



CHATHAM MARCONI MARITIME CENTER, INC.

BYLAWS

Amended June 2, 2018

Article I – Name and Place of Business

The name of the corporation shall be the CHATHAM MARCONI MARITIME CENTER, INCORPORATED, hereinafter called the Center. The principal place of business of the Center is in the Town of Chatham, Massachusetts.

Article II – Purpose

1. The purposes of the Center shall be to celebrate the rich history of 20th century maritime radio and explore the innovative advances in science and technology that continue to transform our lives. And further:
 - a. To renovate and reuse the 1914 Marconi-RCA Operations (Operating) Building at 847 Orleans Road, Chathamport, as a museum and the adjacent former Residence Hotel at 831 Orleans Road, Chathamport as an education center.
 - b. To promote the preservation of the Marconi-RCA Wireless Receiving Station WCC complex, owned by the Town of Chatham and listed on the National Register of Historic Places.
2. The Center is organized as a not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code. The restrictions upon its activities are set forth in its Articles of Organization and include the following:
 - a. It is organized exclusively for charitable, scientific and educational purposes.
 - b. No part of its net income can inure to the benefit of its members or private individuals, except as compensation for services rendered.
 - c. It cannot, as a substantial part of its activities, attempt to influence legislation or participate in any campaigns for or against candidates for public office.

Article III – Membership

1. Any person regardless of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law, interested in the purposes of the Center may become a member by making application and paying the annual membership dues. Dues for membership shall be established and reviewed by the Board of Directors.
2. As used herein, the term “member” refers to “member of the Center”, unless specifically denoted as “member of the Board” or “Board member”.

Article IV – Officers

1. The Officers of the Center, each of whom must be a member and a Director, shall include President, one or more Vice Presidents, Treasurer, Assistant Treasurer, and Secretary. Additional Officers may also be nominated as deemed necessary by the Board of Directors and elected by the members. All Officers shall be elected at an Annual or Special Meeting. Such Officers are referred to herein as “elected Officers.” All elected Officers shall serve a one-year term unless otherwise specified in subparagraph VI 2.c.
2. Each Officer shall have the powers and responsibilities generally pertaining to such office and such other powers and responsibilities as the Board of Directors, or the members by vote at Meetings, may from time to time expressly assign to such office. Among such powers and responsibilities shall be the following:
 - a. The President shall have general responsibility and authority for management of the Center and supervision of other Officers and any employees of the Center, preside at and prepare agenda for all meetings of members and of the Board of Directors, represent the Center within the community, and be an ex officio member of all committees. The President may delegate executive authority to an Executive Director, including authority to manage subordinate employees and to approve contracts and documents on behalf of the Center. The President may also, at his/her discretion, establish and dissolve committees and appoint chairpersons thereof.
 - b. Further, the President shall chair an Executive Committee comprising the elected and appointed Officers of the Center. When necessary in the President’s judgment, the Executive Committee may act upon pressing matters on behalf of the full Board of Directors.
 - c. One or more Vice President(s) shall carry out such duties as assigned by the President and/or as the Board of Directors may assign directly to him or her. A Vice President shall assume and exercise the powers and responsibilities as delegated by the President in the event of and during the latter’s absence or disability. In the absence of direct delegation, the responsibility falls to the most senior Vice President. For purposes of this paragraph, seniority is defined as the greatest length of time served as a Director of the Center. In the event that the most senior Vice President is unavailable, the next most senior shall assume the responsibilities.
 - d. The Treasurer shall have custodial responsibility for all dues, fees and other funds and assets received by the Center; see to the payment of obligations of the Center; maintain records of all funds and assets received by the Center; deposit funds of the Center in such bank accounts or invest them in such securities as may be designated by the Board of Directors; have custody of all bank books and records; make financial reports at the Annual Meeting and at meetings of the Board of Directors; arrange for the annual audit of the

financial books and records of the Center; and shall file all required local, state and federal reports.

