

**AMENDED AND RESTATED BYLAWS
OF
THE COLONIAL NAVY OF MASSACHUSETTS.**

(Adopted February 9, 2025)

On December 29, 1775, the Massachusetts Council created the Massachusetts State Navy to provide for “our further protection by sea.” On December 29, 1967, the Commonwealth of Massachusetts created the Colonial Navy of Massachusetts to re-incarnate the members of the gallant little fleet of yore, and to dedicate itself anew to the principles of Liberty linked with responsibility that are set forth in our State Constitution and were fought for by those stouthearted and skilled sailors from Massachusetts.

The members of the Colonial Navy of Massachusetts do adopt the following by-laws as a guide in the accomplishment of that objective.

ARTICLE I: Name, Seal, Office, and Short Names

Section 1: The name of this corporation is The Colonial Navy of Massachusetts. It may also be known on occasion as "CNM," or “CNM 1775" with the same force and effect as though its complete legal name were used.

Section 2: The Corporation shall have a seal as approved by the Officers and Membership, and the Clerk shall have custody thereof.

Section 3: The principal office of the Corporation shall be in the City of Fall River, Massachusetts.

Section 4: In these By-Laws, The Colonial Navy of Massachusetts is referred to as “the Corporation,” the Membership collectively shall be referred to, as “the Fleet.” And the Officers shall collectively be referred to as the “Staff.”

ARTICLE II: Purposes and Powers

Section 1: The purposes of the Corporation are (1) to be a charitable corporation pursuant to Massachusetts General Laws, Chapter 180, Section 4, as amended, and (2) to solicit, receive and maintain a fund or funds of real or personal property, or both; and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

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Section 2: In furtherance of such purposes, the Corporation shall have the following powers:

1. to receive, administer and invest grants and gifts of every kind and nature from individuals, foundations, trusts, corporations, public bodies, and governmental agencies;
2. to sell, exchange, convey, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;
3. to invest and reinvest its funds in such accounts and investments as its Staff shall deem advisable, and not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended;
4. to purchase, receive, take by grant, gift, bequest or otherwise, lease, or acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;
5. to make contracts, give guarantees and incur liabilities;
6. subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation provided that only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Foundation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; and in general, to exercise any, all, and every power for which a non- profit corporation organized under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts for charitable, scientific, literary, or educational purposes can be authorized to exercise, but not any other power;
7. all committees established by the Staff, however named or described, shall make a report of its activities and votes, if any, taken between meetings of the Fleet, for the information, review, and approval by the Fleet. No committee action or vote shall take effect unless or until it has been approved by a vote of the Staff;
8. if an officer or member of the Fleet has an apparent conflict of interest due to a properly disclosed and vetted business relationship, that officer or member will abstain from voting on issues relative to the conflicting business relationship.

Section 3: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate

in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4: Notwithstanding any other provisions of these bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE III: Staff and Fleet

Section 1: The business and property of the Corporation shall be managed and controlled by the Staff, which shall consist of not less than five (5) Members. The Staff shall serve without compensation, monetary or otherwise. No member of the Staff or Membership shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the Commonwealth of Massachusetts, shall be and are hereby vested in and shall be exercised by the Staff. The Staff shall, in like manner, have the power to employ and contract with such agents, consultants, attorneys and other persons of special skills as may be desirable for the promotion of the Corporation's purposes and activities, and to determine the conditions of employment of all such persons.

Section 2: The Staff shall be elected by plurality vote of the Fleet at the annual meeting of the Fleet or at a special meeting held in lieu thereof. The Staff shall serve a term of office of one (1) year, or until their respective successors have been elected and qualified.

Section 3: The annual meeting of the Fleet shall be held during the month of December each year for the purpose of electing Staff and for transacting such other business as may come before the meeting. The Clerk shall notify each member of the Fleet of the time, place, and date of the annual meeting not less than fourteen (14) days in advance thereof by written notice addressed to his/her last known email address or place of residence or business. The deposit of such notice in the Corporation's email portal or mailed at any United States Post Office in Massachusetts not less than fourteen (14) days before the date of the annual meeting shall be sufficient notice thereof.

