

# USS/USCG EDISTO ASSOCIATION BYLAWS

## ARTICLE I NAME

The name of this organization shall be known as the USS/USCG Edisto. This Association is organized exclusively for historical, social, fellowship and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

## ARTICLE II MISSION AND POLICIES

### Section 1: Mission

The USS/USCG Edisto's mission shall be:

- A. to document and preserve the history of the ship and its personnel.
- B. to educate and promote the exploration of the Arctic and Antarctic.
- B. to promote good fellowship among all who served and their families.

### Section 2: Policies

The policies set by this organization shall be recommended to the Board of Directors for direction and approved by vote of the Board of Directors (reference: Policies and Procedures).

### Section 3: Affiliates

The Board of Directors of the Association may develop affiliations with other organizations for the purpose of cooperation in the furtherance of the objectives stated in the mission herein. Such affiliation does not authorize either organization to participate in the organizational or managerial concerns of the other. Any such affiliation may be canceled by unilateral action of either of the organizations involved.

## ARTICLE III MEMBERSHIP, DUES, RIGHTS AND PRIVILEGES

### Section 1: Membership

~~Membership in the organization shall be open to all who sailed on the USS Edisto and who will uphold the mission of the organization and abide by the set policies.~~ Membership in the organization shall be open to all US Navy, Coast Guard, Marines and civilians who performed icebreaking duties, provided that non military membership does not exceed twenty-five (25) percent. By joining this Association, members agree to uphold the mission of the organization and abide by the set policies. A voting membership may be extended to widows and surviving children.

### Section 2: Dues

The amount of annual dues shall be set by the Board of Directors of the organization.

### Section 3: Rights and Privileges

- A. Members are in good standing as long as they abide by the mission and policies and renew their dues annually ~~on~~ ~~or before September 8<sup>th</sup>~~ each year. The dues period is January 1 through December 31.
- B. Only members in good standing shall have the right to vote and to hold office in the organization.
- ~~C. Only members in good standing shall receive newsletters and be entitled to attend educational programs sponsored~~

~~by the organization.~~

## **ARTICLE IV OFFICERS, DUTIES AND TERM OF OFFICE**

### Section 1: Names

The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer and one Life-Time (permanent during the life of the director) Member of the Board of Directors.

### Section 2: Duties of the Office

The officers shall perform all such duties as ordinarily pertain to the offices (ref: Policies and Procedures), and as prescribed by these Bylaws and by the parliamentary authority adopted by the organization committee.

### Section 3: Terms of Office

Officers shall:

- Be eligible to serve more than one (1) term in the same office.
- Be eligible to serve in two (2) offices concurrently, by approval of the Board of Directors.

## **ARTICLE V MEETINGS**

### Section 1: Biennial Reunion

A. The Biennial Reunion for all members of the Association shall be held within 24 months of the last Reunion, at a time and place approved by the Executive Board. The purpose of this meeting will be to promote fellowship, elect and install officers, receive annual reports of the officers and committees and conduct any other business as may properly come before this meeting.

B. Notice of the Biennial Reunion shall be mailed to all members in good standing not less than eight (8) weeks in advance of the said meeting.

### Section 2: Board Meetings

A. Regular meetings of the Board of Directors shall be held annually within one (1) month of the close of the fiscal year at such time and place as the President and/or Board may determine. Meetings conducted electronically (telephone conferences, and/or E-mail and Chat Rooms via the Internet) may be an acceptable alternative to meetings that otherwise would require the Board to travel.

B. Additional meetings of the Board may be held at any time and place as determined by the President.

C. Special meetings shall be called when requested by twenty (20%) of the voting members of the Board.

### Section 3: Special Meetings

A special meeting may be called by the President and/or the a majority of the Board of Directors to transact specified business as stated in the notice of not less than five (5) days in advance of said meeting. Upon petition of ten percent (10%) of the Association's membership and presented to the President, a special meeting shall be called with notice of not less than five (5) days in advance of said meeting.

#### Section 4: Quorum

- A. Forty percent (40%) of the voting members shall constitute a quorum at any Board meeting. In the absence of a quorum, business requiring a vote may be transacted and shall be ratified at the next Board meeting.
- B. Ten percent (10%) of the members present and voting shall constitute a quorum at any Biennial Reunion of the organization.

### **ARTICLE VI BOARD OF DIRECTORS**

#### Section 1 Members

- A. The Board of Directors shall consist of the executive officers, chairmen of committees, members-at-large and ex-officio non voting members as designated by the President with the approval of the Board of Directors.
- B. The Board of Directors shall consist of no fewer than three (3) and no greater than nine (9) voting members.
- C. Board Members with unexcused absences for two (2) consecutive meetings may be removed from the board and/or committee duties..

