ARTICLE I. NAME, PLACE OF BUSINESS, SEAL, AND PURPOSES

Section 1.01. NAME: The name of this organization, which is a non-profit corporation organized and existing under the laws of the State of California, is "Maritime Museum Association of San Diego" and is hereinafter referred to as "Association".

Section 1.02. PRINCIPAL OFFICE: Unless otherwise provided by the Board of Directors, the principal office of the Association for the transaction of business shall be at San Diego, California. The Board of Directors may by resolution at any time and from time to time change the principal office to any place within the City of San Diego.

Section 1.03. SEAL: The Association shall have a seal setting forth its name and the date and state of its incorporation. The imprint of the said seal shall be placed on the margin of the official copy of the By-Laws and amendments kept with the corporate records of the Association.

Section 1.04. PURPOSES: The purposes of the Association are set forth in its Articles of Incorporation, which provide that it shall operate as a nonprofit organization for charitable, scientific and educational purposes to establish in the County of San Diego marine and maritime exhibits and historical exhibits relating to maritime matters and maintain research libraries and educational facilities for the purpose of preserving and perpetuating our maritime heritage.

ARTICLE II. MEMBERS

Section 2.01. MEMBERSHIP: Any person, corporation, or foundation, upon payment of annual dues, as set by the Board of Directors of the Association, shall be a member. No member shall hold more than one membership and each membership shall entitle the holder to vote and to receive any other privileges designated by the Board of Directors.
Section 2.02. CLASSIFICATION: The Association shall have the following categories of membership:

(a). General Annual Membership. Levels of annual membership shall be determined by the Board of Directors, who may also set and determine any special categories.

(b). Corporate/Association/Foundation Membership. Levels of annual corporate/association/foundation memberships shall be determined by the Board of Directors, who may also set and determine any special categories. Each corporate, association, or foundation shall designate one individual as its authorized representative for the purposes of exercising all rights and privileges accorded members. The corporation/association/foundation shall have the right (but not more frequently than once per calendar quarter) during the term of such annual membership to redesignate the individual who will serve as its sole authorized representative if it desires to change the individual previously designated as its sole authorized representative.

(c). Life Membership. These memberships and their privileges, as granted by the Board of Directors prior to November 3, 2001 shall remain unchanged. After November 3, 2001, new Life Memberships will no longer be granted.

(d). Auxiliary Membership: Members of the Star of India Auxiliary shall have Auxiliary Membership in the Association. This membership offers the right to attend meetings of Members of the Association and to address the membership, but it does not entitle them to vote on matters brought before the Membership, nor to hold office.

(e). Non-voting Members. The Board of Directors may from time to time establish non-voting member classes and establish criteria and conditions applicable to each non-voting member class.

Section 2.03. DUES. Minimum membership dues for each level of membership shall be determined by the Board of Directors. The Board of Directors may from time to time change the level of annual dues required to attain or maintain membership.

Section 2.04. RIGHTS OF MEMBERS: The right of holding office and voting shall belong to each Individual Membership and to those natural persons designated by Corporate/Association/Foundation Membership as set forth in 2.02(b) above, except as otherwise provided in these By-Laws. Each Individual Membership and each natural person designated by Corporate/Business Memberships shall be entitled to one vote and may vote or act by proxy. Cumulative voting is prohibited. No person may hold more than one membership but a person who qualifys for membership in more than one class, including payment of appropriate dues, if any, shall have the rights pertaining to each class.
Section 2.05. TERM OF MEMBERSHIP: The term of an Individual Membership or other membership for which periodic dues are required, shall be only for the period covered by the payment of dues, but a member shall not be dropped from the rolls unless the member fails to pay such dues within sixty (60) days after the mailing of a notice of delinquency, addressed to the member's address as it appears on the records of the Association.

Section 2.06. ASSESSABILITY OF MEMBERSHIPS: Memberships shall be nonassessable.

