

# **BYLAWS OF THE NAUTICAL RESEARCH GUILD, INC.**

## **PREAMBLE**

The Nautical Research Guild or NRG is incorporated as a not-for-profit corporation in the State of Maryland. Its mission is to advance ship modeling through research, while also providing a forum to promote the interests of maritime artists, historians and scholars.

## **ARTICLE I**

### **MEMBERSHIP AND DUES**

#### **SECTION 1 – Regular Member**

Any person or organization, foreign or domestic desiring membership in the NRG shall be admitted without regard to age, gender, race, nationality, color or creed upon application and payment of the annual dues.

#### **SECTION 2 – Associate Member**

Any person, foreign or domestic, desiring membership in the NRG who is a registered member in good standing of Model Ship World (MSW) shall be admitted without regard to age, gender, race, nationality, color or creed upon application. An Associate member is automatically converted to a Regular Member upon payment of the annual dues.

#### **SECTION 3 – Junior Member**

Any person under age 18, foreign or domestic desiring membership in the NRG shall be admitted without regard to gender, race, nationality, color or creed upon application and payment of the annual Junior Member dues. Upon the renewal anniversary after said Member's 18<sup>th</sup> birthday, the Member will automatically be converted to a Regular Member after payment of Regular Member annual dues.

#### **SECTION 4 – Honorary Member**

Based on significant contributions to the NRG, a person or organization may be nominated by any Regular Member for consideration of Honorary Membership in the NRG. Approval shall require the unanimous vote of the Board. Previous Regular Membership to the NRG is not required for nomination as an Honorary Member. Renewal of Honorary Membership shall be reviewed by the Board on an annual basis.

#### **SECTION 5 – Life Member**

Based on extraordinary service to the NRG, a Regular Member may be nominated by any Director for consideration of Life Membership in the NRG. To be considered for Life Membership, this individual must have been a Regular

Member in good standing for at least the prior ten (10) years. Approval shall require the unanimous vote of the Board.

#### SECTION 6 – Dues

- A. Annual dues of Regular Members shall be established by the Board of Directors.
- B. The Board may designate additional levels of recognition based on monetary donations to the NRG.
- C. Associate, Honorary and Life members shall not be required to pay dues.
- D. Regular and Life Members are eligible to vote in all NRG elections.
- E. Honorary Members are not eligible to vote in NRG elections unless the Honorary Member was a Regular Member prior to being admitted to Honorary Membership.
- F. Associate and Junior Members are not eligible to vote in NRG elections.

#### SECTION 7 – Voting Eligibility

- A. Regular and Life Members are eligible to vote in all NRG elections.
- B. Honorary Members are not eligible to vote in NRG elections unless the Honorary Member was a Regular Member prior to being admitted to Honorary Membership.
- C. Associate and Junior Members are not eligible to vote in NRG elections.

#### SECTION 8 – Retraction of Membership

- A. Regular and Junior Membership in the NRG may be revoked for the following reasons:
  - 1. Membership in the NRG may be revoked for the following reasons:
    - a. Failure to pay for goods or services provided by a vendor advertising in the Journal.
    - b. Failure to conduct good faith transactions with another NRG member.
    - c. Failure to pay the annual dues.
  - 2. The involved Member will be given written notice, via surface or electronic mail, of the intent for revocation of membership. The Member will have thirty (30) days to respond to the notice of revocation.
  - 3. In case of a dispute, the Board would solicit written testimony from involved parties and render a decision.
  - 4. Revocation of Membership would require unanimous consent of the Board.
- B. Honorary and Life Membership in the NRG may be revoked for the following reasons:
  - 1. Membership in the NRG may be revoked for the following reasons:
    - a. Failure to pay for goods or services provided by a vendor advertising in the Journal.

- b. Failure to conduct good faith transactions with another NRG member.
  2. The involved Member will be given written notice, via surface or electronic mail, of the intent for revocation of membership. The Member will have thirty (30) days to respond to the notice of revocation.
  3. In case of a dispute, the Board would solicit written testimony from involved parties and render a decision.
  4. Revocation of Membership would require unanimous consent of the Board.
- C. Associate Membership in the NRG may be revoked for the following reasons:
  1. Membership in the NRG may be revoked for the following reasons:
    - a. Failure to pay for goods or services provided by a vendor advertising in the Journal or MSW.
    - b. Failure to conduct good faith transactions with another NRG member.
    - c. Loss of membership in MSW.
  2. The involved Member will be given electronic mail notice of revocation.
  3. There is no appeal process
  4. Loss of Associate Membership does not prevent said individual from applying for Regular Membership in the NRG.