- e. The Assistant Treasurer shall be primarily responsible for Fundraising and Development, and shall assume and exercise the powers and responsibilities of the Treasurer in the event of and during the latter's absence or disability.
- f. The Secretary shall have the powers and responsibilities of a Clerk. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct; and shall file all required local, state and federal reports.

Article V – Board of Directors

1. There shall be a Board of Directors consisting of the five or more elected Officers provided for in Article IV hereof and at least nine other members of the Center. One-third of the Directors shall be elected at each Annual Meeting of members to serve a term of three years, except that the Treasurer and Assistant Treasurer serve terms as defined in subparagraph VI 2.c.
2. Duties of the Board:
 - a. Subject to provisions of law, of the Articles of Organization and these Bylaws, the Board of Directors shall have the powers and responsibilities generally vested in a board of directors, including, without limitation, the power and responsibility to determine the policies and general direction of the Center.
 - b. The Board of Directors shall have the authority to employ an Executive Director of the Center, and to authorize the hiring of such additional employees as it deems necessary. The Board shall appoint a Management Committee comprising the President and two other Board members to supervise the Executive Director.
 - c. The Board of Directors, in its discretion and from time to time, may appoint one or more additional Officers, standing committees and chairpersons thereof, each of whom shall serve at the pleasure of the Board and shall have such duties, authority and responsibilities as may be assigned to them by the Board. Any such additional Officers are referred to herein as "appointed Officers". They and any appointed standing committee chairpersons must be either serving Board members or employees of the Center.
3. The Board may, at its discretion, appoint an Advisory Council for the purpose of engaging outside financial, technical or other experts to advise the Center. The Board shall appoint an Advisory Council Chairperson, and determine the appropriate number of Council members. Whereas the role of the Board of Directors is inherently

inward-looking, tending to the health of the organization, the role of the Advisory Council shall be outward-looking, connecting the Center to a wide range of leadership experience, knowledge of best practices, and resources. Appointments to the Advisory Council shall be for one-year terms, and may be extended by mutual agreement between the Board and the Council member.

Article VI - Nominations, Elections and Terms

1. Nominations shall be conducted by a Nominating Committee comprising a chairperson and at least two other members who are active members of the Board, and who shall be appointed by the President annually for the purpose of nominating Officers and Directors of the Center.
 - a. They shall solicit, from the Directors and the members-at-large, suggestions regarding such nominations for Officers and Directors.
 - b. The function of the Nominating Committee shall also include the recruitment and nomination of new Board members.
 - c. The Nominating Committee shall prepare a slate of nominees, who are willing to serve if duly elected, for presentation at the Annual (or Special) Meeting.
 - d. This slate of nominees shall be published in the Secretary's call to the Annual (or Special) Meeting.
 - e. Any member may nominate alternate candidate(s) for officer or director by submitting a petition with a minimum of fifteen signatures of current members of the Center prior to the start of the Annual (or Special) Meeting.
 - f. Candidates receiving the largest number of votes are elected.

2. Years of Service Limitations
 - a. Years of Service Limitations shall be effective for Directors elected in 2018 and later years.
 - b. Except as noted in subparagraph c., a Director shall be elected to fill either a new three (3) year term, or an unexpired term of a former Director. Upon expiration of his/her initial term, he/she may be re-nominated and elected for additional terms, subject to a maximum limit of nine (9) consecutive years of service. Former Directors may be re-nominated after a break in service of one (1) year or more.
 - c. The Treasurer and Assistant Treasurer, as Officers of the Center, shall each serve a term of three (3) years and upon expiration may be re-elected by the membership to one (1) subsequent three (3) year term.

Article VII – Vacancies Among Officers or Elected Members

1. Vacancies among the Officers or other elected members of the Board of Directors may be filled for the unexpired term of office by a vote of a majority of the remaining elected members of the Board.
2. A vacancy shall be deemed to exist whenever in the determination of the Board of Directors there is failure to perform the designated function of the particular office.

