

USS HOLLAND (AS-32) ASSOCIATION

ASSOCIATION BYLAWS

BYLAWS OF

USS HOLLAND (AS-32) ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **USS HOLLAND (AS-32) ASSOCIATION**. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 2 — Purpose: **USS Holland (AS-32) Association** is formed for the benevolent, education, recreation and general welfare of the military and civilian personal, their families and friends, who served on board the USS Holland (AS-32) commencing in 1963 and extending through its entire time of commissioned service. In order to fulfill its objectives the Association shall, from time to time, enter into agreements with others to provide such activities and function deemed necessary to accomplish said objectives, including public entertainment and voluntary contributions.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to all military personal, **attached civilians, dependents, widows and widowers of personnel who served on board the USS Holland (AS-32) commencing in 1963 and extending through its period of commissioned service.** All memberships shall be granted upon a majority vote of the board after completion and receipt of a membership application along with payment of initial application dues of \$10 and annual dues of \$15.

Membership shall not be restricted in any way based on sex, sexual orientation, race, age, religion, creed, or national origin.

Section 2 — Annual dues: The amount required for annual dues shall be \$15 unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership and voting privilege is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members may be established by the board which meets quarterly.

Section 2 — Annual meetings: There will be an annual meeting of the general members and the specific date, time and location of which will be designated by the board. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings: Special meetings may be called by the board, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail (electronic or printed), not less than two weeks prior to the meeting.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer than 5 members. The members of the board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: Member of the Board of Directors will be elected by a simple majority of the voting representatives or members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 — Quorum: A quorum must be attended by at least sixty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officer Positions and Duties: There shall be seven officer positions assigned to elected members of the board, consisting of a President, Vice-President, Secretary, Treasurer, Historian, Curator, Webmaster, Trustee, Chaplain and Master-at-Arms. A single elected member of the board may be assigned no more than two officer positions. The duties of the officer positions are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and then Treasurer.

The Vice-President shall chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board and member meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board and member meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public, upon written or in-person request.

The Historian will record events and activities outside of meetings as opposed to the Secretary who records proceedings of board or member meetings. The Historian will research and compile Association and USS Holland history, organize and preserve that same history, prepare an annual yearbook and give historical presentations.

The Curator will collect and preserve artifacts from the Association and the USS Holland.

The Webmaster will maintain the association web site in a professional manner within guidelines provided by the board. He (she) will post board and member meeting notes from the Secretary and Treasurer within two weeks of respective meetings.

The Trustee position will be made available to any member who has served on the board for more than 5 consecutive terms in any given board officer position and wishes to again be elected to the board. This will allow continued service to the board without violating the 5 consecutive term rule.

The Chaplain will facilitate the spiritual health and growth of the Association's membership. He (She) will provide prayer assistance, spiritual guidance and meditation during times of individual crisis and coordinate assistance emergency situations as an Association representative. The Chaplain will keep the Association officers informed of notable membership situations.

The Master-at-Arms will be the chief law enforcement officer, protocol officer and executive officer. He may compel officers to meetings to establish a quorum; he provides physical security during meetings to minimize distractions, coordinate all official events and visits and enforces all rules of the Association. He will also work with other board members as needed.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, for example: more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining members of the board.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The President appoints all committee chairs.

Section 2 — Executive Committee: The members of the board filling the top four officer positions serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public, upon written or in-person request.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the members of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. Once approved by the board, amendments to these bylaws and the articles of incorporation will be posted on the Association web site for review and comment by the total membership. The comments by members may include a vote of approval or disapproval but this is not binding on the board. The board shall review the internet comments as well as any proposed amendments and make additional amendments to these bylaws as deemed appropriate.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by two thirds majority vote on July 24,2010

Secretary	Date
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