Section 2.07. LIMITATION ON THE NUMBER OF MEMBERSHIPS: There shall be no limit on the number of Members the Association may admit.

Section 2.08. ASSIGNABILITY OF MEMBERSHIP: Neither the membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 2.09. MEMBERSHIP BOOK: The Association shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law and as set forth in Section 2.10 of these By-Laws.

Section 2.10. INSPECTION RIGHTS OF MEMBERS:

(a) Demand: Subject to the Association's right to set aside a demand for inspection pursuant to Section 6331 of the California Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the California Corporations Code, and unless the Association provides a reasonable alternative as permitted by Section 2.10(c) of these By-Laws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Association which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the
(b) Members Permitted to Exercise Rights of Inspection: The rights of inspection set forth in Section 2.10(a) of these By-Laws may be exercised by the following:

1. Any member of any Membership class, for a purpose reasonably related to such person's interest as a member; or

2. The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) Alternative Method of Achieving Purpose: The Association may, within ten (10) business days after receiving a demand pursuant to Section 2.10(a) of these By-Laws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.10(a) of these By-Laws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to Section 2.10(a) of these By-Laws.

Section 2.11. NONLIABILITY OF MEMBERS: A member of the Association shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Association.

Section 2.12. TERMINATION OF MEMBERSHIP:

(a) Causes: The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member;

2. Where a membership is issued for a period of time, the expiration of such period of time;

3. The death of a member;

4. The dissolution of a business or corporation who have a Corporate/Association/Foundation Membership;

5. The nonpayment of dues, subject to the limitations set forth in Section
2.12(b) of these By-Laws;

(6) The termination of all memberships or any class of members upon the amendment of these By-Laws permitting the termination, pursuant to Section 5342 of the California Corporations Code; and

(7) For cause as determined by the Board of Directors.

(b) Nonpayment of Dues or Termination of Membership for Cause: The membership of any member who fails to pay his or her dues when due and within sixty (60) days after the date of a written notice has been sent shall automatically terminate at the end of such sixty (60) day period, provided such member was given both a fifteen (15) days prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. If the Board of Directors determines that there is cause for termination, the membership shall terminate on such date that has been determined by the Board of Directors. The member shall receive written notice of termination of Membership within five (5) days of the Board of Director’s decision. Any notice provided for hereunder shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Association. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the offices of the Association by a committee composed of the President of the Association, Chair of the Board and Chair of the Governance and Nominating Committee of the Board. The hearing shall be presided over by the President of the Association who shall perform the following duties:

(1) Read the charges against the subject member;

(2) Require that the charges be verified by the testimony of the person or persons making them;

(3) Hear any other witnesses against the subject member;

(4) Allow the subject member to cross-examine each witness following the testimony of that witness;

(5) Allow the subject member to make a statement in his or her own behalf;

(6) Allow the subject member to call witnesses in his or her own behalf; and

(7) Allow the members of the committee conducting the hearing to
question the witnesses after they have been questioned on the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a
fair and reasonable manner. The committee shall have the exclusive power and authority
to decide that the proposed termination not take place.

(c) Effect of Termination: All rights of a member in the Association shall cease on
the termination of such member's membership. A terminated member of the Association
shall not be eligible for reinstatement as a member for a period of two (2) years from the
date of termination and any such reinstatement shall be only with approval of the
members of the Association.

ARTICLE III. MEETING OF MEMBERS

Section 3.01. PLACE OF MEETING: The Annual Meeting of members and all other meetings
of members shall be held at the principal office of the Association unless the Board of Directors
shall designate some other place in said City of San Diego.

Section 3.02. ANNUAL MEETING: An Annual Meeting of members shall be held on the
second Wednesday of November in each year at the hour of 6:00 p.m. of said day, unless a
different date and time said meeting shall have been fixed by the Board of Directors. Members
of the Board of Directors shall be elected at the Annual Meeting.

