

**BYLAWS AND CONSTITUTION
OF
USS KING (DLG-10/DDG-41) ASSOCIATION
(A Non-Profit Association)
Amendment June 12, 2010**

Article I Name

The name of the Association is the USS KING (DLG-10/DDG-41) ASSOCIATION.

Article II Purpose

The purpose of the Association is to maintain and promote a strong cohesive organization comprised of shipmates who have served aboard the USS KING (DLG-10/DDG-41). The goal is to foster the spirit of goodwill among its members and afford opportunities for communication, enjoyment, companionship, recreation and involvement, to perpetuate the comradery developed among men who have served in the United States Navy and to preserve the ship's prominent place in history as a predominate warship in and retired from the service of the United States of America.

Article III Location

The principle office of this association shall be at the current President's address, or at such other locations as the Board of Directors shall determine from time to time.

Article IV Reunions

Section 1 – Reunions of the Membership shall be held at a frequency as established by the membership, but not less frequently than every three (3) years.

Article V Meetings

Section 1 – Annual Membership Meeting of the Association Membership shall be scheduled at least six (6) months prior to the meeting date. If scheduled, it may be combined with a reunion of the Membership.

Section II - In those years that a reunion is not scheduled, the Board of Directors shall hold the annual membership meeting. Any items requiring the vote of the Membership, including the election of the Board of Directors, shall be held by mail/email/fax vote with no less than 25% of the members in good standing. Ballots shall be provided to the Membership at least 45 days prior to the meeting with a 30-day period to respond. If the Annual Meeting takes place at a central location, the membership shall be encouraged to attend. Meetings may be held physically, electronically or telephonically.

Section III - The purpose of the annual membership meeting is to act on such matters as may be presented, if necessary, and to elect members to fill board positions. The conduct of all meetings shall be in accordance with Robert's Rules of Order, except as specified elsewhere in these Bylaws and Constitution. Meetings may be held physically, electronically or telephonically.

Section IV – The Board of Directors shall also meet at such time, place and intervals as the majority of the Board of directors shall direct and appoint. Meetings may be held physically, electronically or telephonically.

Section V – The President or Vice President, at the direction of the majority of the directors, may call special meetings of the Board of Directors.

Section VI – Each Director shall be given at least five (5) days written or oral notice of a special meeting of the Board of Directors. The notice of a special meeting shall include a statement of the purpose for which the meeting is being called. The meeting shall be limited to such purpose.

Section VII – Emergency Meetings – Notice of an emergency meeting requires at least one (1) hour notice, if possible, and may be held electronically or telephonically.

Section VIII – Quorum –For board meetings to occur, at least 51% of the board must be in attendance, or, in the case of an electronic board meeting, at least 51% of the board must respond via email or fax. Refer to Article XI, Section IV for Quorum waiver rules for the Annual Membership Meeting.

Article VI Board of Directors (BOD)

Section I - The Board of Directors is comprised of at least six Regular Members and at least one alternate member elected by the membership in conformity with Article V, Section II. To serve on the Association Board of Directors, the Director candidate must be a Regular Member in good standing, must have been separated or discharged under honorable conditions from the United States Navy or be currently on active duty with the United States Navy.

Section II - If, during the Annual Membership Meeting, the membership fails to elect sufficient Board members to meet the minimum requirements per Article VI, Section 1, then the responsibility of identifying and appointing the additional Board members will fall to the sitting Board of Directors. If willing, those current Board members whose terms expired (retiring member) may continue to serve until such time as replacements have been elected. The sitting Board of Directors will place high priority in identifying and appointing those members qualifying under Article VI, Section 1 to serve on the Board. As the new Board member is elected, he will replace one of the retiring members, and will serve until the next Membership elections are held.

Section III – If, during the term of office, any Director is removed, resigns, or for some reason cannot complete their term, the Board of Directors shall install an alternate Director to complete the remainder of time in that term. Until such time, the Alternate Board Member will not have any voting power nor have any term limitations. If there is no Alternate Board Member available, the Board may appoint a Director from the membership on an Interim Basis until the next Membership elections are held.

Article VII Duties and Powers of the Board of Directors (BOD)

Section I – The Board of Directors shall have the sole authority to maintain the property and conduct the general management of the business of this association.

