

# Delaware Bay Watermen's Memorial

Contemplation ~ Reflection ~ Remember the Past ~ Envision the Future

## Bylaws

*Final 8/27/15*

### ARTICLE 1 Name

Section 1: The name of the organization shall be the Delaware Bay Watermen's Memorial Committee hereafter referred to as DBWMC.

### ARTICLE 2 Purpose of the DBWMC

Section 1: The DBWMC sets forth these operational procedures to establish and maintain a memorial for the watermen lost in the Delaware Bay.

Section 2: The criteria for inclusion on the Memorial is "watermen who drowned or died in the line of duty on the Delaware Bay or its tributaries."

### ARTICLE 3 Membership

Section 1: Anyone who wants to further the mission of the DBWMC is welcome to be a member of the DBWMC, to serve on subcommittees and task forces, assist with projects, attend and participate in meetings..

### ARTICLE 4 Eligible Voters

Section 1: One (1) representative of each Steering Committee member organizations, excluding organizations with conflicts , shall be eligible to vote on matters raised to the level of formal vote before DBWMC.

### ARTICLE 5 Meetings of the DBWMC

Section 1: Regularly scheduled meetings of DBWMC may be established. Notice of these meetings, giving the time and place and the proposed agenda, shall be electronically transmitted or given by written notice to all Individual Members at least 1 week prior to the meeting.

Section 2: Special Meetings of DBWMC may be called, providing the call shall clearly state the purpose for the meeting and the time and place shall be given electronically or by written notice at least one week (7 days) in advance to all Members.

Section 3: Subcommittees or the DBWMC may meet in urgent situations by such means as conference call, Skype, email or the like, provided that reasonable efforts are made to involve all members.

### ARTICLE 7 Officers

Section 1: There shall be elected from the Steering Committee members of DBWMC:

(a) Co-Chairs who shall preside at all meetings, and perform other functions as deemed necessary by the Steering Committee.

(b) A Vice-Chair, who will act as Chair at meetings when the Co-Chairs are not present. A member of the Steering Committee shall preside in the absence of the Co-Chairs and Vice-Chair or at other times as deemed necessary by the Chair.

(c) A Secretary who shall record and preserve all minutes of the meetings and perform other functions as deemed necessary by the Steering Committee. If unable to attend a meeting, the presiding steering committee member shall appoint a secretary pro tem for that meeting.

(d) A Treasurer who shall receive, deposit and account for any financial matters of DBWMC, providing regular financial reports to the Members, and perform other functions as deemed necessary by the Steering Committee.

## ARTICLE 8 Steering Committee

Section 1: The Steering Committee of DBWMC shall provide direction to the group.

Section 2: The Steering Committee shall meet at the call of the Chair to perform such actions related to governance and administrative overview of the affairs of DBWMC, including but not limited to:

- (a) Hiring, evaluating and terminating of staff, whether compensated or volunteer.
- (b) Calling regular and special meetings.
- (c) Engaging and executing contracts and agreements.

Section 3: Except as otherwise required by law or these Operational Procedures, the Steering Committee shall have all the authority of DBWMC in the management of DBWMC during such time as DBWMC is not meeting and may authorize contracts and agreements as required.

Section 4: A simple majority of the Steering Committee must be present (in person or by call in) to conduct business.

Section 5: The Steering Committee shall consist of founding members of the DBWMC: the McBride Family Enterprises, Port Norris Historical Society and Bayshore Center at Bivalve.

Section 6: On occasions when a formal vote is requested, each organizational member of the Steering committee shall have one vote.

## ARTICLE 9 Sub-committees and Task Forces

Section 1: DBWMC may create such temporary or permanent sub-committees and task forces made up of its members or other persons as agreed upon. These sub-committees and task forces shall have such authority as DBWMC directs.

Section 2: The following are sub-committees of DBWMC:

(a) **Finance Committee:** Creates and ensures compliance with policies that protect the assets and resources of DBWMC.

(b) **Monument/Logistics Committee:** Oversees the coordination and scheduling of all rebuilding projects for cases approved by the DBWMC process.

(c) **Names Committee:** Proposes criteria for inclusion of names on the memorial, researches names of people who meet those criteria and presents for approval to the DBWMC.

(d) **Fund Raising Committee:** Responsible for raising the funds necessary to implement the goals and mission of the DBWMC.

(e) Task forces as needed may periodically be charged with specific objectives at the direction of the Steering Committee.

#### Section 3: Additional Sub-committee information

(a) Sub-committees may consist from as few as one, to many members.

(b) Membership of sub-committees may consist of both DBWMC members and other subject matter experts.

(c) Each sub-committee will be chaired or co-chaired by a participating member or members of DBWMC.

(d) In some cases, the sub-committee "staffing" and the chair may be the same person.

#### ARTICLE 10 Vacancies and Nominating Process

Section 1: Any Officer vacancy shall be filled by a special election in accordance with these procedures concerning meetings of DBWMC.

Section 2: The Steering Committee shall determine the appropriate process for securing nominations from among the members for vacancies of any of the offices, announcing the nomination process and conducting an election.

#### ARTICLE 11 Fiscal Agent

Section 1: The DBWMC is not an incorporated 501 (c) 3 organization and does not accept funding or disburse financial assistance itself. The fiscal agent for DBWMC shall be the Bayshore Center at Bivalve, a 501(c)3, which shall accept and disperse donations on behalf of DBWMC as directed by the DBWMC Finance Committee and/or vote of the Steering Committee of the DBWMC.

#### ARTICLE 12 Financial Reports

Section 1: Financial reports will be produced in accordance with direction of the Finance Committee and will be subject to approval of the Steering Committee members.

#### ARTICLE 13 Rules

Section 1: Business of DBWMC will be conducted in accordance with *Robert's Rules of Order*.

#### ARTICLE 14 Amendments

Section 1: These Procedures may be amended, at any meeting of the DBWMC by a two thirds vote of the voters present, providing that a full written account of the proposed changes have been sent to all voting members two weeks (14 days) prior to the meeting.

#### ARTICLE 15 Dissolution of DBWMC

Section 1: A strategy will be developed that allows for the dissolution of the DBWMC that the dispersion of assets shall be to a 501(c)3 with a similar mission as determined by the Steering Committee and its membership.

#### ARTICLE 16 Conflict of Interest

Section 1. Disclosure - No contract or other transaction between the DBWMC and one or more of its member organizations, trustees or officers, or between the DBWMC and any other corporation, firm, association or other entity in which one or more of its members are directors or officers, or have a substantial financial interest, shall be approved by a vote of the DBWMC or any committee thereof if such member, (hereafter "interested members") are present at the meeting of the Board, or of a committee thereof, which authorizes such a contract or transaction, or his/her votes are counted for such purpose, unless:

- (a) The material facts as to such members' interest in such contract or transaction and so to any such common directorship, officership or financial interest are disclosed in good faith or are known to the DBWMC or DBWMC committee which authorizes such contract or transaction by unanimous written consent, provided at least one member so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested member even though the disinterested members are less than a quorum; or
- (b) The material facts are as to such member's interest in such contract or transaction and as to such common directorship, officership, or financial interest are disclosed in good faith or are known to the membership entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.