Section 3.03. NOTICE OF MEETINGS: Written notice of every meeting of members (Annual
Meetings or Special Meetings) shall be either personally delivered or mailed by first-class United
States mail, postage prepaid fifteen (15) days before the date of the meeting to each member who
on the record date for notice of the meeting is entitled to vote thereat, provided, however, that if
notice is given by mail, and the notice is not mailed by first-class, registered or certified mail,
that notice shall be given not less than 20 days before the meeting. In the event notice is given
by mail or other means of written communication, the notice shall be addressed to the member at
the address of such member appearing on the books of the Association or at the address given by
the member to the Association for the purpose of notice. Where no such address appears or is
given, notice shall be given at the principal office of the Association or by publication in any
newspaper of general circulation in the county in which the principal office of the Association is
located. The Secretary of the Association shall execute an affidavit of the giving of the notice of
the meeting of members. In the case of a specially called meeting of members, notice that a
meeting will be held at a time requested by the person or persons calling the meeting not less
than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from
such person or persons by the Chairman of the Board or the President or Vice-president or
Secretary of the Association shall be sent to the members forthwith and in any event within
twenty (20) days after the request was received.

Section 3.04. CONTENTS OF NOTICE: The notice shall state the place, date, and time of the
meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 3.05. ADJOURNMENT OF MEETINGS: No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 3.06. SPECIAL MEETINGS: Special meetings of members may be called at any time by the President of the Association, Chair of the Board of Directors, or five-percent (5%) of the Individual Members but not less than fifteen (15) Individual Members. Notice of Special Meetings shall be given as set forth in Section 3.03. The notice of any special meeting shall specify, in addition to the place, day, and hour of the meeting, the general nature of the business intended to be transacted thereat, but such notice shall not be construed as a limitation on the power of the members to transact such business as they deem appropriate.

Section 3.07. QUORUM: The presence in person or by proxy of twenty-five (25) members entitled to vote shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum. If the quorum is less then one-third of the voting power represented in person or by proxy, then the only matters that can be voted on at an Annual Meeting or a Special Meeting are those matters, the general nature of which was given by notice in accordance with Section 3.03 above. For purposes of this By-Law, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred. For the purposes of this By-Law, "members entitled to vote" means those members in the classes of membership who are entitled to vote at membership meetings.

Section 3.08. ADJOURNMENT FOR LACK OF QUORUM: In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.07 of these By-Laws.

Section 3.10. VOTING OF MEMBERSHIP:

(a) One Vote Per Member: Each Individual Membership and each natural person designated by a Corporate/Business Membership is entitled to one vote on each matter submitted to a vote of the members.
(b) Indivisible Interest in Single Memberships: Single memberships in which two or more persons have an indivisible interest, such as Family Memberships, shall be voted as set forth in Section 3.10(c) of these By-Laws.

(c) Family Memberships: Each spouse of a family Membership shall have one vote.

(d) Record Date of Membership: The record date for the purpose of determining the members entitled to notice of any meeting of members is seventy-five (75) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members.

Section 3.11. PROXY VOTING: Members entitled to vote shall be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these By-Laws, "approval by the members" shall assume the same definition set forth in Section 5034 of the California Corporations Code.

Section 3.12. SECRETARY OF MEETINGS: The Secretary of the Association shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings. The Board of Directors may from time to time establish non-voting member classes and establish criteria and conditions applicable to each non-voting member class.

Section 3.13. NON-VOTING MEMBERS. The Board of Directors may from time to time establish non-voting member classes and establish criteria and conditions applicable to each non-voting member class.

ARTICLE IV. DIRECTORS

Section 4.01. POWERS, DUTIES, ELECTION AND ELIGIBILITY: The corporate powers of the Association shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The Board of Directors shall also be known as the Board of Directors, and the Directors or members of the Board may also be known and referred to as Trustees. The duties of the Board of Directors shall extend to but not be limited to: Exercise of overall supervision and control, providing of objectives, policy guidance, approval of current and long term operations, planning, and review and approval of budget. The Board of Directors shall elect the officers of the Association. The Chair of the Board of Directors shall serve as the liaison between the Board of Directors and the officers of the Association.

