

BY-LAWS OF THE  
**CAPE ANN  
SHIP MODELERS  
GUILD**

ORGANIZED  
1985  
UNDER THE LAWS OF THE  
COMMONWEALTH OF MASSACHUSETTS  
AS A NON-PROFIT CORPORATION



# ARTICLE ONE

## PURPOSE

To promote and enhance the art of ship model building through discussion, workshops and exhibits

To solicit funds including capital fund raising and application of the net proceeds received for the promotion and enhancement of ship model building. No part of these funds shall be used for the personal profit of any member hereof.

# ARTICLE TWO

## OFFICES

The principal office and mailing address of the corporation shall be located at the home of the sitting clerk.

# ARTICLE THREE

## MEMBERS

### Section 1. Classes of Membership

The membership of the Cape Ann Ship Modelers Guild Inc. shall consist of such persons as shall be elected from time to time by the regular members of the Corporation.

Membership in the Corporation shall consist of two classes of members as follows: Regular Members and Associate Members.

Regular Members shall have attained the age of seventeen years.

Associate Members shall be those younger than seventeen years.

### Section 2. Voting Rights

Each regular member in good standing shall be entitled to one vote on every proposal submitted to a vote of the membership. Associate members shall not have voting rights but shall have all other rights, responsibilities and privileges as regular members.

### Section 3. Powers and rights of members

Members of the corporation in good standing shall have the power:

1. To determine major decisions outside of the day-to-day operation of the corporation, such as buying land or buildings or changing the location of the meeting place.
2. To remove from office any officer, for good and sufficient cause, at a regular or at a special meeting called for that purpose.
3. To hear, consider and approve or reject reports of the officers and committees of the corporation.
4. To amend these by-laws by a two-thirds vote of all the members in good standing present at the meeting at which the amendment is submitted.
5. To inspect, at reasonable times, upon written or verbal request to the clerk, the books of account and the membership rolls of the corporation.

### Section 4. Termination or suspension of membership

A. Membership in the corporation and all rights incidental thereto shall be terminated by any one of the following:

1. Written resignation of the member submitted to the clerk.
2. The expulsion, following a hearing, of a member for a willful violation or failure to comply with the articles of the corporation, by-laws or the duly promulgated rules and regulations of the corporation respecting membership rights and duties, provided, however, that no less than fifteen days' written notice of such hearing shall be given to the member. A member shall be expelled only by a two-thirds vote of the regular members present.

B. Membership in the corporation and all rights incidental thereto shall be suspended if the members' annual dues are sixty days or more in arrears. Said suspension shall be terminated once the delinquent member renders his or her dues account current.

### Section 5. Reinstatement of membership

A former member may, upon submission of a signed written request filed with the clerk, be reinstated by an affirmative two-thirds vote of the membership on such terms as the members deem appropriate.

# ARTICLE FOUR

## MEMBERS' MEETINGS

### Section 1. Annual Meeting

An annual meeting of the members shall be held on the second Wednesday of April at an hour and place which the president shall provide, for the purpose of transacting such business as may be brought before the members.

### Section 2. Regular Meetings

Regular meetings of the members shall be held on the second Wednesday of every month at an hour and place which the president shall provide, for the purpose of transacting such business as may be brought before the members.

### Section 3. Special Meetings

Special meetings of the members may be called upon the written application of three or more members with voting privileges, and shall be called by the clerk of the corporation. In the event that none of the officers is able or willing to call a special meeting, the Superior Court of the Commonwealth of Massachusetts, upon application of three or more members with voting privileges, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

The place of the meeting shall be the principal office of the corporation in the Commonwealth of Massachusetts, or such other location within the boundaries of the Commonwealth as may be set forth in the notice required in section 4, below, but if all the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### Section 4. Notice of special meetings

The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

### Section 5. Informal action by members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all the members entitled to vote with respect to the subject matter of the action.

#### Section 6. Proxies

At any meeting of the members there will be no votes executed by proxy. Members not present at a meeting may submit written comments in advance to be read at the meeting by the clerk or some other appointed delegate, but only those present at any meeting will be empowered to vote.

#### Section 7. Voting by mail

There shall be no voting by mail.

## **ARTICLE FIVE** **BOARD OF DIRECTORS**

#### Section 1. General powers

The management and affairs of the corporation shall be entrusted to the board of directors. Directors need not be residents of the State of Massachusetts.

#### Section 2. Number and tenure

The number of directors shall be no fewer than three. Of the first board of directors elected after the adoption of the by-laws, four directors shall serve until the first annual meeting. At annual meetings thereafter, directors shall be elected for two-year terms. Any director may be re-elected. The members will fix the number of directors to serve for the following year at the annual meeting.

#### Section 3. Regular meetings

The board of directors may provide, by resolution, the time and place for holding regular meetings without other notice than said resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation of place in the resolution.

#### Section 4. Special meetings

Special meetings of the board of directors may be called by or at the request of the president or any three directors, all to be held at the principal office of the corporation in the absence of other designation of place in the resolution.

