

BYLAWS

Adopted at a Meeting of The Membership

of

The Virginia Project

On August 16, 1997

and

Amended August 20, 2005

And

Amended August 17, 2013

And

Amended

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Article I - Name and Location

Section 1: The name of this corporation is the Virginia Project Inc., (d.b.a. Maine's First Ship) and its principal office shall be in Bath Maine.

Article II - Purposes

Section I: The purposes of this corporation are to memorialize the efforts of those who established a settlement near the mouth of the Kennebec River in 1607-8 and were the first English-speaking people to build an ocean going sailing vessel in North America the pinnace, *Virginia*;

- by building and operating a reconstruction of that vessel, to promote an understanding and appreciation of Maine's shipbuilding heritage and general history of this coastal region and its peoples;
- by developing and implementing the broadest possible range of educational programs, utilizing the research, design, construction, maintenance and operations acquired in the process; and thereafter
- by receiving and maintaining funds and applying the income and principal thereof for the aforesaid purposes; and
- by collaborating with local community groups to offer a wide range of programs on *Virginia* and elsewhere.

Section 2: To further the aforesaid purpose, this corporation may solicit, borrow, purchase or otherwise receive funds and other property real, personal and mixed, and interests therein, by gift, transfer, loan, devise or bequest and invest, reinvest, hold, manage, administer, expend, return, sell, convey or otherwise apply such funds and other property subject to such



conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, loan, devise or bequest.

Section 3. No part of the income or principal of this corporation shall inure to the benefit or be distributed to any member, director or officer of this corporation or any other private individual. In the event of the dissolution of this corporation all assets remaining after payment of all legal obligations shall be distributed by the Board of Directors or, upon application of the Board of Directors, by a court of competent jurisdiction, exclusively to an organization or organizations which then qualify as exempt under the provisions of Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended, but preferably to an organization or organizations qualified as aforesaid and possessing the capabilities required to further the implementation of the purposes of this corporation or to an organization or organizations qualified as aforesaid and serving educational, literary, historical or charitable purposes in Sagadahoc County, State of Maine, primarily for the benefit of the residents thereof and of the surrounding areas.

Article III – Funds

Section 1: The fiscal year of this corporation shall be from January 1 to December 31.

~~Section 2: Income received will be apportioned into separate funds: **operations, education, vessel and endowment.**~~

Section 2: An Annual Report of the corporation's financial and operating results made available to members **at the Annual Meeting.**

Article IV-Membership



Section 1: Any person desiring to promote the purposes of this corporation shall be eligible for membership.

Section 2: Classes of membership shall be determined by the Board of Directors.

Section 3: The Board of Directors may institute a dues schedule as deemed necessary to assure the ongoing operation of the corporation.

Section 4: Membership shall not be denied on the basis of age, sex, race, color, creed, ancestry, national origin, religious persuasion, marital status, sexual orientation, disability, or any other protected status.

Article V- Meetings of the Corporation

Section 1: The annual meeting of the corporation shall be held on a date 45 to 90 days after December 31 for the purpose of receiving reports of the officers and committees, electing officers and Directors and transacting any other business that may properly come before the meeting.

Section 2: Special meetings of the corporation may be called by the Board of Directors, or the President, upon written request signed by ten members in good standing.

Section 3: The notice of any meeting of the corporation shall contain the date, time, place and agenda of such meeting and be announced to the membership by postal or electronic mail at least ten days in advance of the meeting and such notice shall be deemed sufficient notification.

Section 4: Each member in good standing at the time of any meeting of the membership shall be entitled to one vote.

Section 5: Twenty-five members in good standing and present shall constitute a quorum at any meeting of the membership.



Article VI - Board of Directors

Section 1. This corporation shall be governed by the President and the Board of Directors who shall be responsible to the membership of this corporation for the policies, management, properties and finances of the corporation.

Section 2: The Board of Directors of this corporation shall consist of not less than eleven nor more than twenty-one members elected by the membership each of whom shall be and remain a member in good standing during his or her tenure of office.

Section 3: In addition to the annual meeting, the Board of Directors shall meet at least quarterly.

Section 4: A majority of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 5: In case of a vacancy on the Board of Directors for any reason whatsoever, other than vacancy existing as of the date of the annual meeting of the membership of the remaining directors, even though less than a quorum may choose a successor to serve for the remainder of the unexpired term.

Section 6: Each Director shall serve for a term of three years, and no longer than two consecutive terms. Former Directors are eligible for nomination after at least one year off the Board.

Section 7: Directors may be removed from the Board for any reason by a majority vote of the other Directors, or by a majority vote of the members present at the annual meeting.



Article VII - Officers

Section I: The officers of this corporation shall be elected by the membership at the **Annual Meeting** , shall serve a term of one year, and shall have and exercise powers and duties as follows:

- a. A President **or Co-Presidents** who shall be the chief executive officer(s) of the corporation and shall work in collaboration with the Executive Director be responsible for the administration of its policies and programs. The President(s) shall preside at all meetings of the membership and the Board of Directors, shall appoint all committee chairpersons, (except the chair of the nominating committee), shall be an *ex officio* of all committees (except the nominating committee) **He or she They** may sign checks drawn on the funds of the corporation in the absence of the Treasurer. **All decisions by Co-Presidents shall be unanimous and no single Co-President shall have more or less authority than the other.**
- b. Vice President(s) who may, in the absence of the President, perform all of the duties of the President, and shall perform such duties as assigned to by the President.
- c. A Secretary who shall keep the minutes of all meetings of the membership and of the Board of Directors and shall perform such duties as assigned **to him or her** by the President(s).
- d. A Treasurer who shall receive all contributions and other funds for and in the name of this corporation and deposit them in such bank or banks (or other financial entities) as the Board of Directors may select and shall draw thereon as appropriate for the payment of bills approved by the President(s). The Treasurer shall keep records of budgets and all appropriations authorized by the Board of Directors and maintain



regular books of accounts, submit financial statements at the annual meetings of the membership and of the Board of Directors and at such other times as the Directors or the President(s) may direct.

