

# **BYLAWS**

## **ARTICLE I**

### **NAME AND LOCATION**

The name of this organization shall be USS Clamagore Preservation and Memorial Association, a nonprofit organization incorporated in Knoxville, Tennessee. Offices of the Association shall be in Knoxville, Tennessee or in such other localities as may be determined by the Board of Directors.

## **ARTICLE II**

### **OBJECTIVES**

The objectives of the Association shall be:

To save and preserve the USS Clamagore and move her to East Tennessee area for display to the general public establishing the beginning of a military history museum where none currently exists.

To provide an educational experience through guided tours, various displays and presentations to ensure the service and sacrifices of veterans from all eras are not forgotten.

To support patriotic events and commemorations in local communities.

## **ARTICLE III**

### **MEMBERSHIP**

#### **SECTION 1. QUALIFICATIONS FOR MEMBERSHIP**

Membership in the Association shall be available to any association, corporation, firm or individual interested in promoting the preservation and display of USS Clamagore SS-343 to educate the public and who agrees to abide by these bylaws and render prompt payment of dues as required by the Board of Directors.

#### **SECTION 2. CLASSES OF MEMBERSHIP**

*INDIVIDUAL MEMBERSHIP* is available to persons who have interests compatible with the objectives of the Association. Individual Members shall be entitled to all benefits and privileges as determined by the Board of Directors. Membership level is determined by the amount of dues paid annually and shall be designated as; 1) Sailor Level-\$15/year; 2) Chief Petty Officer Level-\$40/year; 3) Chief of Boat Level-\$75/year; 4) Captain Level-\$150/year; 5) Admiral Level-\$500/year

*HONORARY MEMBERS* are persons approved by the Board of Directors in recognition of significant contributions to the Association. They are confirmed by the voting members at the next scheduled general meeting of the Association. Honorary Members shall not pay dues nor hold elective office but shall receive such communications of the Association as are regularly sent paid embers.

*ASSOCIATE MEMBERSHIP* is available to any organization whose objectives are compatible with the objectives of the Association. Each Associate Member may designate a person who is associated with it to represent that organization. These persons shall be entitled to all benefits and privileges of membership as designated by the Board of Directors. They shall have the right to hold elective office only as specified in the bylaws. Sustaining membership shall be available to those Associate Members desiring to make a greater contribution of dues to the Association than the regular membership dues as required of Associate Members. Acceptance of Associate Members shall be by the Board of Directors, subject to confirmation by the voting members at the next scheduled general meeting of the Association.

### **SECTION 3. REMOVAL AND RESIGNATION**

Members may be removed from membership by the Board of Directors for cause by a two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the lodged complaint and has been given reasonable opportunity for defense, first in writing to the Association Board, and next by appearance before the Board of Directors. Resignation members must be made in writing and submitted to the Board of Directors.

### **SECTION 4. REINSTATEMENT**

A former member desiring reinstatement may be considered for such reinstatement by the Board of Directors upon full payment of all dues in arrears and upon completion of an application for membership as required by the Board of Directors.

## **ARTICLE IV**

### **DUES**

**SECTION 1.** Dues shall be as recommended by the Board of Directors and approved by a majority of the voting members at the next scheduled general meeting of the Association. They shall be payable at the time of application for membership and as invoiced annually for renewal of membership. Dues shall be on a calendar year basis and will be prorated for new members.

**SECTION 2.** The primary purpose of the dues shall be to fund the routine administration and operation of the Association. Membership dues will not routinely be used to provide restoration or maintenance to USS Clamagore.

**SECTION 3.** Members shall be considered delinquent in their membership if dues remain unpaid ninety days after being invoiced and shall be subject to forfeiture of all membership benefits on and after determination of such delinquency.

# ARTICLE V

## MEETINGS

**SECTION 1.** Annual Meeting of the Association shall be held at such time and place as determined by the Board of Directors. Board members shall be elected and reports of the Chairman, Secretary and Treasurer and the chairs of all standing and special committees shall be received and acted upon. The order of business at the Annual Meeting shall be as follows: (1) reading of minutes of last Meeting and any other meetings subsequent thereto; (2) communications; (3) reports; (4) resolutions; (5) elections; (6) old business; and (7) new business.

**SECTION 2.** Special meetings of the Association may be called by the Chairman, Board of Directors or written request of the Membership, provided such written request is signed by a minimum of thirty Members. Such request shall be delivered to the office of the Association, and shall specify the reason for the meeting. On receipt of such request, the Chairman, or failing the Chairman, the Vice Chairman, or failing them both, any other Board Member, shall within thirty days, call a special meeting of the voting members, for the purpose of dealing with the matter specified in the notice. No other business may be conducted at such special meeting without a three-quarters vote of Board Members present at such special meeting.

