

**BYLAWS
OF THE**

**AMPHIBIOUS FORCES
MEMORIAL MUSEUM**

Version 2013-03-24 Final

Article I. Name, Location and Purpose

Section 1.01 The name of this organization shall be Amphibious Forces Memorial Museum ("AFMM"), a nonprofit organization incorporated in Oregon. Offices of the AFMM shall be in Portland, Oregon and/or in such other localities as may be determined by the Board of Directors ("Board").

Section 1.02 The AFMM shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution ("bylaws"), as the same may from time to time be amended.

Section 1.03 Organization Mission

- (a) To collect, preserve, protect and perpetuate the history of Amphibious Forces from to the present.**
- (b) To educate the public on the rich naval maritime heritage which has played in the country's history; and the importance of preserving historic naval ships for future generations.**
- (c) To serve as a resource available to educational institutions, our ships, artifacts, and veteran sailor's and soldier's documentation will present in context, a comprehensive insight into the partnership of industry, labor and evolving military necessity to solve the tactical and practical matters required to respond the conflagration of WWII and continuing employment of military power into the present."**
- (d) To serve as a tribute and provide an opportunity for the reflection on the accomplishments of the Amphibious Forces in wartime and the application of military technology to civilian enterprise, wherever the need to move men and equipment ashore from seagoing vessels is required.**

Article II. .Membership

Section 2.01 General Statement

- (a) Membership in the AFMM shall be available to any individual, Museum, corporation, or firm interested in promoting the objectives of the AFMM and who agrees to abide by these bylaws and render prompt payment of dues as required by the Board.**

Section 2.02 Classes of Membership

(a) Regular Members:

- (i) Regular members shall pay annual dues as determined by the Board and shall have full member voting privileges.**
- (ii) Each regular member of this organization is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings is by show of hands, or by secret ballot. There shall be no fractional votes, nor shall there be votes by proxy.**
- (iii) The Board may, from time to time, award regular membership to individuals for special recognition. These individuals shall have all the privileges of regular members. (Crew).**

(b) Life Members

- (i) Life members shall pay a one-time fee as determined by the Board.**
- (ii) Upon confirmation of life membership status, life members will not be required to pay annual dues**
- (iii) Life members shall have full voting privileges as that of regular members.**
- (iv) Each life member of this organization is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings is by show of hands, or by secret ballot. There shall be no fractional votes, nor shall there be votes by proxy.**

(c) Plankowners:

- (i) Plankowners are those members who played a major role in the development of a particular project designated as such by the Board. The role may be in the actual reconstruction of a vessel or the significant financial assistance toward the completion of a designated plankowner project.**
- (ii) Members under consideration as Plankowners shall have their names presented to the Board. Final selection as Plankowners shall be made by unanimous decision of the Board.**

- (iii) Plankowners shall have all the rights and privileges accorded that of a Life Member of this organization.**

Section 2.03 Qualification for Membership

- (a) Each regular or life member must be eighteen (18) years of age at the time of application**
- (b) Each candidate for membership may be subject to an interview by a Director, Membership Committee or an appointee selected by the Board.**

Section 2.04 Dues and/or Fees

- (a) Membership dues shall be at such a rate or rates as may be from time to time prescribed by the Board, payable annually in advance.**
- (b) The dues schedule shall be reviewed annually in August of every year by the Board and notice of any changes in dues shall be made no less than sixty days prior to the end of the calendar year.**

Section 2.05 Documentation, dues and fees

- (a) Upon approval of the applicant and payment of dues as established by the AFMM, members may be issued:**
 - (i) A certificate and/or card of a type approved by the Board.**
 - (ii) A copy of these bylaws as amended to the date of membership shall be available on request. These bylaws shall either be in booklet or E-form. Members shall be required to know the bylaws and keep up to date on any changes.**
- (b) The AFMM shall keep a membership record containing the name, address, telephone number, e-mail address, date of membership, and other such information necessary for membership documentation of every member of the AFMM. This list shall remain confidential.**
- (c) Any changes to the membership record shall be recorded**
- (d) The membership records of the AFMM shall be kept by the Secretary or his designee.**

Section 2.06 Termination of Membership

- (a) Membership in the AFMM shall terminate for the following reasons**
 - (i) Upon such member's death or;**

- (ii) Upon the request of such member delivered, in writing, to a member of the Board. Termination shall take effect upon receipt of that request by a member of the Board or;
- (iii) Upon such member's failure to pay dues when they become due: Termination shall take effect sixty (60) days after the due date for payment or;
- (iv) Upon conviction in a Court of law for an act that would be a felony or misdemeanor under Oregon Revised Statutes by any member at any AFMM function, a member shall be placed under immediate suspension. Termination from membership may take place pursuant to steps set down in Section 2.07 of the bylaws;
- (v) Upon such situations when a member places the AFMM in an embarrassing light, engages in conduct detrimental to the AFMM's operations or is awaiting court or has been convicted of a felony, a member shall be placed under immediate suspension. Termination from membership may take place pursuant to steps set down in Section 2.07 of the bylaws.