Section 4.02 NUMBER AND QUALIFICATION OF DIRECTORS: The number of Directors of the Association shall be no less than twenty-one (21) nor more than twenty-eight (28) with the
exact number to be determined from time to time by the Board of Directors as hereinafter provided. In addition to the elected members of the Board of Directors, the President of the Association and the Chief Financial Officer of the Association are ex-officio, non-voting members of the Board of Directors.

Section 4.03. ELECTION: Election of Directors shall take place at the Annual Meeting of Members. In the event the Board of Directors alters the size of the Board of Directors, in accordance with Section 4.02 above, reduction in the size of the Board of Directors shall be accomplished with the normal expiration of directors' terms of office and expansion of the Board of Directors shall be made only by election of additional directors at the annual membership meeting. In the event of expansion of the Board of Directors, the terms of office of new Directors shall be determined so that as far as possible one-quarter of the Directors shall have four (4) year terms, one-quarter of the Directors shall have three (3) year terms (or time remaining on their terms); one-quarter of the Directors shall have two (2) year terms (or time remaining on their terms); and one-quarter of the Directors shall have a one (1) year term (or time remaining on their term). In the event of reduction in the size of the Board of Directors, Directors elected at the next Annual Meeting shall have terms of office determined so as to maintain as close as possible the staggered terms as set forth above.

Section 4.04. TERM OF OFFICE: Unless otherwise provided in these By-Laws, the term of office for Directors shall commence at the next regular or special meeting of the Board of Directors following the Annual Meeting of members at which such directors are elected and shall terminate when the term of office of a successor director commences. New Directors shall hold office for four (4) years. The phrase “New Directors” shall refer to those Directors who commence their first term on or after January 1, 2011, or who will commence their second term on or after January 1, 2011. Except as provided in these By-Laws, a New Director may serve for a maximum of two (2) consecutive four (4) year terms if reelected for a second term, and must remain off the Board of Directors for a minimum of one (1) year before being eligible for reelection. Any Director, who serves as Chair of the Board during the last year of the Director’s second term, shall have the term of office as a Director (but not an officer) extend one (1) year beyond the expiration of that Director’s term. The Board of Directors may, at its sole discretion, define and declare special circumstances that would permit nomination and reelection of a Director for a third consecutive term of three (3) years, if the Director was in his or her second term in 2010, or four (4) years in all other instances. New Directors and any director reelected for a third consecutive term shall have terms of office determined so as to maintain as close as possible the staggered terms as set forth in Section 4.03.

Section 4.05. COMPENSATION: The Directors serve without compensation except for Board approved reimbursement for expenses incurred by Directors from time to time.

Section 4.06. OFFICERS OF THE BOARD OF DIRECTORS: The Board shall elect from the Members a Chair of the Board and Secretary of the Board and such other officers including Vice Chair(s) and Treasurer as deemed necessary and proper by the Board. Such officers shall serve for one (1) year; provided, however, officers may not serve more than two consecutive terms, and provided further, an officer may not serve as an officer beyond the expiration of the term of
office as a Director.

Section 4.07. MEETINGS OF THE BOARD OF DIRECTORS:

(a) CALL OF THE MEETING: Meetings of the Board may be called by the
President of the Association, Chair of the Board or any other duly elected officer of the
Board or any two Directors.

(b) PLACE OF MEETINGS: All meetings of the Board will be held at the principal
office of the Association as specified in Section 1.02 of these Bylaws or as changed from
time to time as provided in Section 1.02 of these Bylaws.