**SECTION 3.** Written notice of any general meeting of the membership shall be emailed or mailed to the last known address of each member.

**SECTION 4.** At the annual meetings of the Association, each voting member in good standing shall be entitled to one vote and said members must be present to vote, except as noted in subsequent sections of these bylaws. A majority vote of those present and eligible to vote shall govern.

**SECTION 5.** At all general meetings, a quorum shall consist of seven board members and any other attending members.

**SECTION 6.** Proxies may be allowed for meetings provided such procedure is authorized and specified in advance by the Board of Directors.

**SECTION 7.** Parliamentary procedure for all meetings of the Association shall follow Roberts Rules of Order.

# ARTICLE VI

## OFFICERS

**SECTION 1.** The elected officers shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer. These officers and the Immediate Past Chairman shall constitute the Executive Committee. The officers shall be elected by the voting membership at the Annual Meeting. The Chairman and Treasurer shall serve an initial term of three years, with the Vice-Chairman and secretary serving two years beginning with installation, or until a successor has been duly elected and installed. After the initial term of three

years the term for the Chairman and Treasurer will revert to two years allowing for alternating election of half the Executive Committee. Nothing herein shall prevent an officer from being elected to successive terms of office.

**SECTION 2.** The designated representative of any Organizational or Associate Member or Individual member in good standing shall be eligible for election as an officer or director at large of the Association. The Nominating Committee shall submit a slate of candidates for officers and directors at large for approval by the Board of Directors. Nominations may be made from the floor by any Member in good standing. Vacancies in any elected office may be filled for the balance of the term by vote of the Board of Directors. The Board of Directors, in its discretion, by a two-thirds vote of its members, may remove any officer or director at large from office for cause.

## **ARTICLE VII**

### **DUTIES OF OFFICERS**

**SECTION 1.** Chairman. The Chairman shall serve as chairman of the Executive Committee and Board of Directors; shall preside at all meetings of those bodies as well as the general meetings of the membership; shall serve as a member, ex-officio with right to vote, on all committees except the Nominating Committee; and shall make all necessary committee appointments and perform such other duties as may be assigned by the Board of Directors.

**SECTION 2.** Vice-Chairman. The Vice Chairman shall assist the Chairman by advice and otherwise and, in the absence or incapacity of the Chairman, shall discharge the duties of the Chairman. The Vice Chairman shall perform such duties as assigned by the Chairman and the Board of Directors.

**SECTION 3.** Secretary. The Secretary 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 Executive Staff of the Association. The Secretary shall perform such additional duties as may be assigned by the Chairman and/or the Board of Directors.

**SECTION 4.** Treasurer. The Treasurer shall be responsible for the maintenance and presentation of financial records and statements of the Association to the Board of Directors at their meetings and to the membership at the Annual Meeting; and shall perform such additional duties as may be assigned by the Chairman and/or the Board of Directors. The Board of Directors may assign routine accounting duties to the Executive Staff, under the supervision of the Treasurer.

**SECTION 5.** Immediate Past Chairman. The Immediate Past Chairman shall assist the Chairman by advice and otherwise, and in the absence or incapacity of the Chairman or Vice Chairman, shall discharge the duties of the Vice Chairman. This position will not be filled until after the expiration of the term of the first elected Chairman.

**SECTION 6.** The Executive Committee. The Executive Committee shall be authorized to conduct the business of the Association in behalf of the Board of Directors provided any actions taken are duly reported to the Board of Directors.

# **ARTICLE VIII**

## **BOARD OF DIRECTORS**

**SECTION 1.** The governing body of the Association shall be the Board of Directors. The Board of Directors shall consist of the four elected officers of the Association and seven Board members at large, and fifteen non-voting Advisory Board Members.

**SECTION 2.** Four Board members at large shall be appointed to serve for a term of three years with the remaining three appointed to serve for two years.

**SECTION 3.** Advisory Board members shall be appointed to serve for a term of two years with no limit on number of terms.

**SECTION 4.** On-site meetings of the Board of Directors shall be held at least annually and at such other times and locations as designated by the Chairman or the request of seven of the current Board members. Notice of all on-site meetings of the Board of Directors shall be sent at least fifteen days prior to such meeting.

**SECTION 5.** Meetings of the Board of Directors may be conducted by facsimile/electronic mail (e-mail) or telephone/electronic conference calls provided that advance written notice of the meeting provides a detailed agenda and supporting information on the matters to be discussed. Full discussion of the issues must occur either verbally or in written comments. Upon the request of any member of the Board, no final action will be taken without an on-site meeting. Minutes detailing issues addressed, comments and actions taken shall be sent to each member of the Board of Directors. Electronic mail shall be considered "written" correspondence.