Section II – The Board of Directors shall have the following powers in addition to that elsewhere granted herein or by law:

- 1. To authorize, for the association, the purchase or acquisition of any property, right, or privilege, at such price or consideration and upon such terms as they deem expedient.**
- 2. To appoint, remove, or suspend subordinate agents or servants, who shall be authorized on behalf of the association to sign bills, notices, receipts, acceptances, endorsements, checks, releases, and other instruments**
- 3. To delegate any of the powers of the Board of Directors to committees, officers, or agents, insofar as the same is permitted by law**
- 4. Generally, to do all such lawful acts and things by law, or by these By-Laws directed or required to be performed or completed.**
- 5. The Board of Directors shall have the sole and exclusive authority to approve contracts or purchases necessary for the operation of the USS King (DLG-10/DDG-41) Association, which will require an expenditure of association funds.**

Section III – Any action, which the Board of Directors is empowered to take pursuant to the provisions of the By-Laws, may be taken without requiring a meeting if the President obtains the oral approval of a majority of the members of the Board of Directors as constituted at the time that such action is taken. Any such action taken or done pursuant

to this section shall be reported to the Board of Directors at the next regularly scheduled meeting and incorporated in the minutes of said meeting

Section IV – The President may act without prior approval of the Board of Directors, but the President must seek and receive the ratification of the Board of Directors at the next meeting. In the absence of the ratification, the President shall be liable for such action.

Article VIII Elected Officers

Section 1 – The elected officers of the association shall be the President, and the Vice President.

Section II – The Officers shall be elected from members of the Board of Directors by the Board of Directors for a term of one (1) year without limitation to the number of terms that can be served.

Section III – The elected officers of this association shall be installed annually after the election of the Board of Directors and before the close of the reunion in those years that a reunion is held or prior to the end of the Annual Membership Meeting in those years that a reunion is not held. The term of office is from the close of the Reunion or annual membership meeting that year to the close of the next annual Reunion or membership meeting.

Article IX Duties and Powers of Elected Officers

Section I – The President shall:

- 1. Act as Chief Administrative Officer of the Association**
- 2. Chair the annual business meeting.**
- 3. Chair BOD meetings.**
- 4. Appoint, with BOD approval, the support staff, and any replacement for elected board members if required, and such committees/chairs as appropriate or authorized by the BOD.**
- 5. In the event that the Association does not have a Financial Auditor on staff, the President, with the approval of the Board of directors, shall appoint two members, who will be attending the Annual Membership Meeting, to audit the financial record and report their findings to the membership at the annual meeting.**
- 6. Send membership cards or certificates in acknowledgement of membership in the association.**
- 7. Not serve any other official or advisory position while serving as President.**

Section II - The Vice-President shall:

- 1. In the absence of the President, chair the annual meeting.**
- 2. In the event that the President is unable to continue his duties, automatically assume the office of President.**

Article X Director Positions

Section I - Reunion Director

The Reunion Director for the next reunion is selected from the Board members. The period of his responsibility shall run from his election until all accounts are settled regarding the reunion for which that person is responsible. They shall, with the concurrence of the President and BOD, evaluate and select hotel facilities, arrange for the banquet and ceremonies, set up and stock the hospitality suite, arrange for the display of Association artifacts, and arrange optional tours and activities.

Section II - Communications Director

The Director of Communications is selected annually from the Board members. He will oversee the newsletter and web page and all other operational areas that provide information to the membership.

Section III - Membership Director

The Director of Membership is selected annually from the Board members. He will oversee the ship's store and all other operational areas that provide services to the membership.

Section IV - Administration Director

The Director of Administration is selected annually from the Board members. He will oversee the database, the accounting, and all other areas dealing with the corporate operations.

Article XI Selection and Election of the Board of Directors

Annually the six (6) Board of Director positions and one alternate position are open for election.

Section I – Selection of candidates for the Board of Director Positions shall be the responsibility of the Nominating Committee.

Section II – Candidates must make their desires known to the Nominating Committee via correspondence indicating their qualifications for a Board position.

Section III – Those nominated candidates will be published in the association Newsletter issue at least one month prior to the Annual Membership Meeting along with Ballots. The six members with the most votes will be elected as the Board of Directors; the seventh person with the most votes will be designated as the Alternate Board Member.

Section IV – In the event that there are insufficient candidates for the election or a failure to achieve a quorum of participating voting members, the election will take place at the next Annual Membership Meeting. In the event that a quorum is not achieved at the Annual Membership Meeting, the President, with Board Approval shall waive the Quorum requirement and the election will be conducted with those members in attendance.

Section V – The term of office is for one (1) year commencing at the conclusion of the Reunion. If there is no reunion in that year, then the term of office will expire at the end of Annual Membership Meeting following the election.

Section VI– If during the year any Director is removed, resigns, or for some reason cannot complete the term of office, the Board of Directors shall notify and install the alternate board member for the remainder of the term, or, if there are no alternate board members, appoint a Member to complete the remaining time in that year on an Interim basis.