(c) REGULAR MEETINGS: Regular meetings of the Board of Directors will be
held, without notice, on the fourth Tuesday in the months of January, March, May, July,
September, and November at 12:00 Noon on board the Ferryboat BERKELEY, unless a
different date, location, and time said meeting shall have been fixed by the Board of
Directors. If any day fixed for the regular meetings of the Board of Directors falls on a
legal holiday, the meeting scheduled for that day will be held at the same hour on the next
succeeding day that is not a legal holiday.

(d) SPECIAL MEETINGS: Special meetings of the Board may be called by the
Chair of the Board or any other duly elected officer of the Board or any two Directors.
Special meetings may be held on four days notice by first class mail, postage prepaid, or
on 48 hours' notice delivered personally or by telephone, including a voice messaging
system or other system or technology designed to record and communicate messages,
telegraph, facsimile, electronic mail, or other electronic means. Notice of the special
meeting need not be given to any Director who signs a waiver of notice or written
consent to holding the meeting, or an approval of the minutes of the meeting, whether
before or after the meeting, or who attends the meeting without protesting the lack of
notice to that Director either before or at the commencement of the meeting. All waivers,
consents, and approvals must be filed with the corporate records or made a part of the
minutes of the meetings.

(e) QUORUM: A majority of the authorized number of Directors constitutes a
quorum of the Board for the transaction of business, except as otherwise provided in
these Bylaws.

(f) TRANSACTION OF BOARD: Except as otherwise provided in the Articles, in
these Bylaws, or by law, every act or decision done or made by a majority of the
Directors present at a meeting duly held at which a quorum is present is the act of the
Board; provided, however, that any meeting at which a quorum was initially present may
continue to transact business notwithstanding the withdrawal of Directors if any action
taken is approved by at least a majority of the required quorum for that meeting, or such
greater number as is required by the law, the Articles, or these Bylaws.

(g) **CONDUCT OF MEETINGS:** The Chair of the Board or, in his or her absence, the Vice Chair, if any, or if no Vice Chair than any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(h) **ADJOURNMENT:** A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.08. **ACTION WITHOUT A MEETING:** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Section 4.09. **COMMITTEES OF THE BOARD OF DIRECTORS:** The Committees of the Board of Directors shall be designated as Standing Committees and Ad Hoc Committees. The Chair of the Board shall appoint the chair of such Committees with the advice and consent of the Board of Directors and the chair of such Committees shall recommend the committee members to the Board of Directors for approval. Except as noted below, the Chair of the Board, President of the Association and Chief Financial Officer of the Association shall be Ex Officio members of all Committees of the Board and may at their discretion attend any or all meetings as voting members.

   (a) **Standing Committees:** The Standing Committees shall be the Executive Committee, Audit Committee, Governance and Nominating Committee, Finance Committee, Development Committee and the Strategic Planning Committee.

   (1) **Executive Committee:** The Executive Committee of the Board of Directors shall consist of the President of the Association, the Chair of the Board of Directors, the chairs of the Audit Committee, Governance and Nominating Committee, Finance Committee and the Development Committee and one (1) member elected from the Board of Directors. The Chair of the Board of Directors shall serve as chair of the Executive Committee and may appoint additional members to the Executive Committee with the ratification of the Board of Directors.
Directors. The Executive Committee shall, before each Regular Meeting of the Board of Directors, review the business and affairs of the Association, including any special matters to come before the Board of Directors, and make recommendations to the Board of Directors. The Executive Committee is delegated the power and authority of the Board in the management of the business and affairs of the Association, except for the following:

(aa) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board or approval of a majority of the Board;

(bb) Fill vacancies on the Board or on the Executive Committee;

(cc) Amend or repeal bylaws or adopt new bylaws;

(dd) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(ee) Create any other Committees of the Board;

(ff) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(2) Audit Committee: The Audit Committee shall recommend an independent audit firm to conduct the annual financial audit, oversee the audit and its results, and recommend special audits and procedures for the approval of the Board. The specific responsibilities of the Audit Committee are more fully spelled out in the Audit Committee Charter. The chair and membership of the Audit Committee shall be determined in accordance with California Nonprofit Integrity Act of 2004 as may be amended from time to time. The Audit Committee membership:

(aa) must be approved by the full Board of Directors;

(bb) may include non-Board members;

(cc) may not include employees of the Association (whether or not they are officers of the Association); and

(dd) members of the Investment/Finance Committee shall constitute less than one-half of the membership of the Audit Committee.