Section 4: The Fleet will hold regular meetings at least seven times a year to include meetings in the months of April, May, June, July, August, September, October, and November. The Fleet may vote to set or modify the meeting schedule at the beginning of each year or from time to time choose and add meetings as it deems necessary. At all meetings of the Fleet, eight (8) of the Members shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the Fleet present at any meeting of which there is a quorum shall be the act of the Fleet, except as may be otherwise specifically provided by statute or these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Member. Notice of any meeting of the Fleet may be waived either

before or after the meeting in writing and will be waived with respect to such Member by his/her attendance at such meeting. See Sections 6 and 7 for telephonic attendance guidelines.

Section 5: An action required or permitted to be taken at any meeting of the Staff may be taken without a meeting if all the Staff consent to the action in writing and the written consents are filed with the records of the meetings of the Staff. Such consents shall be treated for all purposes as a vote at a meeting. Emails are a qualifying written consent however the email must be signed and the signed email either scanned and emailed or faxed to the Clerk.

Section 6: Members of the Staff and Fleet of the Corporation or any committee designated thereby may participate in a meeting of such Staff, Fleet, or committee by means of telephonic, electronic, or other means which allows all persons attending the meeting to participate simultaneously, hear each other clearly, and can clearly register their vote. Participation by such means shall constitute presence in person at a meeting.

Section 7: Meetings generally are to be held face to face however an issue may require immediate action by the Fleet, Staff, or a committee. The Staff will establish a policy which outlines the procedures to be followed for conducting voting and meeting by means other than face to face meeting including but not limited to email meetings and online meeting services.

Section 8: Any Staff or Fleet member may resign from the Corporation by delivering a written resignation to the Commodore or Clerk of the Corporation. Any Staff member may be removed from the Staff on a two-thirds vote of the Fleet at a duly constituted meeting, with or without cause, at any time; and any vacancies resulting from resignation, removal, or otherwise may be filled by the Fleet.

Section 9: An executive committee consisting of the Commodore and other officers of the Corporation shall be authorized, subject to procedures established by the Fleet, to manage the affairs of the Corporation in the periods between the regularly scheduled meetings of the Fleet. In addition, the Commodore shall be authorized to establish and constitute such other ad-hoc or standing committees which s/he shall determine to be convenient or necessary to carry on the work of the Corporation.

Section 10: At the Annual Meeting a voting member of the Fleet may nominate an individual for honorary status in the membership of the Fleet to the Staff for review, consideration and recommendation. An Honorary Member shall enjoy the rights and privileges of a Fleet member and shall be bound by the requirements and restrictions of the By-Laws of the Corporation but shall have no power to vote as a Fleet Member.

ARTICLE IV: Staff Officers

Section 1: The officers of the Corporation shall be a Commodore, Vice Commodore, Chief of Staff, Prizemaster, and Clerk and such other officers and agents as the Fleet may, in its discretion, elect or appoint. The Nominating Detail will present a slate of officers for consideration to the Fleet.

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Section 2: The Fleet shall elect the officers at the annual meeting of the Fleet or a special meeting of the members of the Fleet held in lieu of said meeting. Each officer shall be elected to serve a one (1) year term and until his/her successor shall be elected and qualified.

Officers shall be commissioned line members and will be given the permanent rank of Captain.

In addition to the above-named elected Officers, the Commodore may appoint up to five Captains to assist in the command, management, training, drill, and supervision of the Fleet. Their rank shall be permanent. Together with the elected Officers, they shall constitute the Flag Officers.

If an officer resigns during his/her term or is unable to serve due to incapacity, death or for any other reason, a successor will be elected by the Fleet to fill the unexpired term.

Section 3: Each officer shall be a member of the Fleet. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts Law.

Section 4: The several officers shall have respectively the powers and shall perform the duties customarily appurtenant to their respective office, subject to the control and direction of the Fleet, and shall have such further powers and shall perform such other duties as shall from time to time be assigned to them by the Fleet.