## **ARTICLE II**

### **CHARTERED CHAPTERS**

#### **SECTION 1 – Chapter Charters**

1. Any group of five or more Regular Members may apply for a Chapter Charter from the Board of Directors.
2. Each application for a Chapter Charter must include the Chapter name, which must be approved by the Board, a completed application and the required application fee.
3. Application for a Chapter Charter is not a guarantee of acceptance as a Chapter.
4. Each Chapter will renew their Charter annually at a fee to be determined by the Board on the anniversary of their acceptance as a Chapter. Failure to renew their Charter within sixty days of the anniversary date will result in immediate revocation of the Charter.
5. No group may function as a NRG Chapter without a current Charter.
6. Chapters and their members, including the Chapter's non-NRG members, shall not engage in any behavior which could be counter to the interests of the NRG. Failure to conform may result in revocation of the Charter by the Board.

**ARTICLE III**  
**GOVERNANCE**

The organizational structure of the Guild shall consist of a Board of Directors, Appointed Officers and Assistants.

**SECTION 1 – Board of Directors**

- A. The Board of Directors or Board shall be composed of up to seven Directors elected by the Regular and Life Membership. Each Director shall serve a three-year term, commencing on February 1 following his or her election and ending on January 31, three years later unless terminated by resignation, death or removal for cause by the Board of Directors. The Board may appoint an interim Director should a vacancy occur between elections. The interim Director shall finish the term of the Director he or she replaced. There are no term limits for Directors.
- B. The Directors shall elect a Chairman of the Board annually from their number at the first Board meeting after January 31. A Director may only be re-elected Chairman twice successively but may then be re-elected as Chairman after a hiatus of at least one year. If the Chairman should resign either from Chairmanship or from the Board, a new Chairman shall be elected within ninety (90) days after the effective date of resignation.
- C. Directors shall sign a Confidentiality Statement annually.

**SECTION 2 – Appointed Officers**

- A. The Board shall appoint each year from the Regular or Life Membership a Secretary and a Treasurer. A Member may be appointed to multiple offices. Directors are not eligible to be Appointed Officers.
- B. All Appointed Officers shall sign a Confidentiality Statement annually.

**SECTION 3 – Assistants**

Assistants are be appointed by the Board to assist with the routine operations of the NRG. Assistants need not be Members and may be paid for their activities. Directors are not excluded from being appointed as Assistants. Any Assistant who is paid for their activities does so as an independent contractor. The term of

appointment for an Assistant shall be set by the Board at the time of appointment.

## **ARTICLE IV**

### **DUTIES**

#### **SECTION 1- Board of Directors**

##### **A. Meetings.**

1. There shall be a minimum of four regular Board meetings annually and, with advice from the Appointed Officers and Assistants, shall formulate the governing policies of the NRG. These meetings may be in person or via electronic communication. Four Directors shall constitute a quorum for the transaction of business. Each Director shall have one vote and all decisions may be approved by a simple majority of the Directors. There shall be no proxy voting. At least ten (10) days written notice shall be sent by electronic mail to each Director and Officer stating the date, time, and location of any regular Board meeting. Based on the proposed agenda for the meeting, the Board may invite Appointed Officers, Assistants or other individuals or organizations to participate in the meeting with voice but without vote.
  2. Special meetings may be called from time to time at the request of the Chairman of the Board or upon petition from a majority of the Directors of the Board. At least three days written notice shall be sent by electronic mail to each Director and Officer stating the date, time, and location and agenda of any special Board meeting.
  3. Directors must attend at least two-thirds (2/3) of all regular Board meetings annually unless attendance has been waived by vote of the Board.
- B. The Board of Directors shall appoint Officers and Assistants.
- C. The Board of Directors shall approve an annual operating budget. The Treasurer, based on the inputs from a budget call to the Directors, Appointed Officers and Assistants shall prepare this budget. Any proposed expenditure beyond those identified in the approved budget shall be submitted to the Board for its action.
- D. The Board of Directors shall have the authority to enter into contracts on behalf of the NRG.
- E. The Board of Directors may establish committees to facilitate the work of the Board. Each committee shall have a chair. Additional committee membership will be established by the Board as needed. Committees will

report their activities to the Board and have no independent authority to enter into contracts on behalf of the Board.