Section 2: Any officer may resign at any time by giving written notice to the Board of Directors to that effect.

Section 3: In case of a vacancy in any office for any reason whatsoever, the Directors, even though less than a quorum, shall choose a successor **to serve until the next annual meeting.**

Article VIII - Committees

Section 1: Immediately following the annual meeting of the corporation **Board** committees shall be appointed for the ensuing year by the President(s). **Committees focused on the essential, internal functions and strength of the Board could include Governance and Finance. Committees engaged in the external facing operations and civic work of the organization could include Programs and Facilities.**

An Executive Committee, consisting of the officers of the corporation and other members of the Board of Directors that may be appointed to this committee, may perform all the duties and exercise all the authority pertaining to the Board of Directors between regular or special meetings of the Board of Directors, subject to ratification of the Board of Directors at their next regular or special meeting. The President(s) will chair the Executive Committee.

~~b. The Development Committee's responsibilities shall be to coordinate raising funds for the corporation.~~

~~c. The Finance Committee's responsibilities are to manage the corporation's funds.~~



d. ~~The Governance Committee's responsibilities are to oversee and help ensure the functioning of the Board and individual Board Directors.~~

d. ~~A Publicity and Programs Committee's responsibilities are to develop, promote and coordinate the programs of the corporation subject to the approval of the Board of Directors.~~

e. ~~A Vessel Committee's responsibilities shall be to research, design, construct, maintain and operate the vessel *Virginia* in accordance with the mission and programs of the corporation.~~

f. ~~A Facilities Committee's duties shall be to maintain the facilities.~~

g. ~~An Education Committee's duties shall be to develop, implement and manage education programs consistent with the purposes of the corporation~~

h. ~~An Operations Committee's duties shall be to oversee office management, membership, volunteer administration and scheduling.~~

e. ~~Nominations Committee: At the Annual Meeting of the corporation, members shall elect a Nominating Committee, which shall present nominations for Directors at the next Annual Meeting of the corporation.~~

f. ~~The Board~~ may appoint from time to time other **standing or ad-hoc** committees that are consistent with the needs and purposes of ~~the corporation~~ such as Strategic Planning or Search Committee for higher level staff.



Article IX - Executive Director

Section 1:

Reporting to the Board of Directors, the Executive Director is responsible for managing the staff, programs, and the day-to-day operations in support of the mission.

The Executive Director is the primary contact representing the organization to the Public.

Section 2:

The Board is responsible for hiring and establishing the salary of the Executive Director.

Article IX - Conduct of Meetings

Section 1: All meetings of the membership, the Board of Directors and committees shall be conducted in accordance with Robert's Rules of Order to the extent that they are not inconsistent with the certificate or the bylaws of this corporation.

Article X - Amendments to the Bylaws

Section 1: The bylaws of this corporation or any part thereof may be amended at the annual meeting of the membership, the notice of which contains a statement of the substance of the proposed amendment or amendments. A two-thirds majority of members present shall be required to amend these bylaws.



Section 1: The board hires the executive director. The ED holds day-to-day responsibility for the organization. Make sure to specify the board's authority to terminate the executive director, including the number of votes needed to implement this decision; 2/3rds?

Significant Changes to the Bylaws.

1. Article I, Phippsburg changed to Bath
2. Article V, Section 2-reunitten for clarity
3. Article V, Section 2-added electronic mail
4. Article VI, Section I-added sentence regarding the Executive Director
5. Article VI, Section 3 (c) removed as it no longer seems to be relevant
6. Article VI, Removed Section 5 as redundant- See Article V Sections 2 &3
7. Article VI, Section 2 (b) minor rewrite for clarification

The remainder of the review involved correction of typos, the addition of capitalization and syntax changes where we defined it appropriate.

Mark Smith and Vincent Messler
June 15, 2005

Significant changes to the Bylaws, March 18, 2017

In August 2013, the MFS membership voted to change its fiscal year, but those changes were not updated into the bylaws at that time. Reference: Article III, Section 1 and Article V, Section 1.

Article VI, Section 1

- Deleted reference to the Executive Director
- Updated committee list to reflect current structure.



Article VIII

- Removed references to certain committee chairs needing to be members of the Board.
- Added new Committees and deleted others to reflect current structure.

Jeremy Blaiklock, Lori Benson, Dan Burchstead, and Allison Hepler
February 22, 2017

In January of 2022 and 2023, the Governance Committee reviewed and updated the bylaws to reflect best 501c3 practice. to formalize the possibility of shared board leadership, and to articulate the function and relationship of a paid chief executive
Major changes were made to the following four Articles...

VII Officers - Addition of "co-presidents" and the introduction of terms

VIII Committees - eliminating the enumeration of committees and articulating the principles to guide their yearly creation as stated in the bylaws

IX Language for ED

[The Blow-by-Blow Summary of Each Change....](#)

Article III

- remove restrictions of funds to prescribed buckets
- amend timeline of financial report to coincide with Annual Meeting

Article IV

etc

- Bring back references to ED's role
- Revise language around [committees](#) - reference [no standing committees](#) at all?
- Suggestions for revision from a Governance committee
- Recommit to Voting Membership, but add clarifying language