

**BYLAWS**  
**PROJECT LIBERTY SHIP, INCORPORATED**  
REVISED NOVEMBER 27, 2004

**ARTICLE I**

**NAME**

The name of the organization shall be PROJECT LIBERTY SHIP, INCORPORATED.

**ARTICLE II**

**STATUS**

Project Liberty Ship, Incorporated, hereinafter referred to as Project Liberty Ship or the Project, is a corporation founded under the laws of the state of Maryland. It is a not for profit corporation as defined under the laws of the United States and the state of Maryland. The corporation has only those powers conferred upon it by the laws of the state of Maryland and by its membership.

**ARTICLE III**

**PURPOSE**

Project Liberty Ship's mission is to preserve, maintain, and operate (sail) the Liberty ship S.S. JOHN W. BROWN as a maritime museum and as a memorial to the men and women of American industry who built the great Liberty ship fleet and to the merchant mariners and U.S. Navy Armed Guard crews who sailed and defended them during World War II.

**ARTICLE IV**

**HOME PORT**

The S.S. JOHN W. BROWN shall be home ported on the Chesapeake Bay or its tributaries as close to Baltimore harbor as possible.

**ARTICLE V**

**MANAGEMENT**

- A. **COMPOSITION OF THE BOARD OF DIRECTORS.** Project Liberty Ship shall be managed by a board of directors, hereinafter referred to as the Board, consisting of officers elected in accordance with Article VI. D. 3 and 4 and of not fewer than fifteen members of the Project elected at the annual meeting, in accordance with Article V. B and C, by a plurality of the members in good standing present in person or voting by mail. The master of the S.S. JOHN W. BROWN shall be an ex officio member of the Board. Members of the Board shall serve without compensation.
- B. **NOMINATIONS.** At the November meeting of the Board, the Board shall appoint a nominating committee of three members of the Project to recommend to the Board a list of candidates for the Board of Directors. Upon approval by the Board the names shall be posted in the crew mess aboard the S.S. JOHN W. BROWN not fewer than fifteen days prior to the annual meeting. Additional nominations may be made by mail or from the floor before January 15<sup>th</sup>. Such candidates shall have stated in writing their intentions to serve if elected. The list with directions for voting by mail shall be sent to all members, to be received by them no later than fifteen days prior to the annual meeting. Mail votes must be received by the secretary no later than the day before the annual meeting.
- C. **TERMS.** The terms of directors shall be four years, arranged so that the terms are staggered.

- D. **REMOVAL FROM OFFICE.** Any member of the Board may be removed from office by a majority vote of the members in good standing present in person or voting by mail at either a general meeting or a special meeting called in accordance with these bylaws.
- E. **REPLACING A BOARD MEMBER.** In the event of the removal, resignation, or death of a Board member, the chair with the concurrence of the Board may appoint a member of Project Liberty Ship to serve as a replacement until the next annual meeting, at which time an election shall be held to fill the unexpired term of the previously elected director.

## ARTICLE VI

### BOARD OF DIRECTORS

- A. **OFFICERS.** Officers of Project Liberty Ship shall consist of a chair, vice chair, president, vice president, secretary, and treasurer.
- B. **DUTIES OF THE OFFICERS.** The Board shall specify duties of officers besides those required by the bylaws.
  - 1. The chair shall preside over Board and general meetings of the Project and shall facilitate the Board's fulfilling its duties and responsibilities.
  - 2. The vice chair, when possible a U.S. Navy Armed Guard veteran, shall preside over Board and general meetings in the absence of the chair.
  - 3. The president shall serve as chief executive officer of the Project and shall preside over Board and general meetings in the absence of the chair and vice chair.
  - 4. The vice president shall fulfill the president's obligations when the president is absent.
  - 5. The secretary shall keep a correct record of the proceedings of Board and general meetings and shall fulfill the duties both stated and implied in these bylaws.
  - 6. The treasurer shall oversee accounts of all moneys received and expended by the Project and shall conduct financial matters so as to maintain the Project's 501C3 status.
  - 7. The Board may set penalties for misconduct of members. The penalties may include suspension and revocation of membership.
- C. **MEETINGS.** The Board shall meet on a regular basis no fewer than six times annually at a time and place designated by the chair. Additional meetings shall be held whenever necessary as determined by the chair. Special meetings of the Board may be called by the chair and shall be called by the secretary upon the request of a majority of the members of the Board. The secretary shall notify the members of the Board of special Board meetings. At meetings of the Board, a quorum shall consist of not fewer than a majority of the Board. Unless otherwise determined by the Board, proceedings shall be conducted in accordance with Roberts Rules of Order, revised.

