

BYLAWS OF THE TRADITIONAL SMALL CRAFT ASSOCIATION, INC.

(Adopted Jun 6, 1976. Revised Jun 3, 1979; Jun 8, 1980; Jun 7, 1981; Jun 7, 1987; Jun 5, 1988; Jun 3, 1989; Jun 1, 1997; Jun 4, 2001; Jan 1, 2003; Jun 7, 2003; Jun 3, 2006, Sep 10, 2007; Jun 20, 2009; Oct 15, 2011; May 1, 2018.)

ARTICLE I - NAME

1. The name of this corporation shall be The Traditional Small Craft Association, Inc., hereafter called the Association.

ARTICLE II - DEFINITION

1. For all purposes hereof "traditional small craft" shall mean boats built from designs developed prior to the gasoline marine engine, for sail or manual propulsion. Modern or historical variants or adaptations of traditional designs fall within this definition.

ARTICLE III - PURPOSES

1. The purpose of the Association is to encourage the construction and use of traditional small craft. The Association shall also function as a spokesman for traditional small craft builders, owners, and enthusiasts on any subject that pertains to traditional small craft. This will include communicating with regulatory authorities, legislators, corporations, and trade associations to express the Association's point of view on legislation, regulations, or the interpretation thereof, which legislation or regulations pertain to traditional small craft.

ARTICLE IV - OFFICERS AND THEIR DUTIES

1. The officers of the Association shall be President, Vice President, Secretary, Treasurer, and such other officer or officers as may be appointed by the Council of the Association (Council) pursuant to the authority given to it in Article V.
2. The President, and in his/her absence the Vice President, shall preside at the meetings of the Association and of the Council and shall exercise the usual functions of the President.
3. The Treasurer shall collect all revenues of the Association and shall pay all debts of the Association incurred by the Council or by its authority, and keep the Association's accounts. The fiscal year shall be June 1 through May 31 of each year.
4. The Secretary shall keep the records of the Association and of the Council and shall give notice of their meetings.
5. Each officer shall also perform such other duties as may be assigned by the Council.

ARTICLE V - THE COUNCIL

1. Nine Directors, to be known collectively as the Council, shall control and manage the affairs, funds, property, and expenditures of the Association and shall execute its

bylaws. The term of office of each member of the Council shall be three years, from noon, Eastern Daylight Time, June 30 to June 30. Upon completion of a three-year term, the Director may not be re-elected to the Council for one year. Three members of the Council shall be elected annually by the members of the Association by mail ballot. The three candidates having the highest number of votes shall be elected, a tie to be decided by lot. The Council may fill vacancies occurring therein otherwise than by expiration of term. The term of office of the person in line of succession to the presidency shall be held in suspension so as to have the opportunity to be elected president at the discretion of the Council. The president may serve a limit of two consecutive years.

2. The Council shall elect from its own body the President and the Vice President. The Council shall also elect the Secretary and Treasurer from its own body or may elect any member in good standing for these posts. The President shall coordinate with the Council-elect to conduct the elections for the subsequent year either in a direct meeting or a remote meeting prior to June 30. These officers shall hold office from noon EDT, June 30 to June 30 of the next year. The aforesaid officers of the Association shall collectively have the general direction of the management and operation of the Association while the Council is not in session, subject to such rules and orders as may be prescribed by the Council.

3. Any person filling an unexpired term by appointment must stand down at the end of that term, but shall not be barred from being nominated for a full three-year term, and then to be elected by ballot by the general membership.

4. Meetings of the Council shall be held when ordered by the President or by three members of the Council. A majority shall be a quorum at all meetings of the Council. Any Director may attend a Council meeting, by proxy. Proxies for a meeting must be in writing, via mail or e-mail from the member, and issued to a member attending the meeting in person. Stated on the proxy must be the name of the person issuing the proxy, the person to whom issued, and the subjects covered by the proxy (which may include "all agenda items" if desired by the issuer).

5. The Council may meet and conduct business via e-mail, telephone conference, or other remote means throughout the year at the discretion of the President. For remote meetings of the each e-mail message pertaining to such meetings shall be sent by the originator to all Directors and the Secretary. An affirmative vote via e-mail by at least five Directors is required to pass any resolution.

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ARTICLE VI - MEETINGS

1. Meetings of the membership of the Association may be called by the President, by three members of the Council, or by one-tenth of the membership.
2. Notices of these meetings, including date and venue, shall be mailed and posted on the TSCA website at least 3 months before such meetings, unless shorter notice is directed by the Council.
3. Any business of the Association may be discussed at a meeting of the membership. However, all votes by the membership must be conducted by mail.

ARTICLE VII - MEMBERSHIP AND DUES

1. The annual dues of the Association for Individual or Family membership ("basic dues") shall be \$25.00 annually, qualifying the individual/family for one vote and all other rights and privileges of membership, including one copy of each mailing by TSCA. The Council shall establish other dues rates for Sponsors, foreign members, and other levels as they may see fit.
2. Any five or more members (Individual Members and/or one representative each from Family Memberships) may form a Local Chapter by submitting Bylaws to the TSCA Secretary which are consistent with those recommended by TSCA. Local Chapter membership is not restricted to National members so long as the minimum of five National members is maintained.

ARTICLE VIII AMENDMENT OF BYLAWS

1. The Bylaws may be amended by vote of the members of the Association.

ARTICLE IX - NOTICE, VOTING & ELECTION PROCEDURES

1. Voting by the general membership shall be conducted by mail. Ballots shall be mailed to the membership at least two weeks before the voting deadline, which shall be indicated on the ballot. All marked ballots shall be returned to the Secretary before the voting deadline. Voting and election returns shall be announced at the annual meeting and in The Ash Breeze.

2. For the purpose of meeting notices, ballots, voting, election returns, and other Association business, "mail" includes the use of the US Postal Service, electronic mail ("e-mail"), express mail (e.g., FedEx, UPS, etc), fax, or a combination thereof. Such mailings may be dedicated to a specific purpose or included as notices in The Ash Breeze. The President or designee may maintain an e-mail address list of Association members who elect to receive "mail" via e-mail.

ARTICLE X -TSCA JOHN GARDNER FUND

1. The purpose of the TSCA John Gardner Fund is to preserve, continue, and expand the achievements, vision and goals of John Gardner by enriching and disseminating our traditional small craft heritage. The TSCA John Gardner Fund will be used to award John Gardner Grants which support projects that broaden the heritage of traditional small craft, and for which sufficient funding would otherwise be unavailable. The TSCA John Gardner Fund is to be used only to fund John Gardner Grants. Only income from the principal of the TSCA John Gardner Fund should be expended unless there are exceptional circumstances as determined by the Council on the recommendation of the John Gardner Grant Committee. The TSCA John Gardner Fund is a component fund in the Maine Community Foundation.
2. Council shall appoint a John Gardner Grant Committee who will serve at the pleasure of the Council. The Committee should have five to eight members, including no more than two members of the Council. The John Gardner Grant Committee shall solicit and receive grant applications, review the applications, and recommend to the Council grants to be awarded. One member of the John Gardner Grant Committee shall be designated by the Council as the John Gardner Grant Committee Chairperson.
3. If TSCA is not able or willing to continue to award and administer the John Gardner Grants then the Maine Community Foundation should endeavor to find an entity to take responsibility for awarding and administering the John Gardner Grants using the income from the TSCA John Gardner Fund. If and only if such an entity cannot be found then the income from TSCA John Gardner Fund should be used to support programs at one or more maritime museums which preserve, continue, and expand the achievements, vision and goals of John Gardner by enriching and disseminating our traditional small craft heritage.