Section 2.07 Suspension, Removal

- (a) Members suspended under 2.06 (iv & v) of the bylaws shall only be suspended with the approval of two-thirds (2/3) of the Board.
- (b) Upon receipt of the notice of suspension, the member may appeal their suspension through written communication to the Board within fifteen (15) calendar days from the date of suspension.
- (c) Those members not appealing a suspension will lose any ability for future appeals and decisions related to membership status is up to the Board.
- (d) Those members appealing a suspension will be given a reasonable opportunity for defense either in writing to or by hearing through personal appearance before the Board.
- (e) Upon hearing the defense provided either in writing or by personal appearance, the Board shall retire into Executive Session to deliberate. At the conclusion of this deliberation, the Board shall make one of the following decisions:
 - (i) Termination of Membership
 - (ii) Reinstatement of Membership
 - (iii) Continuance of Inquiry
- (f) In cases where a continuance of the inquiry is necessary, the Board shall:
 - (i) State the reason for the continuance;

- (ii) Set a date for the next hearing. That date shall be no more than thirty (30) days into the future.**
- (iii) Establish the action to be taken prior to the next hearing.**

Article III. Meetings

Section 3.01 All meetings shall be governed by "Roberts Rules of Order" and general parliamentary procedure insofar as they do not conflict with the Articles of Incorporation, AFMM bylaws and Oregon or Federal law.

Section 3.02 Board Meetings

- (a) The purpose of the Board Meeting is to consider new business, old business, and to generally foster the continuing growth and well-being of the AFMM.**
- (b) The Board shall act as the "Executive Body" for the AFMM for purposes of state or federal law.**
- (c) The Board shall hold monthly meetings at a time and place set at least fifteen (5) calendar days prior to the meeting.**
- (d) The Board meeting shall have a quorum and be able to transact business when a majority of the Directors are present. Their vote(s) will be considered for such purpose if they are present at the meeting.**
- (e) A majority of the total number of elected Directors is required to pass any resolutions relating to financial issues, bylaw changes, or changes in director or officer status.**
- (f) A majority of the elected Directors present (the quorum) at any board meeting is required to pass any resolutions not listed in 3.02 (e).**
- (g) Any regular member may attend and speak on agenda items if given the floor, but may not vote.**
- (h) Each Board meeting shall have an agenda, set down by the President before the start of the meeting. The agenda shall include, at a minimum:
 - (i) Call to Order**
 - (ii) Secretary Roll Call of Board**
 - (iii) President's Report and/or Vice Presidents Report**
 - (iv) Treasurer's Report**
 - (v) Old Business**
 - (vi) New Business****

(vii) Adjournment

- (i) Additional Board meetings shall be held from time to time as necessary to complete the business of the AFMM. The meeting may be called by the President at any time. The meeting and process shall conform to the rules set forth in this section with the exception in cases of a declared emergency, that part of sub-section "c" of this section that requires prior notice to the general membership.**

Section 3.03 General Membership Meeting(s)

(a) The purpose of the General Meeting is to:

(i) Review annual reports

- (ii) Propose amendments to the Articles of Incorporation and/or AFMM bylaws to submit to the Board for approval. Any proposed bylaw changes by the general membership requires the submission of a written petition containing the signatures of at least 10% of the AFMM membership.**

(iii) Finalize Director Elections.

(b) General membership meetings are created as follows:

(i) One (1) such meeting shall be called at least once per year (in March) by established bylaws.

- (ii) Any additional meetings may be called by the Board with prior notice fifteen calendar days to the membership.**

(iii) Additional meetings may be called by the general membership by the submission of a written petition containing the signatures of at least 10% of the AFMM membership.

(c) May be attended by any member of the AFMM.

(d) Any person recognized by the President may speak, but only AFMM members may vote.

(e) The General Membership meeting shall be chaired by the President of the AFMM.

(f) Each general membership meeting shall have an agenda set down by the President prior to the start of the meeting. The agenda shall include, at a minimum:

(i) Call to Order

- (ii) Declaration of number of paid members in total and the number of paid members in attendance**

- 1) *Secretary Report of the Minutes of the last General Membership Meeting*
- 2) *President's Report*
- 3) *Old Business*
- 4) *New Business*
- 5) *Adjournment*

Article IV. Organization

Section 4.01 The governing body of the AFMM shall be the Board. The Board shall consist of the Directors of the AFMM according to bylaw.

Section 4.02 The number of such directors shall be no less than four (4) and not more than twelve (12). At a minimum, the officers of the AFMM shall consist of the President, the Vice President, the Secretary and the Treasurer.