(4) Governance and Nominating Committee: The Governance Committee shall be responsible for applying best practices in board governance for the Board to follow. The Committee shall oversee each step in the board building cycle which includes acquisition (identification, cultivation and recruitment), quality of contribution (orientation, involvement, education, and evaluation), and Board rotation process. In addition, the Governance Committee shall address composition of the Board including Board diversity, job descriptions for potential Board members, handbooks, term limits and plans for leadership transition and shall identify and recommend to the Board nominees to fill vacancies on the
Board of Directors. The Chair of the Governance and Nominating Committee shall at the Annual Meeting of Members, report its recommendations for Directors to be elected at such meeting. Such recommendations shall be merely advisory and shall in no manner limit further nominations for Directors at such meeting. In addition, the Nominating Committee shall report its recommendations for Officers of the Association to the Chair of the Board of Directors for presentation to the Board of Directors at its next meeting following the Annual Meeting of Members.

(5) **Finance Committee:** The Finance Committee shall be responsible for significant financial matters affecting the Association, including but not limited to investments, budget, and other matters of financial import as they occur from time-to-time. Specifically, the Finance Committee shall:

- (aa) recommend Investment Policy for approval by the Board;
- (bb) supervise the investment of the Association’s funds in accordance with the currently approved policy;
- (cc) meet at least quarterly to implement all pertinent Board investment policies, supervise investment managers, and review investment portfolio performance;
- (dd) review and monitor the annual operating budget for the Association as provided by the President; and
- (ee) review and advise Association staff on matters of financial significance or consequence as they occur from time-to-time, e.g., matters pertaining to credit, insurance, asset acquisition or disposition, write-off, etc.

The Committee shall be comprised of not less than five (5) Board Members in addition to the Ex Officio members. It shall be the Committee’s practice to invite the Association Audit Committee Chair to all meetings.

(6) **Development Committee:** The Development Committee shall assist the Association’s private support fund-raising and development programs. The Committee shall include at least three (3) Board Members in addition to the Ex Officio Committee members, and such other non-Board Members as the Chairs of the Board and the Committee shall deem appropriate. Non-Board Members shall be selected based on their expertise in fund-raising, their knowledge of the San Diego community, or their willingness to contribute or solicit funds for the Association.

(7) **Strategic Planning Committee:** The Strategic Planning Committee shall be responsible for:

- (aa) developing a strategic plan for the Association;
- (bb) advising and making recommendations to, the Executive Committee on the Association’s mission, vision and strategic initiatives;
(cc) periodically reviewing the mission, vision and strategic plan
and recommending changes to the Executive Committee;
(dd) reviewing major program initiatives consistent with the
Association’s purpose;
(ee) maintaining effective communication with the Association
staff;
(ff) performing such related functions as may be assigned to it by
the Board of Directors;

The Committee shall include at least three (3) Board Members in addition to the
President of the Association, the Chair of the Board of Directors, the Chair of the Finance
Committee, and the Education Director of the Association.

b. **Ad Hoc Committees of the Board:** The Board of Directors may appoint such
additional ad hoc committees as it deems necessary. The chair and membership of each
ad hoc Committee will be appointed by the Chair subject to the advice and consent of the
Board of Directors. In appointing any ad hoc committee, the specific purpose for which
the ad hoc committee is formed and duration of the ad hoc committee shall be included in
the minutes of the Board.

c. **Committee Quorum:** At all Committee meetings, a majority of the membership
of the Committee then serving shall be necessary and sufficient to constitute a quorum for
the transaction of business. The act of a majority of the members present at any meeting
at which there is a quorum shall be the act of the Committee, except as may be otherwise
specifically provided by law or by these bylaws. If at any meeting there is less than a
quorum present, a majority of those present may adjourn the meeting without further
notice to any absent member. With the exception of the Executive Committee, Ex-
Officio Committee members will not be included in determining the number of
Committee members that constitutes a quorum, but if present shall be included in
determining if the quorum has been met.