#### Section 2 Duties

- A. The Board of Directors shall manage and control funds and affairs of the organization on behalf of the membership in a manner consistent with the Bylaws.
- B. The Board of Directors shall vote on the names presented by the Nominating Committee to fill unexpired terms of officers and of elected members of the Nominating Committee occurring between Biennial Reunions.
- C. The Board of Directors shall record their meetings and present the minutes to the organization's Secretary.
- D. The Board of Directors shall maintain policies and procedures necessary to implement the Bylaws. These policies and procedures may be amended at any time by a majority vote of the Board of Directors.

Also see Article VII Committees; Standing, Ad Hoc

#### Section 3 Terms of Office

Members of the Board of Directors shall be eligible to serve more than one (1) term.

### **ARTICLE VII COMMITTEES: EXECUTIVE, SUSTAINING, STANDING AND ADHOC**

#### Section 1 Executive Committee

- A. ~~The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.~~ The Executive Committee of the organization shall consist of the President, a Vice President, a Secretary, a Treasurer and one Life-Time Member (permanent during the life of the director) and his title shall be Director.
- B. The Executive Committee shall be empowered to act for the Board of Directors on all emergency matters within the jurisdiction of the board which the President determines to be an emergency and cannot be held over until the next meeting of the board.
- C. All motions of the Executive Committee shall be reported to the board at its next meeting.
- D. Meetings of the Executive Committee may be held at any time and place as determined by the President. Notice

shall be given at least forty-eight (48) hours in advance and may be done by telephonic means.

E. The Executive Committee shall ~~at each~~ appoint an Audit Committee of two (2) persons who shall audit the Treasurer's books and present their report at the annual meeting. Said report shall be available for inspection by the general members. (References: Art.VII, Sec. 4, D and Art.VIII, Sec. 7)

## Section 2 Sustaining Committee

### A. Nominating Committee

1. The Nominating Committee shall consist of two (2) members elected at the Biennial Reunion.
2. The Nominating Committee shall serve a term that commences with the end of one Biennial Reunion to the start of the next. They shall select one among them to serve as chairman. In the absence of the chairman, an alternate may attend board meetings and shall have a vote.
  3. The Nominating Committee shall submit to the Board of Directors a slate of candidates for officers. ~~board of directors and two (2) members of the Nominating Committee.~~ The slate shall be included with the notice of the Biennial Reunion.
  4. The Nominating Committee shall submit for vote by the Board of Directors the names of persons to fill unexpired terms of officers, and sustaining committee members occurring between Biennial Reunions.

## Section 3 Standing Committee

- A. Standing committees shall be created, authorized and terminated by the Board of Directors according to the needs of the organization.
- B. The President shall appoint the chairmen of all standing committees subject to the approval of the Executive Committee.
- C. These chairmen upon approval shall become voting members of the Board of Directors.
- D. In the absence of the chairman, an alternate may attend board meetings and shall have a vote.
- E. Each committee shall be named and described with duties in the Policies and Procedures and not undertake any committee work that has not had prior approval of the Executive Committee.

## Section 4 Ad Hoc Committee

- A. An ad hoc committee shall be created, authorized and terminated by the Board of Directors to carry out a specific task.
- B. The President shall appoint, with the approval of the Executive Committee, the chairman and members of any ad hoc committee.
- C. An ad hoc Committee chairman is a nonvoting member of the Board of Directors.
- D. The Audit Committee shall be considered ad hoc. (References: Art. VII, Sec. 1, E and Art VIII, Sec. 7)

## **ARTICLE VIII FINANCES**

### Section 1 Monies

All monies or funds received or expended by the organization shall be duly entered into the Treasurer's books.

### Section 2 Expenditures

All expenditures, other than those authorized in the annual budget, must be approved by the Board of Directors. Expenditures for the Biennial Reunion shall be recorded and duly into the Treasurer's books.

### Section 3 Contracts

All contracts - with the exception of the Biennial Reunion contracts - made, accepted or executed by the organization shall be signed by the President with prior approval from the Board of Directors. Biennial Reunion contracts may be signed by the Reunion Chair with the approval of the President.

### Section 4 Bank Accounts

All bank accounts of the organization shall be established or closed with the approval of the Board of Directors. All accounts shall have two (2) officers' signatures registered.

### Section 5 Checks

All checks drawn against funds of the organization shall be signed by the Treasurer. In an absence, checks shall be signed by the President.

Checks drawn against funds in the Biennial Reunion checking account shall be signed by the Reunion Chair. In an absence, checks shall be signed by the Treasurer.

### Section 6 Bonding

The President and the Treasurer shall be bonded.

