

US Vintage Model Yacht Group

Bylaws

Article I - Name

The organization shall be known as the **United States Vintage Model Yacht Group** (hereafter referred to as the US VMYG).

Article II - Office Location/Calendar Year

1. The US VMYG is a national organization with an address at:
309 Sundance Drive, Chester Springs, 19425.
2. The operating period of the US VMYG is a calendar year.

Article III - Organization

The US VMYG shall operate as a non-profit corporation, maintaining tax exempt status and following the provisions stated under Section 501(c)(3) of the Internal Revenue Code.

Article IV - Purpose

The mission of the US VMYG is to honor the early years of the hobby of model yachting through the preservation, education, and promotion of older model yachts and to encourage individuals to learn about and appreciate the historical significance of this pastime.

The organizational focus US VMYG will be to:

- study of the history of the sport of model yachting for educational purposes.
- educate about older model yachts.
- preserve the techniques that enable building and restoration of model yachts.
- develop out-reach activities in support of the mission.
- develop a permanent model yachting center with a museum, library, archive, workshops, and a sailing venue to collect, display and teach the skills and techniques required to enjoy model yachting.
- develop things that ensure the longevity of the history of model yachting.
- encourage the collection and exhibition of model yachting artifacts.
- educate others about model yachting; its history; the construction, restoration, and sailing of model yachts.
- publish a periodic journal and maintain a website.

Article V – Board of Directors (Board)

1. The management of the USVMYG shall be vested in the Board of Directors.
2. The Board must have a minimum of 5 members and no more than 11 members.
3. The Board shall manage the organization by approving necessary functions and policies.
4. The Board officers shall consist of five members (5) members: the President, Treasurer, Secretary, one Coordinator and the Journal Editor.
5. Vacancies on the Board shall be filled by the Board for the remaining term of the vacating or withdrawing member.
6. Due to the nature of this organization the President will be elected by the general membership when agreed necessary by the Board.

7. The term of a board member will be five years.
8. The Board may establish other leadership roles to enhance the achievement of the objectives of the organization.
9. The Board may change the organizational structure of the US VMYG to reflect the needs of the organization.
10. The Board may establish standing and ad hoc committees to benefit the US VMYG.
11. Board members can be removed by majority vote of the Board.
12. All Board members must sign a conflict-of-interest agreement.

Article VI – Duties of the Officers

1. The President shall call and preside over all meetings of the Board and shall be responsible for the general administration of the business of the organization.
2. The Secretary shall keep a careful record of all the proceedings of the organization and shall perform such other duties as pertain to the office of Secretary. The Secretary shall keep the social media platforms up to date.
3. The Treasurer shall be responsible to oversee the handling of all funds of the organization and shall submit an annual financial report at the fall meeting. The Treasurer shall also maintain the list of active US VMYG members.
4. The Coordinator shall be responsible to communicate with the class and regional coordinators the business of the US VMYG. And will also serve as the parliamentarian.
5. The Journal Editor will maintain contact with the membership to ascertain interest and solicit articles to meet those needs. The editor shall maintain the list of Journal/website features and solicit and organize submissions for publication.

Article VII – Board of Directors Meetings and Quorum

1. Due to the nature of the organization, it will use technology (i.e., video conferencing) to convene meetings and conduct the work of the organization.
2. The President shall have the authority to call regular Board meetings and call committee meetings to address specific issues that may arise.
3. The meetings will function under *Robert's Rules of Order*.
4. The Board shall meet as often as needed to conduct its business, but no less than four times per year.
5. The meeting agendas are established by the President.
6. Three members must be present to constitute a quorum.
7. A majority of those present at a meeting may approve a motion.
8. Each member of the Board is entitled to one vote.
9. A meeting of the organization may be called at the written request of the members of the Board.

Article VIII - Membership

1. The organization shall constitute the initial membership of the Board and the regular membership of the organization at the time of organization.
2. The members of the Board must be members in good standing of the US VMYG.
3. Regular members are dues paying members, regular or life members.
4. Associate members are those members who are receiving complimentary membership as a museum director/curator or a school director.

5. The yearly membership dues will be set by the Board and may be changed with due cause by a majority vote of that group.
6. Each member shall pay the dues indicated by the Board for that membership level.
7. Membership renewal occurs with the 1st issue of the newsletter each calendar year.
8. Any member whose dues remains unpaid as of March 31st of the current calendar year shall be placed on an inactive list, considered as having resigned and will no longer receive the journal or other distributions.
9. An inactive member may not participate in the Group's activities.
10. Removal of regular, life or other members may be taken up by the Board. The Board may remove a member, by a majority vote, for behavior unbecoming of a member of the US VMYG.
11. Notice of all full membership meetings, regular or special, shall be given to each member at least two weeks prior to the meeting. In case of special meetings this notice shall state the purpose for the meeting.
12. The Board will hold one general membership meeting each year.

Article IX - Modification to the Bylaws

Any or all of the Bylaws may be amended, altered, or repealed by a majority vote of the Board.

Article X - Indemnification of the Board and Officers and Limitation of Personal Liability

1. Personal Liability of Directors: The organization shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of that person's being or having been a director, officer, employee, or agent of the organization or of any other enterprise at the request of the organization.
2. Notwithstanding the foregoing, the organization has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization against any liability asserted against or incurred by him in any such capacity or arising out of his status as such. Such insurance may be provided by the organization at the sole discretion of the Board.
3. Limitation of Directors' personal liability: No director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:
 - a. the director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance; and
 - b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness, provided, however that the provisions of this section shall not apply to:
 - i. the responsibility or liability of a director pursuant to any criminal statutes; or
 - ii. the liability of a director for the payment of taxes pursuant to local, state, or federal law.
 - iii. Standard of care of directors and justifiable reliance by directors: A director shall stand in a fiduciary relation to the organization and shall perform his duties as a director, including his duties as a member of any

committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

4. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data in each case.

Article XI – Communications with Members

The primary vehicle of communications for the US VMYG shall be the use of electronic sources (i.e., computer, Internet, and emails).

1. The US VMYG will maintain a website (<http://www.usvmyg.org/>) which will post information pertinent to the activities of the group.
2. Various pieces of information will be posted on social media platforms such as Facebook and YouTube.
3. The US VMYG will publish a Journal at least three times per year.

Article XII - Finances

1. No member of the Board takes any remuneration for the time spent as a member.
2. Any expenses incurred by a Board member will be paid upon authorization of the President and the Treasurer.
3. The Organization may receive donations for the furtherance of its work. Receipts shall be issued for all donations received.
4. In the event of the dissolution of the USVMYG, any material assets (i.e., plan collection, electronic files, model collection, and other artifacts) shall be given to The Mystic Seaport Museum, to be incorporated into the American Model Yachting Collection. The cash assets, once all outstanding debts are paid, shall be distributed to the Mystic Seaport Museum to benefit the American Model Yachting Collection.