

# BYLAWS OF THE USS STERETT ASSOCIATION

(Revised and Approved 12 October 2013)

## ARTICLE I - NAME AND LOCATION

1. The name of this organization shall be USS Sterett Association ("the Association"), a nonprofit organization incorporated in The State of Colorado.

## ARTICLE II - OBJECTIVES

1. The objectives of the Association shall be:
  - A. To educate the public on the naval maritime heritage of the USS Sterett DLG-31 / CG-31, any formerly commissioned US Naval vessel or any presently active US Naval vessel named USS Sterett as to the roles the ship/s have played in United States history and the importance of preserving the ship/s historic data for future generations.
  - B. To provide information, assistance and support to the membership to enable them to organize regularly scheduled reunions for former crewmen of the ship/s.

## ARTICLE III – MEMBERSHIP

1. **QUALIFICATIONS FOR MEMBERSHIP** - Membership in the Association shall be available to any association, corporation, firm or individual interested in promoting the historical significance of the USS Sterett and who agrees to abide by these bylaws and render prompt payment of dues as set forth by the Board of Directors. The Board of Directors and or the Association by majority vote reserves the unilateral right to deny membership.
2. **MEMBER IN GOOD STANDING** – “Member in Good Standing” is any member who is current in the payment of annual dues and maintains a current mailing address with the Association and performs no act for which the Board of Directors deems to be contrary to the interests of the Association.
  - A. Exempt Member – Any member in good standing that is exempt from paying dues. This must be approved by association membership vote.
3. **CREW MEMBERSHIP** is available to persons who have served on board any ship carrying the name USS Sterett in any capacity, active duty or civilian. Crew Members shall be entitled to all benefits and privileges of membership, including the right to vote at Association meetings, serve upon committees and the right to hold elective office within the Association.
4. **ASSOCIATE MEMBERSHIP** is available to those who do not qualify for “Crew Membership.” This includes any association, corporation, firm, organization or individual. Associate members are not entitled to vote at Association meetings nor to hold office but may serve upon committees. The sponsoring group is responsible for designating a single individual to represent their membership interests at the time of application / renewal and must maintain themselves as a Member in Good Standing. Surviving Spouses may claim Associate Membership.
5. **MEMBER EMERITUS** are persons approved by the Board of Directors in recognition for significant contributions to the spirit and cause of the Association. Members Emeritus retain the same rights and responsibilities as an associate member but are not required to pay dues. A Member Emeritus, if a former shipmate, may also hold office if elected.
6. **REMOVAL AND RESIGNATION** – To remain a Member of the Association the member must maintain their “Member in Good Standing” status as set forth above. A member may be removed from membership by a two-thirds majority vote of the Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member has been advised of the impending action and has been given opportunity for redress.
7. **REINSTATEMENT** - A former member desiring reinstatement may be considered for such reinstatement by the Board of Directors by correcting any deficiency of dues and completion of an application for membership. The Board of Directors continues to retain the right to refuse membership.

## ARTICLE IV - DUES

1. Dues shall be as assessed as directed by the Board of Directors. They shall be payable at the time of application for membership and are required annually for renewal of membership. Dues shall be on an annual basis and will not be prorated. The membership year will follow the calendar year (January 1 – December 31).
2. The primary purpose of the dues shall be to fund the administration and operation of the Association and any special projects approved by a vote of the Association. A special assessment may be initiated to provide funding for any special project. The amounts for regular dues shall be established and justified by the Board of Directors. These funds shall be expended only to fulfill objectives of the Association as stated in Article II of these bylaws.
3. Members shall be considered delinquent in their membership if dues remain unpaid ninety days after the end of the calendar year and shall be subject to forfeiture of all membership benefits on and after determination of such delinquency.