Commodore

- Serves as the Chief Executive Officer.
- Provides leadership to the Staff and Fleet.
- Chairs meetings of the Staff and Fleet after developing the agenda with the Staff.
- Implements all matters voted on by the Fleet.
- Encourages Fleet's role in strategic planning.
- Appoints the Captains of Details subject to ratification by the Fleet.
- Serves ex officio as a member of all Details and attends their meetings.
- The Commodore may or may not lead the Fleet in parades or concerts and may appoint another line officer to do this function as directed. This leading officer shall be dressed in either a green or red regimental uniform.
- Helps guide Fleet actions with respect to organizational priorities and governance concerns.
- Evaluates annually the performance of the Corporation in achieving its mission.
- Performs other responsibilities assigned by the Fleet.
- Term limited to two (2) consecutive terms as Commodore at each time so elected to that office. An individual may serve as Commodore more than one term so long as there is at least a one-year rest between terms.

Vice Commodore

- The second ranking officer.
- Performs Commodore's responsibilities when the Commodore is unavailable.
- The Vice-Commodore shall be an ex-officio member of all Details except the Nominating Detail.
- Assumes such other duties and responsibilities as may be designated by the Commodore.
- Reports to the Commodore.
- Performs other responsibilities as assigned by the Fleet.

Chief of Staff

- The third ranking officer.
- Assume duties and responsibilities in the absence of the Commodore and the Vice-Commodore,
- Assumes such other duties and responsibilities as may be designated by the Commodore.
- Performs other projects as assigned by the Fleet.

Clerk

- Receives all official correspondence and legal service.
- Records the minutes of Staff and Fleet meetings.
- Maintains records of the Staff and Fleet and ensures effective management of those records.
- Ensures minutes are distributed to Staff and Fleet members, as applicable, shortly after each meeting.

Prizemaster

- Is the Chief Financial Officer.
- Administrates fiscal matters to include collecting income and disbursing funds and accounting for those transactions.
- Compiles, reviews and presents the financial reports to the Fleet.
- Develops and recommends financial policies and procedures to the Fleet for their approval.
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.).

Section 5: Any officer may be removed, with or without cause, by the Fleet at any duly constituted meeting of the Fleet, provided notice of the proposed removal has been given in the notice of the meeting. Vacancies in any of said offices may be filled for the unexpired term at any regular or special meeting of the Fleet. In case of the temporary absence or disability of any officer, the Fleet may appoint a substitute to perform the duties of such officer during his/her absence or disability, and such appointment shall be conclusive evidence of the authority of such substitute.

Section 6: All notes, deed, contracts, mortgages, leases, bonds, debentures, and other corporate instruments must be signed by the Commodore and Prizemaster, signing jointly, or by such other person or persons as the Fleet may, from time to time, designate.

ARTICLE V: Details

Section 1: The Commodore may appoint the members to the standing details: Field Music, John Paul Jones Marines, Color Guard, Gun Crew, Stores, Binnacle, Pound N Pint, Grog, Signal, and Nominating. The leader of each detail is appointed by the Staff and reports to the Commodore.

- **Field Music:** Membership in the Field Music Detail is subject to compliance with the rules set down by leaders of that detail which include a Fife Master and Drum Master and approved by the Staff. The Field Music leaders shall report to the Fleet as directed by the Staff. The Field Music leaders are responsible for conducting rehearsals, training the members, and selecting the music to be performed at each event. All necessary equipment for the proper functioning of the Field Music Detail shall be provided by the Fleet when approved by the Fleet at any authorized meeting.
- **Marines:** The John Paul Jones Marines shall consist of those members so designated by the Staff and shall be led by the Marine Captain appointed by the Commodore and ratified by the Fleet. The Marine Captain is responsible for controlling and maintaining the Brown Bess guns as well as training and directing the detachment members. All the equipment, supplies, and ammunition are provided by the Fleet.
- **Color Guard:** The Fleet may organize a Color Guard to present the flags and guards leading the Fleet in parades and ceremonies. The Color Guard Captain is responsible for leading and training the Color Guard members and controlling and maintaining the equipment including the flags, poles, cutlasses, pikes, guidon, and belts all of which are provided by the Fleet
- **Gun Crew:** The Fleet may organize a Gun Crew to operate the corporation's canon. If it does so, the Gun Crew shall consist of those members so designated by the Staff and led by a trained operator responsible for overseeing the training and operations of the Crew.
- **Stores:** There shall be a Uniform Detail whose duty it shall be to procure all uniforms, parts of uniforms, and supplies which the Fleet requires. When so ordered by the Fleet the Corporation may levy a uniform tax on members to pay the expense of the uniform furnished to each member. It shall be the duty of the Uniform Detail to keep itself informed as to the number and condition of all uniforms, and to report thereon at each quarterly meeting of the Fleet.
- **Binnacle:** The Binnacle leader, when alerted to an illness, injury, or death of any member or other individual close to the Fleet; will make the appropriate arrangements for cards, flowers, food basket, or such other item to lend caring support of the member.
- **Pound N Pint:** The Commodore will appoint a member to collect stories, photos, anecdotes, recipes, and such other tidbits of information and entertainment to report to the membership the activities of the Fleet.