Section 4.10. **REMOVAL OF DIRECTORS--REMOVAL FOR CAUSE:** The Board may
declare vacant the office of a Director on the occurrence of any of the following events:

(a) The Director has been declared of unsound mind by a final order of court.

(b) The Director has been convicted of a felony.

(c) The Director has failed to attend three (3) consecutive meetings of the Board.

Section 4.11. **REMOVAL WITHOUT CAUSE:** Any Director may be removed without cause
if removal is approved by the Membership or the Board of Directors within the meaning of
California Corporations Code Section 5032.
Section 4.12. RESIGNATION OF DIRECTOR: Any Director may resign effective on giving written notice to the Chair of the Board of Directors, the President or the Secretary of the Association, or the Board of Directors of the Association. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Association would then be left without a duly elected Director in charge of its affairs.

Section 4.13. VACANCIES IN THE BOARD--CAUSES: Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

Section 4.14. FILLING VACANCIES BY DIRECTORS: Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.10 or 4.11 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.08 of these Bylaws; or (3) a sole remaining Director.

Section 4.15. EX-OFFICIO DIRECTORS AND HONORARY DIRECTORS: The Board of Directors may appoint from time to time Ex-Officio Directors as determined by the Board. Such Ex-Officio Directors shall attend meetings of the Board of Directors and may participate in the deliberative process, but shall have no vote. Ex-Officio Directors shall be entitled to notice of meetings but shall not be counted in determining the presence of a quorum. The Board of Directors may from time to time elect Honorary Directors who shall remain as Honorary Directors at the pleasure of the Board of Directors and shall be accorded the right, but not the duty, to attend meetings of the Board and may address the Board, but who shall not participate in the deliberative process, shall have no vote, shall not be entitled to notice of meetings, and shall not be counted in determining the presence of a quorum.

ARTICLE V
OFFICERS

Section 5.01. NUMBER AND TITLES: The officers of the Association shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as determined by the Board. The President is the executive director, general manager and chief executive officer of the Association. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 5.02. APPOINTMENT AND RESIGNATION: The officers of the Association will be
chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 5.03. DUTIES OF OFFICERS:

(a) PRESIDENT: The President will be the executive director, general manager and chief executive of the Association and will, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Association. The President of the Association shall attend meetings of the Board of Directors. The President will perform all duties incident to the office of President and any other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors.

(b) VICE-PRESIDENT: The Vice-President shall be the assistant executive director and assistant general manager of the Association and in the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice-President will have those other powers and perform any other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

(c) VICE-PRESIDENT (SPECIAL DESIGNATION): Upon the recommendation of the President of the Association, the Board may elect such additional Vice-Presidents as may be necessary to conduct the business and affairs of the Association. Such additional Vice-Presidents shall be designated for special department or tasks within the Association and shall be distinguishable from the Vice-President identified in (b) above by the addition of special designation to the title such as by way of example: Vice-President: Education; Vice-President: Vessel and Facilities Management, etc. Such additional Vice-Presidents shall be identified and given specific tasks and responsibilities as determined by the Board in consultation with the President.