### Section 7 Audit

The Treasurer's books shall be audited at each Biennial Reunion.  
(References: Mt VII, Sec. 1, E and Art. VII, Sec. 4, D)

## **ARTICLE IX NOMINATIONS AND ELECTIONS**

### Section 1

A Nominating committee of two (2) members shall be elected at the Biennial Reunion.

### Section 2

The Nominating Committee shall submit a slate of candidates for each elective office to be filled. The consent of candidates to serve shall have been secured beforehand.

### Section 3

Nominations may be made from the floor, provided the consent of the nominee has been procured.

### Section 4

A majority of votes cast shall elect.

**ARTICLE X  
FISCAL YEAR**

The fiscal year shall commence on January 01 and shall end on December 31.

**ARTICLE XI  
PARLIAMENTARY PROCEDURE**

**Section 1 Proceedings**

The rules contained in the latest edition of ROBERTS RULES OF ORDER, NEWLY REVISED, shall govern the proceedings of this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or Policies and Procedures.

**Section 2: Order of Business**

The following shall be the order of business meetings:

- Address of the President.
- Reading the Minutes of the previous meeting.
- Reports of Officers
- Reports of Committees
- Reports of Special Subjects
- Election of Officers
- Election of Directors
- Unfinished Business
- New Business
- Adjournment

**ARTICLE XII  
DISSOLUTION**

In the event of the dissolution of this organization, all property and assets then owned by it, after payment of all just debts and obligations, shall be distributed to one or more non-profit organizations whose goals and missions are substantially similar to those of the ~~USS Edisto AGB2~~ Edisto Association, as determined by the Executive Committee.

**ARTICLE XIII  
AMENDMENT OF**

**Section 1 Amendments**

These Bylaws may be repealed, altered, amended, or changed or new Bylaws may be adopted by a majority vote of the membership present at any Biennial Reunion or special meeting of the Association, or ad interim by a two-thirds vote of the Board of Directors whenever, in their judgment, such change is beneficial to the operations of the Association, Ad interim changes made in the Bylaws by the Board of Directors will be subject to confirmation by a majority vote at the next Biennial Reunion or special meeting of the Association.

**Section 2 Approval and adoption**

- A. The Board of Directors must approve the proposed Bylaws and amendments by majority vote.
- B. Notify general membership of any proposed changes thirty (30) days prior to the meeting.
- C. The proposed Bylaws or amendments must be approved by a majority of the general members present and voting.

Section 3 Revision

These Bylaws will be reviewed every Biennial Reunion

Date of Incorporation:

Bylaws adopted:

Revision:

Revision:

Certification:

This is to certify that the preceding Bylaws of the ~~USS~~ Edisto Association were duly adopted by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting at a duly noticed meeting of the board on April 15, 2006 at 4 pm.

April 15, 2005/ William F. Gallant  
Name and Signature of Recording Secretary

**ARTICLE XIV  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

Section 1: Liability

Every director, officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon him or her in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his or her being or having been a director, officer, or employee of the Association, or any settlement thereof, whether or not he or she is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

## **POLICIES AND PROCEDURES**

These may be changed at any time, at any meeting, without prior notice therefore, these specific details are included:

### **President**

The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform all such duties as ordinarily pertain to the office such as general supervision, direction, and control of the business of the Association. The President shall serve as a voting member of all standing committees, except for the Nominating Committee, and shall have general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

### **Vice President**

The Vice President shall, in the event of the absence, disability or resignation of the President, assume the powers and perform the duties of the President. The Vice President shall perform such duties as may be delegated by the President and/or the Board of Directors.

### **Secretary**

The Secretary shall keep or cause to be kept, a book of the minutes of all meetings of the Association and the Board of Directors, preserve all papers, letters, and transactions of the Association and have custody of the Association seal. The book of minutes of all meetings will contain the time and place of holding, regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or Bylaw to be given and he shall keep the seal of the Association in safe custody and shall have such other powers and perform such other duties as may be prescribed by the President, the Board of Directors or the Bylaws. The retiring Secretary shall deliver to the successor Secretary, all Association property in his/her custody/possession.

### **Treasurer**

The Treasurer shall collect, receive and have charge of all funds of the Association and shall have deposited such funds in a bank approved by the Board of Directors, and shall provide for the expenditure of such funds. A report will be made to the Board of Directors giving the financial standing of the Association whenever requested and a full report made to the Association at each Biennial Reunion. The Treasurer shall be bonded, if required by the Board of Directors, in an amount prescribed by the Board of Directors. The retiring Treasurer shall deliver to the successor Treasurer all money, vouchers, books and papers of the Association in his or her custody, with a supplemental report covering all transactions.

**Board of Directors** shall set dues, meeting dates, times, places