- F. Directors shall declare potential conflicts of interest regarding matters before the Board.
- G. The Board of Directors may establish Policies as necessary to facilitate management or governance of the NRG.
- H. The Board of Directors shall submit an annual statement to the Membership.

## SECTION 2 – Chairman of the Board

- A. The Chairman shall oversee Board functions, call regular meetings of the Board and perform other duties as assigned by the Board.
- B. The Chairman shall have the authority to sign all documents on behalf of the NRG as authorized by the Board. The Chairman shall sign “as Chairman” or “as President”, depending on the requirements of the document being signed.
- C. The Chairman shall assure that notice of all Member and Board meetings is duly given in accordance with the Bylaws.
- D. The Chairman shall set meeting agendas and oversee regular meetings of the Board.

## SECTION 3 - Appointed Officers and Assistants

### A. Secretary

The Secretary shall record and maintain the minutes of all meetings of the Board of Directors unless the Board meets in executive session. In said case, one of the Directors will be assigned to take the minutes of the executive session. In addition, the Secretary shall prepare ballots, supervise elections of Directors, prepare the Secretary’s Newsletter (SNL) and undertake related responsibilities as assigned by the Board of Directors.

### B. Treasurer

The Treasurer shall establish bank accounts, maintain the financial records of the NRG and report thereon to the Board of Directors, accept and deposit dues and any other payments made to the NRG, prepare and submit the annual operating budget, including arrangements for approved special projects and make all disbursements on behalf of the NRG within the constraints of the approved budget. The Treasurer shall prepare an annual financial report and shall submit a summary of this report for publication in the SNL.

### C. Assistants

Assistants shall provide services as required by the Officers and Directors.

## **ARTICLE V**

### **ELECTIONS**

#### **SECTION 1 – Election of Directors**

- A. An election of Directors shall take place each year. Each Director shall serve a three year term. A call for nominations shall be published in the Fall issue of the SNL. Nominees must be Regular Members in good standing during the two years immediately preceding the election. Nominations must contain a statement signed by the candidate describing his or her qualifications for office, affirming his or her willingness and ability to serve and to attend scheduled meetings of the Board of Directors. The candidate must also provide an endorsement letter signed by at least two Regular or Life Members. All nominations shall be submitted to the Secretary via surface or electronic mail.
- B. Prospective candidates shall have at least forty-five (45) days after the SNL has been posted to submit the required documentation to the Secretary of the Guild.
- C. Incumbent and Appointed Directors shall have the right to nominate themselves without additional endorsements.

#### **SECTION 2 - The election shall be conducted in one of two ways:**

- A. Contested Election - The names of the nominees and their requisite statements shall be presented by the Board to the Membership by a special mailing (surface or electronic) or by inclusion in the Winter issue of the SNL. Voting will remain open for forty-five (45) days after the mailing or SNL has been posted. Ballots may be returned by surface mail or electronically at the discretion of the Board. If membership has expired, a returned ballot would be accepted only with dues renewal. The nominee(s) with the greatest number(s) of votes shall be elected to the announced vacancy (ies). The Board shall select an independent auditor to count and tabulate the ballots, whose results shall be published in the Spring issue of the SNL.
- B. Uncontested Election – Should there be only a sufficient number of nominees to fill existing vacancies, the Board shall direct the Secretary to cast a single ballot electing those nominees.

## **ARTICLE VI**

### **REMOVAL OF DIRECTORS OR OFFICERS**

#### **SECTION 1 – Chairman**

The Chairman of the Board may be removed without cause by a two-thirds vote of the remaining Directors if the Board believes that the Chairman no longer represents the mission of the NRG. This individual may continue to serve on the Board as a Director.

#### **SECTION 2 – Directors**

- A. Should a Director fail to attend at least the minimum number of regular meetings in a year, the Board may declare the seat vacant.
- B. A Director may be removed for cause by a two-thirds vote of the remaining Directors.

#### **SECTION 3 – Appointed Officers**

Appointed Officers may be removed from service by a two-thirds vote of the Board.