## **ARTICLE V - MEETINGS**

### **1. GENERAL MEETINGS**

- A. General Meetings of the Association shall normally be held during ship's reunions. Board members shall be elected and reports of the President, Secretary/, Treasurer and the chairs of all standing and special committees shall be received and acted upon.
- B. At all general meetings of the membership, a quorum shall consist of a minimum of ten (10) eligible voting members. Eligible voting members are those "CREW" members who are considered to be in Good Standing. A simple majority vote shall be all that is required to pass a motion for election of officers.**
- C. At the General Meeting, members shall approve a reunion location for the next scheduled reunion.
- D. Notice of any general meeting of the membership shall be e-mailed to the last known address of all members on the membership roles whether they are in Good Standing or not. Receipt acknowledged e-mail messages may also constitute sufficient notice. If the e-mail is bounced back or there is no e-mail address, notice by regular mail will be sent to the last known mailing address for the member.
- E. Each Crew Member in good standing shall be entitled to one vote and members must be present to vote. A simple majority vote shall govern provided a minimum of ten (10) eligible members are present.
- F. Proxies may be allowed for CREW members in Good Standing for general meetings providing such special dispensation is authorized in advance by the Board of Directors.
- G. Parliamentary procedure for all meetings of the Association shall follow Roberts Rules of Order.

### **2. SPECIAL MEETINGS**

- A. Special Meetings of the Association may be called by the President, Board of Directors or by written request of the General Membership, provided such written request is signed by a minimum of ten (10) eligible / voting Members.
- B. Requests for special meetings shall be delivered to the President of the Association, and shall specify the reason for the meeting. On receipt of such request, the President shall submit the request to the Board of Directors for screening. If determined to be justified by a two thirds majority of the Board, the President shall call a special meeting of the voting members, for the specific purpose of dealing with the matter as requested in the notice.
- C. No other business may be conducted at such special meeting without approval by a two-thirds majority vote of Members present at such special meeting.
- D. Any special meeting must contain a minimum of 10% of total membership to adopt binding decisions upon the association or its Board of Directors.

## **ARTICLE VI - OFFICERS**

### **1. GENERAL TASKS OF ALL ELECTED OFFICERS – All elected officer shall:**

- A. Maintain and seek to increase membership.
- B. Provide a point of reference for Sterett preservation.

- C. Develop and maintain contacts within the U. S. Navy's support structure.
  - D. Perform all duties, as a vote of the membership shall assign.
2. **TERMS** – Officers shall serve a minimum term equivalent to the duration of time between reunions or a term as voted upon during a general meeting of the Association.
  3. **ELIGIBILITY** – Anyone eligible for a Crew Membership and in good standing shall be eligible for election as an officer of the Association. There is no restriction on successive terms of office.
  4. **NOMINATIONS** - Nominations may be made from the floor by any Crew Member in good standing or by a Nominating Committee appointed by the Board of Directors.
  5. **ELECTIONS** – All officers shall be selected through an election process at general meetings of the Association by a simple majority of members present.
6. **OFFICES**
- A. President
  - B. Vice-President
  - C. Secretary-Treasurer
  - D. Officers At Large (3)
  - E. Ship's Store Custodian
7. **BOARD OF DIRECTORS** - The elected officers and the Immediate past President and Vice-President shall constitute the Board of Directors.
  8. **VACANCIES** - Vacancies in any elected office may be filled for the balance of the term by substitution by one of the Officers at Large and by a simple majority vote of the Board of Directors
  9. **REMOVAL FROM OFFICE** – Any officer who does not remain a Member in Good Standing is subject to removal from office by a two-thirds majority vote of the Board of Directors

**ARTICLE VII - DUTIES OF OFFICERS**

1. **PRESIDENT** - The President shall serve as chairman of the Board of Directors and shall preside at all meetings of those bodies as well as the general meetings of the membership. The President shall serve as a member on any committee with the exception of the Nominating Committee. The President shall make all necessary committee appointments and perform such other duties as may be assigned by the Board of Directors.
2. **VICE PRESIDENT** - The Vice President shall assist the President by advice and otherwise and, in the absence or incapacity of the President, shall discharge the duties of the President. The Vice President shall perform such additional duties as assigned by the President and the Board of Directors.
3. **SECRETARY / TREASURER** - The Secretary/Treasurer shall ensure the forwarding of notices of all meetings to the members, the keeping of a correct record of proceedings, and the maintenance of correspondence and report files by the Board of Directors of the Association. The Secretary/Treasurer shall be responsible for the maintenance and presentation of financial records and statements of the Association to the Board of Directors and to the membership. The Secretary/Treasurer shall also perform such additional duties as assigned by the President and the Board of Directors. The Secretary/Treasurer shall make bi-annual financial reports to the Board of Directors. The outgoing Secretary/treasurer shall complete turnover in not less than 60 days following the bi-annual Reunion Meeting.
4. **OFFICER AT LARGE** - Each Officer at Large shall assist the President and perform such additional duties as assigned by the President and the Board of Directors. In the event of incapacity of any officer, other than President, an Officer at Large may be required to fulfill that office.
5. **SHIP'S STORE CUSTODIAN** - The Ship's Store Custodian shall maintain the store inventory, accept and dispense orders and coordinate restocking as required.
6. **REUNION COORDINATOR**- The Reunion Coordinator shall be the lead member of the Reunion Committee and shall execute the duties as described in Article IX.1.

