

Our Purpose and commitment to Membership remains strong and unchanged:

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.

Article IV-Membership

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

The corporation of MFS has a special designation as a Membership Organization in the state of Maine. This is unique, and challenging, and important to us to maintain the character of our organization. Hopefully you read the article in the winter newsletter and saw the piece about our change to open membership and increase giving potential... We can talk more about that.

Below you will see an overview of amendments to the Bylaws recommended by the Governance Committee and accepted by the Board of Directors of Maine's First Ship. We present these amendments to the Membership for a Vote to Accept or Deny

March 2023

<p>Article VI Board of Directors</p>	<p>No previous language To encourage development of the board</p>	<p><u>Section 6:</u> 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</p>
<p>Article VI Board of Directors</p>	<p>No previous language To allow for preserving health of the board</p>	<p><u>Section 7:</u> 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</p>
<p>Article VII Officers</p>	<p>Section 1. a. A <u>President</u> MFS has operated with a co-president arrangement in the past, and the goal is to make space for a collaborative arrangement when appropriate</p>	<p>a. A <u>President or Co-Presidents</u> And the addition of the following sentence All decisions by Co-Presidents shall be unanimous and no single Co-President shall have more or less authority than the other.</p>
<p>Article VIII Committees</p>	<p>An explicitly enumerated list of 9 committees and their functions as they were envisioned at the beginning of an all volunteer organization. Executive, Development, Finance, Publicity & Programs, Vessel, Facility, Education, Operation, Nominations a. An <u>Executive Committee</u> - listed out as first of nine committees with the same language seen at the right</p>	<p><u>Section 1:</u> Immediately following the annual meeting of the corporation, Board committees - with job descriptions and goals - shall be appointed for the ensuing year by the President(s) and Board. Committees focused on the essential, internal functions and strength of the Board would include Governance, Finance, and Development in some combination. Committees engaged in the external facing operations and civic work of the organization could include Programs and Facilities. 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. An <u>Executive Committee</u>, consisting of the officers of the corporation and other members of the Board of Directors that may be appointed to this committee by the President(s), 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</p>

		Directors at their next regular or special meeting. The President will chair the Executive Committee.
Article IX Executive Director	Previous language amended Added reference in 2015 & removed in 2017 Adding back in 2023	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.

Revisions & Edits for Consistency and Function

Article III Funds	<u>Section 2:</u> Income received will be apportioned into separate funds: operations, education, vessel and endowment. <u>Section 3:</u> An Annual Report of the corporation's financial and operating results shall be compiled within two months of fiscal year-end and made available to members.	Section 2 removed <u>Section 2:</u> An Annual Report of the corporation's financial and operating results made available to members at the Annual Meeting.
Article VII Officers	<u>Section 1:</u> The officers of this corporation shall be elected by the membership at the Annual Meeting from the current members of the Board of Directors and shall have and exercise powers and duties as follows:	<u>Section 1:</u> 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:

<p>Article IV Membership</p>	<p><u>Section 2:</u> Classes of membership shall be determined by and announced by the Board of Directors. <u>Section 3:</u> The Board of Directors shall institute a dues schedule as required to assure the ongoing operation of the corporation.</p>	<p><u>Section 2:</u> Classes of membership shall be determined by the Board of Directors. <u>Section 3:</u> The Board of Directors may institute a dues schedule as deemed necessary to assure the ongoing operation of the corporation.</p>
<p>throughout</p>		<p>Other changes in grammar - pronouns, prepositions, punctuation - and spelling for clarity</p>