- D. **DUTIES AND RESPONSIBILITIES OF THE BOARD.** Consistent with these bylaws, the Board shall:
1. Be responsible for the administration of Project Liberty Ship and transact all Project Liberty Ship business.
  2. Be responsible for the maintenance and operation of the S.S. JOHN W. BROWN.
  3. Every two years elect or re-elect from the members of the Board a chair and a vice chair to serve as officers at the pleasure of the Board.
  4. Every two years elect or re-elect a president, vice president, secretary, and treasurer to serve at the pleasure of the Board.
  5. Create and abolish standing and select committees.

## **ARTICLE VII**

### **HONORARY TRUSTEES**

Honorary trustees, hereinafter referred to as trustees, shall be appointed by the Board. Designation as a trustee shall be reserved for individuals who have made a significant or special contribution to the goals of Project Liberty Ship or whose status in society and interest in the Project enable them to be of considerable assistance to the Project. Trustees shall serve at the discretion of the Board. They shall not be assigned specific duties but may be requested to assist the Project from time to time. They shall be free to attend meetings of the Board at any time but they shall have no vote unless elected to the Board.

## **ARTICLE VIII**

### **MEMBERSHIP**

- A. **QUALIFICATION.** Upon payment of dues set by the Board, membership in Project Liberty Ship shall be open to all individuals and corporations who wish to join.
- B. **VOTING.** Each member in good standing under this article shall be entitled to one vote in the affairs of Project Liberty Ship, either in person or by mail. Whenever the bylaws refer to voting by mail, it is understood that the membership shall have been given directions on voting procedures. Corporate membership shall convey no voting rights.
- C. **DELINQUENT MEMBERS.** A dues notices and if necessary a second notice shall be sent to each member's last address of record. Members failing to pay dues before the 15<sup>th</sup> day of the month following that in which a second notice had been sent shall be dropped from the membership roll.

## **ARTICLE IX**

### **MEMBERSHIP MEETINGS**

- A. **ANNUAL MEETING.** An annual meeting of the members of the Project to elect directors, receive reports, and transact other business shall normally be held on the first Saturday in April of each year. With two months advance notice to the members, the Board may move the date of the annual meeting.
- B. **GENERAL AND SPECIAL MEETINGS.** Besides the annual meeting, the Project shall hold general meetings on the first Saturday of each month. No meetings shall be held on legal holidays recognized by the state of Maryland. Meetings shall be held aboard the S.S. JOHN W. BROWN unless it is not available, in which case the chair may cancel the meeting or designate another meeting place. No more than three monthly meetings in succession shall be canceled. Additional monthly meetings may be held at the discretion of the Board. Also,

- C. **NOTICE.** Notice of regularly scheduled meetings need not be given. Notice of special meetings shall be issued by the Board to be received by the membership at least five days before the time appointed for the meeting.
- D. **QUORUM.** Thirty members shall constitute a quorum at the annual and general meetings.

**ARTICLE X**

**PAY AND REIMBURSEMENT**

- A. **REIMBURSEMENT.** Unless authorized by a plurality of the membership, officers, directors, trustees, and members of the ship's crew shall serve without pay. They shall, however, be reimbursed by the treasurer for authorized expenses.
- B. **AUTHORIZATION.** No money shall be paid by Project Liberty Ship for bills contracted by any member unless authorized by the Board.

**ARTICLE XI**

**MISCELLANEOUS**

- A. **INTERPRETATION.** Any question as to the meaning or proper interpretation of any provision of these bylaws shall be determined by the Board.
- B. **CHANGING BYLAWS.** A two-thirds vote of the members in good standing and present in person or voting by mail at the annual meeting shall be required to change or make any bylaw. The secretary shall receive written notification of any proposed changes or additions to the bylaws at least two months before the meeting at which the proposal will be voted on. The secretary shall notify the membership of the proposal with instructions on how to vote by mail. Mail ballots must be received by the secretary no later than the day before the annual meeting.
- C. **NOTICE.** Whenever in these bylaws notice to members is required, the mailing of such notice to the last known address of the members shall constitute notice.
- D. **LIABILITY.** Whereas the state of Maryland has adopted laws which limit the liability of the officers and trustees of nonprofit corporations, the Board affirms that the officers and trustees of Project Liberty Ship shall be governed by the provisions of the said limitation of liability statutes.
- E. **CONSTRUCTION.** Nothing in these bylaws shall be construed as in any way to restrict, modify, or interfere with the laws of the United States and the state of Maryland and any rules and regulations lawfully promulgated thereunder.

This revision of the bylaws of Project Liberty Ship was approved by the Board of Directors of Project Liberty Ship at a meeting of the Board on November 27, 2004. It was voted and adopted by the General Membership at the Annual Meeting held on April 2, 2005.

\_\_\_\_\_  
Chair, Board of Directors

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date