Article XII Appointed Support Staff

Section I – The appointed Support Staff positions of the association are, but are not limited to; Secretary, Treasurer, Web Master, Historian, Publications, Financial Auditor, Database, Ship's Store, Reunion, Media, and Membership.

Section II – The appointment of Support Staff is by the President to serve at the will of the president. The term of office is no longer than that of the appointing president.

Section III – Selection of appointed Support Staff will be from the association membership.

Section IV – appointed Support Staff shall have no vote, except as members. If they serve a dual role as a Board Member, then they will have a vote only in accordance with serving on the Board.

Article XIII Duties of Staff

Section I - The Secretary shall:

- 1. Keep a record of the proceedings of all meetings.**
- 2. Coordinate with the President to insure an accurate record of BOD virtual meeting procedures.**
- 3. Initiate and answer correspondence as directed.**

Section II - The Treasurer shall:

- 1. Maintain records of all financial transactions and full accountability of the Association's funds. The Association commensurate with the anticipated accountability may, if it chooses, bond the Treasurer.**
- 2. Oversee the circulation of the annual dues notices.**
- 3. Oversee the receipt of dues and their deposit to the proper Association account, and the recording in the books of the Association.**
- 4. Maintain and distribute, as appropriate, listing of members who have paid dues and communicate such to the board.**
- 5. On April 1st, report to the Board those members who have failed to pay their annual dues.**
- 6. Pay/Reimburse those legitimate costs to the Association upon receipt of invoices.**
- 7. Submit a copy of the Association's check register, balance sheet, and income statement, and the status of funds to the President each month.**
- 8. Prepare and present for publication as directed by the board, and for open inspection, the Annual Financial Report at the Annual Membership Meeting showing actual money on hand and anticipated reunion costs, and submit to the President, for his approval, prior to presentation.**
- 9. Maintain accountability of Association funds through 30 June following the reunion and transfer fund accountability to the new Treasurer as of that date.**
- 10. Take care of, record and report to the Board of Directors any and all transactions with the Internal Revenue Service and applicable state agencies as required of a non-profit organization in order to maintain their non-profit status.**
- 11. Provide all requested reports and supporting documentation to the Financial Auditor.**

Section III - The Web Master shall:

- 1. Maintain the USS KING (DLG-10/DDG-41) web site, message board, guest book and standardize all computer documentation for the secure access by the Board of Directors and informational access by the general**

public. The Webmaster shall also prepare BOD documentation and notices expressly for Website use for the benefit of the ASSOCIATION.

Section IV - The Historian shall:

- 1. Maintain and collect materials and artifacts of the Association and compile a narrative of the ship's history.**

Section V – Publications shall:

- 1. Prepare, edit, publish and distribute the Association Newsletter three (3) times annually. These times shall normally be August, November and March.**
- 2. Prepare, publish and distribute to the membership, the Membership Roster when directed by the President, normally annually after 30 June.**
- 3. Perform other publication tasks as may be directed by the president.**

Section VI– Financial Auditor shall:

- 1. Be independent, not serving in any other capacity as a Board Member, Officer, or Support Staff.**
- 2. Review the accounting records for accuracy and legitimacy.**
- 3. Report results to the BOD. At the BOD's direction, he/she will then report the results to the membership at its annual meeting.**

Section VII – Database Manager shall:

- 1. Maintain the association database of ship's crewmen. Update the database as new or additional information is received.**
- 2. Provide database information to the Board of Directors or appointed officers when requested.**

Section VIII - Ships Store operator shall:

- 1. Purchase various items of good quality, at the best price available, for sale to Ship's Company and the public with approval of the Board of Directors. Submit bills for purchased items to the Treasurer in a timely manner.**
- 2. Receive orders for and deliver such items to Ships Company and public in a business like manner.**
- 3. Report sales and funds transfer to the Treasurer monthly. (Provide sales reports to the BOD upon their request). Report shipping costs to the Treasurer for payment or reimbursement with receipts as necessary.**

4. **Maintain an inventory of items available for sale and record of items sold. Report, to the Treasurer, the inventory and record of items sold periodically and at year's end.**

Section IX – Reunion Chairman shall:

1. **Oversee all reunion activities and preparations from appointment until all transactions and activities have been completed**
2. **Prepare post reunion report for the president detailing the activities in preparation for the reunion, conduct of the reunion, problems encountered, solutions, lessons learned, and assist the subsequent Reunion Chairman, as needed.**

Section X – Media Coordinator shall:

1. **To be actively involved with electronic and print media for applicable veterans organizations.**
2. **Continually seek out and make contact with military members who served aboard the USS King (DLG-10/DDG-41).**
3. **Ensure updated reunion and contact information is made available to the applicable electronic and print media.**
4. **The primary responsibility is for media (advertising), but this responsibility, from time to time, will overlap with the responsibilities of the Membership Chair.**