5. **IMMEDIATE PAST PRESIDENT AND VICE-PRESIDENT** - The Immediate Past President and Vice-President shall fulfill advisory duties to the Board of Directors but are not obligated to serve on committees.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

1. The governing body of the Association shall be the Board of Directors.
2. The Board of Directors will be made up of the following officers: President, Vice-President, Secretary/Treasurer, Officers at Large, Immediate Past President and Immediate Past Vice-President.
3. Meetings of the Board of Directors shall be held at times and locations as designated by the President or the request of the current directors.
4. A quorum for official business at any meeting of the Board of Directors shall consist of a minimum of three members.
5. Expenditures of Association funds exceeding \$250 shall require approval by a minimum of three members of the Board of Directors. Revolving expenditures, once approved, need not be re-authorized. The Secretary/Treasurer may approve justifiable expenses for amounts less than \$250.
6. Any official action to be taken by the Board of Directors shall require a two-thirds majority vote.
7. Any vacancy on the Board of Directors may be filled by the Board of Directors by a two-thirds majority vote and shall serve until the next General or Special Meeting of the Association.

#### **ARTICLE IX COMMITTEES**

1. The President shall establish and appoint a Reunion Committee. This committee shall consist of a the Secretary/Treasurer and a Reunion Coordinator and not less than one other member in good "Only one member need reside in the immediate vicinity of the Reunion". This committee shall be responsible for planning and executing the next reunion, including the authority to commit the Association to contracts for planned reunion services. The Secretary/Treasurer shall ensure that accurate fiscal reunion records are maintained in the form of a document or an attachment, which may be easily routed.
2. The President may establish and appoint special committees to carry out specific projects or conduct specific items of business for the Association.
3. Any Member in Good Standing is qualified to serve on a committee.
4. Funds collected for the reunion shall be placed in the Association general account and shall be accounted for separately. The Treasurer shall disburse all funds either to or on behalf of the reunion committee in a timely manner to meet obligations to the creditors. No commitment of resources shall exceed the currently available Association assets. All reunion activity shall be documented and forwarded to the elected officers in a timely and easily routable fashion.

#### **ARTICLE X FINANCE**

1. **FISCAL PERIOD** - The fiscal period for the Association shall be as prescribed by the Board of Directors and will generally beginning and end at regularly held reunions.
2. **AUTHORITY** - All checks drawn in the name of the Association shall be signed by staff and officers designated by the Board of Directors.
3. **AUDITS** - The Board of Directors may appoint an Audit Committee or engage an independent auditor to audit the books of account of the Association at such times as deemed appropriate by a two-thirds majority vote of the Board of Directors. An internal audit and report shall be conducted at the end of each fiscal period.

#### **ARTICLE XI DISSOLUTION**

1. A two-thirds majority vote of all Members in Good Standing is required to pass any resolution of dissolution of the Association. Any action of dissolution must conform to all prevailing laws. In the event of dissolution, the assets of the Association shall be distributed to one or more regularly organized and qualified tax-exempt organizations, to the Federal government, or to a state or local government for a public purpose as governed by existing laws.

**ARTICLE XII AMENDMENTS**

1. These bylaws may be amended by a two-thirds vote of all Members in attendance at the General Meeting.
2. These bylaws reflect the legal and binding basis for the Association's existence.
3. These bylaws may not be reproduced with out the written permission of the Board of directors and are copyright material and property of the Association.

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