**SECTION 6.** Minutes of general meetings shall be presented to and approved by the voting members at the next general meeting.

**SECTION 7.** A quorum for official business at any meeting of the Board of Directors shall consist of seven members, with no less than one elected member present.

**SECTION 8.** Any official action to be taken by the Board of Directors at meetings conducted by the means described in SECTION 4 above shall have at least a two-thirds vote to be valid.

**SECTION 9.** Any vacancy created on the Board of Directors shall be filled by the Board of Directors at a regular or special meeting and a director so elected shall serve until the next Annual Meeting or until a successor is elected or appointed.

**SECTION 10.** Members of the Board of Directors shall serve without compensation for their services. The Board of Directors may, however, authorize reimbursement for actual travel expenses incurred by directors for official business of the Association. Reimbursement shall be at such rate and under such conditions as approved by the Board of Directors.

**SECTION 11.** All Past Chairs of the Association shall be considered ex-officio members of the Board of Directors.

## **ARTICLE IX**

### **EXECUTIVE STAFF**

**SECTION 1.** The Board of Directors is empowered to employ an Executive Director, an Executive Secretary and such other staff members as deemed necessary for management and administration of the Association under such terms and conditions as agreed to by the Board of Directors. Executive Staff members may be compensated for their services to the Association.

**SECTION 2.** The Executive Director, when employed, shall perform general management of the affairs of the Association; and shall see that all orders and resolutions of the Board of Directors are carried out. The Executive Director shall be selected by the majority vote of the Board of Directors. The Executive Director shall have such other powers and shall perform such other duties as shall be assigned by the Board of Directors, the Executive Committee or the Chairman. The Executive Director shall serve, ex-officio, as a non-voting member of the Executive Committee and Board of Directors.

**SECTION 3.** The Executive Secretary, when employed, shall assist the Board of Directors in the business of the Association. The Executive Secretary shall attend all sessions of the Executive Committee, the Board of Directors, and the general membership; and shall record all votes and minutes of such proceedings. The Executive Secretary shall give or cause to be given notice of all meetings of the Executive Committee, the Board of Directors and the general membership and shall perform such other duties as shall be assigned by the Board of Directors, the Executive Committee or the Chairman.

**SECTION 4.** Compensation levels for paid staff members shall be as recommended by the Board of Directors and approved at a general meeting of the Association.

## **ARTICLE X**

### **COMMITTEES**

**SECTION 1.** Nominating Committee. The Chairman shall appoint a Nominating Committee consisting of at least three designated Board Members.

**SECTION 2.** Standing committees. The standing committees shall be (1) Repair and Restoration Committee; (2) Preservation and Curatorial Committee; (3) Finance Committee; (4) Building Committee; (5) Marketing Committee; (6) Public Relations Committee; (7) Membership Committee; (8) Fundraising Committee; (9) Environmental Committee; (10) Communications Committee; (11) Education Committee; and (12) Insurance Committee. The Chairman shall appoint persons to the standing committees. The Chairman may designate committee chairs.

**SECTION 3.** Special committees. The Chairman may establish and appoint persons to special committees to carry out specific projects or conduct specific items of business for the Association.

**SECTION 4.** Any member in good standing may be eligible to serve on standing and special committees. Board of Directors may appoint non members to serve on standing and special committees.

## **ARTICLE XI**

### **FINANCE**

**SECTION 1.** The fiscal year for the Association will be standard calendar year beginning on January 1st.

**SECTION 2.** The Board of Directors may require such surety and performance bonds as are deemed necessary for the Association.

**SECTION 3.** All checks drawn against the accounts of the Association shall be signed by such staff and officers as designated by the Board of Directors.

**SECTION 4.** The Board of Directors shall submit an annual operating budget for approval at the Annual Meeting.

**SECTION 5.** The Board of Directors may appoint an Audit Committee or engage an independent auditor to audit the books of account of the Association at the end of the fiscal year or at such other times as are deemed appropriate.

## **ARTICLE XII**

### **DISSOLUTION**

**SECTION 1.** An affirmative vote of three-quarters of the voting members is required to pass on the question of dissolution of the Association. Voting may be done by attendees at a general meeting or by notarized proxy. In the case 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.

## **ARTICLE XIII**

### **AMENDMENTS**

**SECTION 1.** These bylaws may be amended by a two-thirds vote of the voting members at a general meeting of the Association provided that a notice of the motion to amend containing a verbatim copy of the proposed amendments were sent to the Secretary at least days prior to the meeting. The Secretary shall mail a notice thereof together with the said verbatim copy of the proposed amendments to every voting member of the Association at least ten days prior to the said meeting.

These revised bylaws were approved at a general meeting of the Association in Knoxville, Tennessee on October 23, 2014