Article VIII – Meetings

1. The Annual Meeting of the Center shall be held in the spring of each year, at a time and place determined by the Board of Directors, provided that a notice either in writing or made available electronically has been sent to each member at least fourteen calendar days in advance of the meeting.
2. Special Meetings of the Center shall be called by the Secretary (or, in his or her absence, by any other Officer) upon order of the Board of Directors or upon written petition of twenty or more members, provided that a notice either in writing or made available electronically has been sent to each member at least fourteen calendar days in advance of the meeting. The notice shall include the purposes for which the Special Meeting is called.
3. All members shall be entitled to notice of each meeting of the Center and to vote at each such meeting. At all meetings of the members of the Center, a quorum shall consist of the lesser of 10% of the membership or twenty-five members being present in person at the meeting.
4. There shall be a meeting of the Board of Directors at least every three months and such other meetings as may be called by the President or upon written request of five or more members of the Board. A quorum at such meetings shall be nine members of the Board in office at the time of the meeting. Additional Directors may participate via electronic conference, and in doing so shall have full voting rights and privileges. Decisions by the Board shall be a majority vote at a meeting at which a quorum is present. In the event of a tie vote, the President's vote shall decide.
5. The Board of Directors, in its discretion, may determine to employ written proxies for the purpose of any Annual or Special Meeting, in which case a quorum shall consist of 10% of the membership present in person or represented by proxy.
6. Roberts Rules of Order, Revised, shall govern procedures in all meetings of the Directors, committees and membership if questions are raised concerning procedures.
7. No Director shall vote on any action which might be specifically beneficial to him/her or persons close to him/her.

Article IX – Financial

1. The fiscal year of the Center shall be January 1 to December 31.
2. An annual budget shall be prepared by the Treasurer and approved by the Board of Directors to provide for operating expenses and capital outlays.
3. All disbursements of funds shall be by check signed by either the President, a Vice President, the Treasurer or Assistant Treasurer. Except as may be required by law or

to implement a program, budget or policy previously approved by the Board of Directors, no disbursement of funds in excess of \$5,000 for any single expenditure shall be made unless approved by the Board.

4. The Center is authorized to accept donations of money and property to be used in carrying out its purpose, provided that if any donation shall be offered subject to conditions or restrictions, such donation cannot be accepted unless the conditions or restrictions are approved by the Board of Directors.

Article X – Amendments

These Bylaws may be amended by the members at any duly called Annual or Special Meeting by a vote of two-thirds of the voting members present at such meeting, provided that a quorum (i.e. the lesser of 10% of the membership or twenty-five members) is present and that a notice either in writing or made available electronically has been sent to each member at least fourteen calendar days in advance of the meeting.

Article XI -- Dissolution

Upon dissolution of the Corporation (Center), the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations as are operated exclusively for charitable, scientific or educational purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the County of Barnstable with the consent of the Attorney General of the Commonwealth of Massachusetts exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said Court shall determine.

Article XII -- Indemnification

The Corporation (Center) shall indemnify and hold harmless each Director and Officer from and against any and all claims and liabilities to which he shall become subject by reason of having been a Director or Officer of the Corporation or by reason of any action alleged to have been taken or omitted by him as such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred by him in connection with any such claims or liability provided, however, that no such Director or Officer shall be indemnified against nor be reimbursed for any expenses incurred by him in connection with any claim arising out of his own intentional or willful misconduct. The rights accruing to any Director or Officer under the foregoing provisions of the Article shall not exclude any other rights to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such Director in any proper case even though not specifically

herein provided for. The Corporation and its Directors and Officers shall be fully protected in taking any action or making payment under this Article or in refusing to do so in reliance upon advice of counsel. The Corporation may purchase and maintain insurance on behalf of the person to be indemnified.

Change Record:

Original

Amended November 15, 2008

Amended May 14, 2016

Amended June 2, 2018