Section 4.03 Elections

- (a) Elections for AFMM Directors shall be held every two years with approximately one half of the Board to be elected at each election.**
- (b) Nomination and election as an AFMM Director shall be made in accordance with AFMM Election Policy.**
- (c) Any member in good standing that is involved in the AFMM organization may be eligible for election as an AFMM Director providing they meet the following qualification criteria:**
 - (i) Must attend at least six (6) board meetings on an annualized basis, unless excused by the Board.**
 - (ii) Must be willing to fulfill duties as assigned by the Board, including:**
 - a) Participation in Special committees.**
 - b) Fundraising Activities.**
 - c) Special Events.**
 - d) Other business activities of the AFMM.**

- (d) Each Director shall be expected to serve a term of four years.**
- (e) Nothing herein shall prevent a Director from being elected to successive terms of office.**
- (f) Director elections will be finalized at the March Member meeting of an election year being established as Election Day.**
- (g) Newly elected Directors will begin their term effective the date of the April Board meeting in that year.**
- (h) The elected Board selects AFMM Officers by resolution.**
- (i) In the event of a vacancy on the Board, an AFMM member may be selected to fill that vacancy by a resolution of the Board. That member will serve in that position until the next regular election.**

Section 4.04 Officer Duties --- President

- (a) The President of the AFMM shall act at as the Chairman in Board meetings.**
- (b) The President's duties include, but are not limited to, the following:**
 - (i) Preside at all Board meetings**
 - (ii) Secure locations for Board and general membership meetings**
 - (iii) Supervise the preparation and accurate documentation of the written record of the AFMM and ensure the proper dissemination of the same pursuant to and as may be required by the bylaws.**
 - (iv) Supervise and assist other members of the Board in the course of their duties and ensure the proper fulfillment of all tasks assigned to them.**
 - (v) In the name of the AFMM, execute such contracts, deeds, or checks as authorized or instructed to by the Board.**

Section 4.05 Officer Duties --- Vice President

- (a) The Vice President of the AFMM shall act at the Chairman of the Board in the absence of the President**
- (b) The Vice President's duties include all the duties of the President in the absence of the President.**

Section 4.06 Officer Duties --- Secretary

- (a) The Secretary of the AFMM shall act as the Chairman of the Board in the absence of both the President and the Vice President.**
- (b) The Secretary's general duties include, but are not limited to, the following:**
 - (i) The keeping of a correct record of proceedings**
 - (ii) Ensure the forwarding of notices of all meetings to the members**
 - (iii) Maintain a copy of all correspondence and report files of the AFMM.**

Section 4.07 Officer Duties --- Treasurer

- (a) The Treasurer of the AFMM shall act as the Chairman of the Board in the absence of the President, the Vice President and the Secretary.**
- (b) The Treasurer's duties include, but are not limited to, the following:**
 - (i) Maintain accurate financial records**
 - (ii) Develop an operating budget for the AFMM**
 - (iii) Establish financial control rules to insure accountability of revenue and expenditures**

Section 4.08 General Directors Duties

- (a) General Director(including officer) duties include but are not limited to the following:**
 - (i) Assist in the preparation and vote on resolutions pertaining to AFMM business.**
 - (ii) Assist the AFMM officers in the performance of their duties.**
 - (iii) Fulfill duties as assigned by the Board, Including:**
 - e) Participation in Special committees.**
 - f) Fundraising Activities.**
 - g) Special Events.**
 - h) Other business activities of the AFMM.**

Section 4.09 Committees:

- (a) The Board may, at their discretion, create permanent or temporary committees to assist them in the performance of their duties and to further the advancement of the goals and mission of the AFMM.**
- (b) Membership in the committees shall normally consist of members of the AFMM.**
- (c) Exceptions shall be made when, in the opinion of the Board, expertise in a given area is needed. The duties of non-members to these committees shall be specifically established by the Board prior to their appointment.**

Section 4.10 Organizational Bylaws

- (a) The Board shall be responsible for the creation, adherence to and amendment to the AFMM's bylaws**

Section 4.11 Amendment to the Bylaws

- (a) The bylaws may be amended at any regular or special Board meeting by a two-thirds vote of the total number of elected directors, provided notice was given of the meeting at least fourteen (14) calendar days prior to the meeting.**
- (b) All proposed amendments shall be submitted in writing.**

Article V. Operational Standards

Section 5.01 All efforts involving vessels under restoration or re-construction by the AFMM should adhere to the "STANDARDS FOR HISTORIC VESSEL PRESERVATION PROJECTS" as established in the latest edition of standards as set forth by the National Park Service.

Section 5.02 All efforts toward the physical creation of a maritime Museum and its subsequent operation should adhere to the standards of Accreditation of American Association of Museums.