(d) SECRETARY: The Secretary will keep or cause to be kept at the principal office of the Association, or other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

(e) CHIEF FINANCIAL OFFICER: The Chief Financial Officer of the Association will keep and maintain in written form or any other form capable of being converted into written form, adequate and correct books and records of account of the properties and
business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any Director of the Association. The Chief Financial Officer will deposit all moneys and other valuables in the name of and to the credit of the Association with depositories as may be designated by the Board of Directors. The Chief Financial Officer will disburse the funds of the Association as ordered by the Board of Directors, and will render to the President and the Directors, on request, an account of all that officer’s transaction as Chief Financial Officer, and of the financial condition of the Association. The Chief Financial Officer will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Section 5.04. RESIGNATION AND REMOVAL OF OFFICERS: Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE VI
CORPORATE SEAL

Section 6.01. CORPORATE SEAL: The Board of Directors will adopt a corporate seal in the following form and design:

The Corporate Seal shall consist of two concentric circles with the name of the Association in one circle and the words and figures, "NON-PROFIT CORPORATION -- INCORPORATED", the date of incorporation, and "CALIFORNIA" in the second circle.

The Secretary of the Association will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE VII. PROPERTY

Section 7.01. TITLE AND OWNERSHIP: Title of and ownership of all property of the Association shall be vested in the Association and shall be managed as herein provided for the purposes thereof.

Section 7.02. INTEREST IN PROPERTY: No person or entity shall at any time have any right to or interest in any of the property or assets of the Association and such property or assets are hereby irrevocably dedicated to the educational, charitable and scientific purposes of this Association. In the event of the liquidation, dissolution, or abandonment of this Association, its
property shall be disposed of as provided by law and the Articles of Incorporation of the
Association.

ARTICLE VIII. AMENDMENTS

Section 8.01. POWER OF BOARD OF DIRECTORS: By-Laws may be adopted, or these By-
Laws may be amended or repealed by the written assent of a majority of the Membership of the
Association who could be entitled to vote thereon at a meeting, provided that notice of the
proposed action with a copy of any new By-Laws or By-Law amendments shall have been
mailed to each member entitled to vote thereon not less than five (5) days before the meeting at
his address as it appears on the record of the Association.

ARTICLE IX. CORPORATE RECORDS, REPORTS, AND MISCELLANEOUS

Section 9.01. KEEPING RECORDS: The Association shall keep adequate and correct records
of account and minutes of the proceedings of its Board of Directors and committees of the
Board. The minutes of the Board of Directors and the minutes of Membership Meetings shall be
kept in written form. Minutes of the committees of the Board and other books and records shall
be kept in either written form or in any other form capable of being converted into written form.

Section 9.02. ANNUAL REPORT: The Board shall cause an annual report to be sent to the
Members of the Association not later than one hundred twenty (120) days after the close of the
Association's fiscal year. The report shall contain all the information required by Section
6321(a) of the California Corporations Code and shall be accompanied by any report thereon of
independent accountants, or if there is no such report, the certificate of an authorized officer of
the Association that such statements were prepared without audit from the books and records of
the Association.

Section 9.03. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND
INDEMNIFICATIONS: The President of the Association shall furnish annually to each
Member and the Board of Directors a statement of any transaction or indemnification described
in Section 6322(d) and (e) of the California Corporations Code, if such transaction or
indemnification took place. Such annual statement shall be affixed to and sent with the annual
report described in Section 9.02 of these By-Laws.

Section 9.04. RULES OF ORDER: The Robert's Rules of Order, as amended from time to
time, shall govern the conduct of meetings of the Board of Directors insofar as those rules are not
inconsistent with or in conflict with these By-laws, the Articles of Incorporation of this
Association, or the law of the State of California.

CERTIFICATE OF SECRETARY

OF
MARITIME MUSEUM ASSOCIATION OF SAN DIEGO,

a California non-profit Association

I hereby certify that I am the duly elected and acting Secretary of said Association and that the foregoing By-Laws, comprising 18 pages, constitute the By-Laws of said Association as duly adopted at a meeting duly called on November 19, 2014.

Dated: _________________________

Signed: _________________________

Erminia Taranto
Secretary, Maritime Museum Association of San Diego