support of the purposes of the corporation as set forth in the Certificate of Incorporation, in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Board of Directors may from time to time authorize and approve without restriction or limitation by reason of any statute or rule of law. Members of the Finance Committee will present a report at the Annual Meeting.

Section 2. Nominating Committee. There shall be a Nominating Committee consisting of three persons, each of whom shall be appointed by the President at the annual meeting of the corporation for a term of one year each. No individual shall serve as a member of the Nominating Committee more than three consecutive terms, and all members of the Nominating Committee shall hold office until their successors are duly appointed. A vacancy among the members of the Nominating Committee may be filled until the next annual meeting of the Members by the President. The Nominating Committee shall nominate at each annual meeting of the Members individuals for election by the Members to serve as President, Vice President, Secretary, Treasurer, and members-at-large of the Board of Directors, for the following year. Any nominee for a particular office must recuse him/herself from voting to fill that particular office. A copy of the written report of the Nominating Committee shall be given to each Member not less than ten days before such annual meeting. The Chair of the Nominating Committee will present a slate to the full board for approval. The approved slate will then be presented to the Membership for a vote during the annual meeting.

Section 3 – Membership Committee. The Vice President is responsible for evaluating applications from prospective CAMM members, and may be assisted by other members of the board of directors and the CAMM Administrator in processing applications and arranging for site visits when appropriate. The Vice President has the authority to appoint a Membership Committee when necessary.

Section 4. Program Committee. Each year, the President shall appoint a Program Committee of no fewer than 4 members, two of whom shall not be currently serving as Directors. In cooperation with the host site, the Program Committee will plan, schedule, and coordinate activities of the annual conference.

Section 5. Other Committees. The Board of Directors may appoint such other committees as it may from time to time deem advisable. Such committees shall have such powers, except the power to fill vacancies in the Board of Directors, to amend these Bylaws or to authorize any action inconsistent with these Bylaws or the Certificate of Incorporation, as the Board of Directors may determine.

ARTICLE VI - Miscellaneous

Section 1. Contributions. Contributions, bequests and gifts to the corporation shall be accepted only upon the authorization of the Board of Directors.

Section 2. Compensation. No officer, member-at-large of the Board of Directors, member of the Nominating Committee, or member of the Membership Committee shall receive any compensation for his or her services in such capacity, but he or she may be reimbursed by the corporation for his or her reasonable expenses and disbursements on behalf of the corporation.

Section 3. Archaeological Standards. CAMM member institutions shall adhere to archaeological standards consistent with those of AAM/ICOM, and shall not knowingly acquire or exhibit artifacts which have been stolen, illegally exported from their country of origin, illegally salvaged or removed from commercially exploited archaeological or historic sites in recent times.

Section 4. Amendments. These Bylaws may be amended, repealed, or added to, and new Bylaws not inconsistent with the purposes described in the Certificate of Incorporation of the corporation or any law may be adopted, at any annual or special meeting of the Members by the affirmative vote, in person or by proxy, of a majority of all Members except as provided in Section 5 of this Article. Any notice of a meeting of the Members at which these Bylaws are to be amended, repealed, or added to, or new Bylaws are to be adopted, shall include notice ten (10) days' notice of such proposed action.

Section 5. Restrictions. These Bylaws shall not be altered or amended in such manner as to permit any officer, Director, agent or employee of the corporation ever to receive any compensation or any pecuniary profit from the operations of the corporation (except reimbursement for services actually rendered to the corporation in effecting one or more of its purposes) or to receive any part of the property or assets of the corporation upon its dissolution or termination. No officer, Director, agent, or employee of the corporation shall engage in any political campaign for or against a candidate for public office on behalf of the corporation.

Section 6. Indemnification. The corporation shall utilize the provisions of Sections 33-1116 to 33-1124, inclusive, of the Connecticut General Statutes and

any relevant provisions of its Certificate of Incorporation to determine when the corporation must provide or when it may provide indemnification to its Directors, officers and others.