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- Grog: The function of this detail is to purchase, store, and transport food and beverages to events as directed by the Commodore.
- Signal: The function of this detail is to maintain and report on the Corporation's website and email activity. The individual(s) is appointed by the Commodore.
- Nominating Detail: The Commodore shall appoint a Nominating Detail of five members chosen from the Fleet six weeks prior to the Annual Meeting, or any Special Meeting, should one be scheduled. The Nominating Detail will ascertain the needs for the Staff positions and identify potential members from the Fleet to fill the five positions on the Staff. The nominations will be presented to the Fleet at the November meeting.
- Other Details that the Commodore may approve subject to the approval of the Fleet.

Section 2: Details shall have such duties as the Commodore shall determine. Each Detail shall report to the Commodore and shall have no power to bind the Corporation. Each Detail may make rules for the conduct of its business, but unless otherwise provided by the Commodore or in such rules, its business shall be conducted in the same manner, to the extent possible, as is provided by these by-laws. For electronic meetings and voting guidelines see Article III, Sections 6 and 7.

Section 3: The Fleet may establish volunteer associations such as a junior field music group or an alumni group and others as they may later determine and provide for their organization as an integral part of the Fleet.

Section 4: Subject to the approval of the Fleet, Details establish goals and develop plans to accomplish them, delegate responsibility within the Detail's organizational structure, and report to the Fleet.

Section 5: Each association shall file annually with the Fleet reports of the association's activities during the past year, and reports of proposed activities for the coming year. These reports must be delivered at the annual meeting of the Fleet.

ARTICLE VI: Rules of Procedure

In all cases not otherwise provided for by the articles of organization or these by-laws, the Corporation shall be governed by Roberts' Rules of Procedure.

ARTICLE VII: Fiscal Year

The Fiscal Year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE VIII: Nominations and Elections

- The Clerk shall give notice of the Annual Meeting or said Special Meeting of the membership at least one week prior thereto, at which time the report of the Nominating Detail shall be published, if not published in a previous notice.
- Nomination from the floor may be made provided that a notice signed by at least seven members eligible to vote and given to the Clerk at least ten days prior to the date of the meeting at which such election is to be held, containing the names of the members to be nominate is received by the Clerk. Failure to notify the Clerk shall make invalid any nominations from the floor.
- The Presiding Officer at such election meeting shall be charged with the duty of seeing that the ballots are correctly cast and counted. In the case of any tie vote, whether for election of an officer or any other matter voted upon by the membership, it shall be the Presiding Officer's duty to vote and thus break the tie.
- Once elected, the five elected officers meet privately immediately following the election and decide among themselves who will serve as Commodore, Vice-Commodore, Chief of Staff, Clerk, and Prize Master. Once decided, the officers return to the meeting and announce their decision and introduce the officers by position.
- Should a vacancy in any officer position occur between elections, that vacancy shall be filled by the Staff until the next election.

ARTICLE IX: Full Fleet Complement and Types of Membership

The Fleet shall consider a full complement thereof to be no more than one hundred Line Members, and others to be designated as either Pensioner or Honorary.