#### Section 5. Notice

Notice of any special meeting of the board of directors shall be given at least

seven days prior to the meeting by written notice delivered in person or by mail, telegram or electronic mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be considered to have been delivered when deposited in the United States Mail in a sealed envelope, so addressed, with postage prepaid. Any director may waive notice of any such meeting. The attendance of a director at any such meeting shall constitute a waiver of notice of the said meeting, except if a director attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### Section 6. Board decisions

The act of a majority of the directors present at a meeting shall be the act of the whole board, unless a greater number is required by law or by these by-laws.

#### Section 7. Exception

At the request of two or more directors, whose names must be entered into the minutes, any item on which a vote has been or is about to be taken may be deferred to the following meeting for final action, at which time it may not be deferred again except by majority vote of those present. The item may not be deferred if a simple majority of those present declare the item in question an emergency requiring immediate action. The reason for the item to be considered an emergency must be entered into the minutes.

#### Section 8. Vacancies

Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

#### Section 9. Compensation

Directors as such shall not receive any stated salaries for their services nor reimbursement for their expenses of attendance.

# ARTICLE SIX

## OFFICERS

### Section 1. Officers

The officers of the corporation shall be a president, a vice-president, a treasurer, a clerk and such other officers as may be created by a two-thirds vote of the members. Any two or more offices may be held by the same person.

### Section 2. Election and term of office

The officers of the corporation shall be elected annually at the annual meeting of the members. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his or her successor has been duly elected and qualified.

### Section 3. Removal

Any officer may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

### Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

### Section 5. Power and duties

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation. If the president is unable to preside at a meeting for any reason, the most senior officer or director present may preside in his or her place.

The principal duties of the clerk shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or that he or she be directed to be so sealed, to keep a record of all proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, excepting the books and records incidental to the duties of the treasurer. The clerk shall also prepare and submit the annual report required of all non-profit corporations to the Commonwealth of Massachusetts and prepare and submit the required annual report to the Federal Internal

Revenue Service.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his or her hands, and to keep an accurate account of all monies received and disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office, as shall be required by the board of directors.

## ARTICLE SEVEN COMMITTEES

### Section 1. Committees of directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law.

### Section 2. Other committees

Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors at a meeting at which more than half of the directors are present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the president of the corporation whenever in his or her judgment the best interests of the corporation shall be served by such removal.

## ARTICLE EIGHT

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### Section 1. Contracts

The board of directors may authorize any officer or officers of the corporation, in addition to the so authorized by there by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance or instances.

#### Section 2. Checks, drafts or orders

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors such instruments shall be signed by the treasurer and countersigned by the president.

#### Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

## ARTICLE NINE

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board of directors, and committees having and exercising any of the authority of the board of directors, and shall keep at the principal off ice a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose, at any reasonable time.

## ARTICLE TEN FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January of every year and end at midnight on the thirty-first day of December of the same year.

## ARTICLE ELEVEN DUES

### Section 1. Annual dues

The members shall determine from time to time the amount of the initiation fee, if any, and annual dues payable to the corporation by the members and appropriate notice shall be given to the members of the amount of the dues payable.

### Section 2. Payment of dues

Dues shall be payable in advance on the first day of May in every year. Dues of new members shall be prorated from the first day of the quarter-year in which the new members are elected to membership.

## ARTICLE TWELVE SEAL

The corporate seal comprises a circle in the center of which is displayed the port side of a schooner under sail. An outer circle encloses this circle, and inside the boundary provided by the outer circle is displayed the words, "Cape Ann Ship Modelers Guild". This seal also serves as the mast-head for any publication and as the insignia of the guild, and may be displayed at public meetings, events and displays and on clothing, equipment or vehicles.



## ARTICLE THIRTEEN WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of articles or under the provisions of the articles of incorporation or these by-laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE FOURTEEN AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or replaced, and new by-laws may be adopted by a two-thirds vote of the members present at any regular or special meeting, if at least fourteen days' written notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the members at any regular or special meeting or as the case may be.

## ARTICLE FIFTEEN INDEMNIFICATION

The corporation shall indemnify directors, officers, corporate employees and other agents of the corporation by an affirmative vote of a majority of the voting members. Such indemnification may include payment by the corporation of expenses incurred in defending a criminal or civil action or proceeding in advance of the final disposition of such action or proceeding, upon the receipt of assent and agreement to repay such payment if he or she shall be adjudicated not to be entitled to indemnification under this by-law. Any such indemnification may be provided even though the person to be indemnified is no longer a director, officer, employee or agent of the corporation.

No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith.

## ARTICLE SIXTEEN STATEMENT OF NON-DISCRIMINATION

The corporation shall not discriminate on the basis of race, creed or sex in the administration of its corporate programs.

*These by-laws were revised on 11 June 2008 and were ratified by a majority of the members present at the general membership meeting held on that date.*

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