Section XI – Membership Chairman shall:

1. **To seek out and recruit new members to our Association. To utilize appropriate Internet and media resources, in addition to our Member's Database, to reach the appropriate reader base.**
2. **To communicate with members and encourage them to stay active in The Association and to keep their membership current.**
3. **Prepare, and publish Certificates of Membership, and submit to the president for signing and distribution.**
4. **The primary responsibility is for membership development, but this responsibility will, from time to time, overlap with the responsibilities of the Media Coordinator.**

Article XIV Committees

Section I - There shall be an Election Committee appointed by the President and comprised of at least two members whose function is to evaluate potential candidates for election to the Board of Directors, to supervise the printing and distribution of ballots and

to tally the returned ballots to determine the candidate(s) elected by majority vote. The individual members of the Election Committee cannot be candidates themselves. The Election Committee will serve until all Election procedures are completed and a final report is submitted to the President.

Section II - There shall be a Reunion Committee, as needed, composed of sufficient members to effectively carry out the responsibilities of the reunion. The committee will be composed of Association Members appointed by the President, Reunion Director, or Reunion Chair. The Reunion Committee shall serve from formulation to the conclusion of the reunion when all financial obligations are satisfied and a final report is submitted to the Reunion Director or President.

Section III - Other Committees may be formed or dissolved from time to time, as they are needed.

Article XV Removal of an Elected Board Member or Officer

Section I – Removal of a Board Member

If an elected Director or appointed officer or chairman fails to properly fulfill the requirements and obligations of his office, or if he were charged with dishonest conduct, that situation shall be brought before the Board of Directors for investigation. The Board of Directors, through the President, shall notify the accused and afford him the opportunity to offer testimony/evidence or disprove the allegations. Should the testimony/evidence or subsequent performance not support continuance in office, the President, with concurrence of the remaining members of the Board of Directors, shall remove that Director, officer or chairman from office.

Section II – Removal of an Elected Officer

The elected Officers of the Association, as identified in Article VIII, Section 1, may be removed from office without cause, or recourse with a 2/3-majority vote by the board.

Article XVI Membership

Section I - Regular Membership

All personnel, officer and enlisted, who have served on board USS King (DLG-10/DDG-41) are eligible for membership as Regular Members. Regular Members who are in good standing may participate in and vote at any meeting of the Association membership and in any Association elections.

Section II - Associate Membership

Those not eligible for Regular Membership may apply for Associate Membership. Eligibility for Associate Membership will be determined on a case-by-case basis. Associate members who are in good standing may participate in any meeting of the Association membership, but may not vote.

Section III –Honorary Membership

Honorary Membership is a special membership category presented to those individuals that have not served aboard USS King (DLG-10/DDG-41) but have either distinguished themselves onboard King during the lifetime of USS King (DLG-10/DDG-41) or have in some other way contributed significantly to the goals of the Association. This level of membership is free and has no expiration date and, by its name, is honorary. Honorary Members will have the same privileges as a regular Member, but will not be allowed to vote in Association business. Selection of recipients of the Honorary Membership will be on a case-by-case basis by the Board of Directors.

Section IV - Revocation of membership

The membership of any Member may be revoked for any activities that bring discredit to the Association, the US Military or members of the Association. The Board of Directors, at their sole discretion, may take this action.

Section V - Good Standing.

A regular or associate member shall be considered in good standing if their dues are paid in a timely manner.

Section VI - Membership Period

Membership in the USS King (DLG-10/DDG-41) Association is from 1 January through 31 December of each year.

Section VII - Termination of Membership

If dues are not paid in a timely manner, Association membership, regular or associate, may be terminated.

Section VIII - Reinstatement

Any Regular or Associate Member whose membership has expired may be reinstated by such request and by paying the dues and any other past due financial obligations to the Association.

Article XVII Dissolution

Upon dissolution of the Association all residual monies will be donated to the Navy Relief Fund. All artifacts from the USS King (DLG-10/DDG-41), if any will be offered to the Naval Historical Society. All property, equipment and supplies will be auctioned with the proceeds going to the Navy Relief Fund. A volunteer will maintain historical records in the event that another Association for the King is formed.

Article XVIII Effective Date

These Articles shall be presented for vote and adoption to the membership as necessary. If approved by two thirds or more of the Regular Members, then they will become adopted on the date of the vote. That fact and the vote count will be recorded in the minutes.

Article XIX Changes and Amendments

These Bylaws may be changed or amended from time to time by the board of directors with a simple majority approval by the membership.

USS King (DLG-10/DDG-41) Association

Dave W Bilby Sr, Administrative Director

Amended June 21, 2010.