Line: Prospective members who seek appointment to the Line must be willing to attend regular drill and to report to each parade, drill, or other ceremonies in the uniform of the day as designated by the Commodore of the Fleet. Line members in good standing must attend 25% of all drills, meetings and/or parades in any consecutive twelve-month period unless so excused by the Staff for extenuating circumstances by requesting same. Failure to meet the foregoing requirements shall grant the Staff authority to place such members into the Pensioner ranks without prejudice upon due evaluation and recommendation of the Recruitment and Retainment Detail.

Pensioner: Members in good standing who desire to retire from the Line duty to enter the pensioner ranks shall apply to the Recruitment and Retainment Detail for permission to do so and that Detail shall be the final deciding body on all such applications. No line member may apply for Pensioner rank unless they have served a minimum of one year of honorable service as a Line member or unless so designated by the Recruitment and Retainment Detail.

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Pensioner members shall pay annual dues, but they shall not be entitled to vote at Fleet meetings, and they shall be excused from participating in drills, parades, or other Fleet ceremonies.

Honorary: Honorary members shall be appointed on occasion to the Fleet by the Commodore if such appointment has been unanimously voted on by the Staff. Honorary members shall lack voting privileges, and they shall not be liable for Annual Dues. They shall be designated such honorary rank as is unanimously approved by the Staff.

ARTICLE X: New Members

The name of any applicant for membership in the Fleet must be proposed in writing to the Clerk who shall refer the name of the applicant to the Recruitment and Retainment Detail for investigation to be reported on and voted on at the next monthly meeting of the membership which shall accept or reject such application.

One-half of applicable dues (pro-rated) shall be filed with any application. Said amount shall be refundable in full if said application is not approved. The balance of applicable dues (pro-rated) shall be paid upon acceptance of the application by the Fleet before election to membership becomes final.

ARTICLE XI: Dues

Each member of the Fleet, save Honorary Members, shall pay to the Prizemaster the sum assessed on or before April 30th of the current year for that year's dues. The money so received may be used to defray the necessary expenses which may occur in the Fleet.

Payment of the dues is and shall be a condition of holding voting privileges or being elected to office.

ARTICLE XII: Equipment

All firearms, cutlasses, drums, and ancillary equipment shall remain the property of the Fleet; its custody shall be vested in the respective units commanding officer.

ARTICLE XIII: Uniforms

Section 1: It shall be the duty of each Fleet member to keep their uniform clean and in good repair and to seek such assistance as they deem necessary so all uniforms may be kept in a similarly well-kept condition.

Section 2: The uniform of the Fleet shall not be worn by persons who are not members of the Fleet unless those persons are participating in an event of the Fleet.

Section 3: The Fleet uniform shall not be worn in whole or in part other than for parades, exercises, drills or other functions authorized by the Commodore.

ARTICLE XIV: Confidential Nature of Fleet Meetings

All transactions and discussion at any meeting of the Fleet shall be considered strictly confidential and any member revealing the same may be subject to such disciplinary action including suspension or expulsion as the Staff deems proper.

ARTICLE XVI: Military Honors for Deceased Members

The death of any member of the Fleet shall be reported immediately to the Commodore, who shall order a meeting of the Staff for the purpose of rendering Military Honors by the Fleet to the deceased, if this be the desire of the family, and shall act appropriately.

ARTICLE XVII: Statutory Duty of Officers

All elected officers and Fleet members have the responsibility of seeing that all statutory requirements set forth in chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended, are complied with by themselves and by the Fleet is so far as is required by law and the Act creating the Colonial Navy of Massachusetts.

ARTICLE XVIII: Compensation, and No Personal Liability

Section 1: No part of the assets or the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributable to any member or officer of the Corporation, or any private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any one or more of its purposes, and payments or distribution may be made by the Corporation in furtherance of its purposes as set forth in Article II hereof; no officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation.

Section 2: Except as otherwise provided by law or the articles of organization of the Corporation, the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation

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for the payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XIX: Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the Staff shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and the Massachusetts General Laws and Guidelines of the Attorney General as applicable to public charities. No director shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Foundation.

ARTICLE XX: Amendments

The Fleet shall have the power to make, alter, amend, and repeal the bylaws of the Corporation by majority vote at a duly constituted regular or special meeting of the Fleet, provided that the proposed action is inserted in the written notice of such meeting, except as otherwise provided by law.