#### **SECTION 4 – Assistants**

Assistants may be removed from service upon a simple majority vote of the Board. Employment contracts between the Assistant and the NRG supersede the Bylaws.

## **ARTICLE VII**

### **MEETINGS**

#### **SECTION 1 – Annual Meeting**

- A. The Board of Directors will establish the date, place and time of the Annual Meeting of the Membership. This Meeting may be held at a national conference or via electronic media at the sole discretion of the Board.
- B. The agenda for the annual meeting will be set by the Board. All requests for agenda items must be submitted to the Chairman of the Board for consideration at least thirty (30) days before the Annual Meeting.
- C. Only Regular, Junior and Life Members may attend the Annual Meeting.



## SECTION 2 – Other Meetings

Other national meetings and regional conferences may be called at the discretion of the Board to further the mission of the NRG.

## ARTICLE VIII

### PUBLICATIONS

It is the mission of the NRG to advance ship modeling through research. To help achieve its mission, the NRG will publish an illustrated quarterly journal to contain articles, transcripts of maritime documents, plans, artwork and other material relevant to the mission of the NRG.

#### SECTION 1 - Frequency

The Journal shall be published a minimum of four times a year. A copy of each issue of the Journal shall be sent without charge to every Regular, Junior and Life member.

#### SECTION 2 - The Editor

- A. The Board shall select an Assistant to be the Editor of the Journal.
- B. This Editor shall be an independent contractor.
- C. The Board shall provide general guidelines for the Editor to follow in selecting and preparing material for inclusion in the Journal.
- D. The Board shall, after consulting with the Editor, establish a budget for the Journal, consistent with other financial needs of the Guild.
- E. The Editor shall make all reasonable efforts to operate within the budget established by the Board and to inform the Board as early as possible of any deviations from the budget.
- F. The Editor shall edit and prepare the Journal for publication. The Journal shall include articles, plans, illustrations, and such other content as determined by the Editor upon approval from the Board, at their sole discretion. The Editor shall not be obligated to use any submitted materials and may edit before publishing any and all materials as required.
- G. The Editor shall propose any significant changes in editorial content or design of the Journal to the Board and obtain their approval prior to implementation.

## **ARTICLE IX**

### **SPECIAL PUBLICATIONS**

#### **SECTION 1**

The Board reserves the right to publish, on behalf of the NRG, separate special materials and books in addition to the Journal. Approval of arrangements with authors of such special materials and books rests solely with the Board of Directors.

#### **SECTION 2**

The Secretary's Newsletter (SNL) shall be written by the Secretary and distributed to every Member. Contents may include, but are not limited to, notices, ballots, election results, Board comments, Officer's comments and other time dated information.

## **ARTICLE X**

### **AUDITS**

The Board of Directors shall appoint a committee to audit the financial records of the Guild annually. The findings of the audit committee shall be published in the SNL.

## **ARTICLE XI**

### **GRANTS**

#### **SECTION 1**

The NRG may, as a non-profit organization, seek and accept financial assistance from individuals, government agencies, corporations and foundations for the purposes of advancing ship modeling through research.

#### **SECTION 2**

The NRG may award grants to assist individuals or organizations that are consistent with the goals of the NRG. The value and restrictions of such grants shall be determined by the Board of Directors.

## **ARTICLE XII**

### **ADOPTION**

These Bylaws shall constitute a repeal of all prior Bylaws.

**ARTICLE XIII**  
**AMENDMENTS**

**SECTION 1**

Amendments or repealers to these bylaws may be proposed by the Board of Directors or by petition endorsed by a minimum of twenty-five (25) Regular Members.

**SECTION 2**

Proposed amendments to these bylaws, along with voting instructions, shall be presented in the Journal, the SNL or via special mailing to all Regular and Life Members. A minimum of forty-five (45) days after posting the proposed amendments shall be allowed for voting. Approval of the proposed amendments shall require a two-thirds majority of the ballots received. The Board shall appoint an independent auditor to count and tabulate the ballots. The results shall be published in the SNL.

**SECTION 3**

The Bylaws shall be reviewed by the Board annually.

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Approved by the membership this first day of February, 2018  
Ballot for this change was in the Winter, 2017 Secretary's Newsletter.

Mitch Michelson  
Chairman of the Board of Directors