

**BYLAWS**  
**of**  
**DESRON 30 ASSOCIATION INC.**

## SECTION 1

### NAME AND PURPOSE

**1.1 Name.** The name of this organization shall be DESRON 30 ASSOCIATION INC. (the Association).

**1.2 Purpose.** The Association is a Veterans' Organization as defined in Section 501(c)(19) of the Internal Revenue Code. It shall be operated exclusively for the following purposes:

- To promote the social welfare of the community (that is, to promote the common good and general welfare of the people of the community).
- To carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors.
- To Sponsor or participate in activities of a patriotic nature.
- To provide social and recreational activities for its Members.

**1.3 Nonprofit Status.** The Association is organized as a Nonprofit Georgia Corporation. No part of its net earnings shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Section 501(c)(19) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(19) of the Internal Revenue Code or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

**SECTION 2**  
**MEMBERS AND MEETINGS**

**2.1 Membership.** Membership is limited to those U.S. Navy sailors who served on one of the ships in Destroyer Squadron 30. All persons who apply for membership who have served in that capacity will be put on the roster. Active Members include those who pay reasonable dues.

**2.2 Voting Rights.** Every Member of the Association in good standing shall have one vote with respect to all matters on which Members are entitled to vote. A Member shall be considered in good standing if his or her dues, if any, are paid up to date. Any Member can vote by written proxy on any matter to be voted on by the Members.

**2.3 Meetings.** Annual meetings will be held in September each year when called by the Chairperson unless cancelled. Special meetings of the Members shall be called by the Chairperson or Secretary upon the written request of ten percent of the Members of the Association.

**2.4 Notice of Special Meetings.** Written notice of all meetings of the Members stating the place, date and hour of the meeting and the purpose for which the meeting is called shall be mailed to members' last postal address or e-mail address not less than thirty nor more than ninety days in advance of the meeting. Business transacted at a special meeting shall be limited to the purposes stated in the meeting notice. Voting Members shall be determined as of 2359Z on the day before notice is mailed.

**2.5 Quorum and Adjournment.** One tenth of the Members, present personally or by proxy, shall constitute a quorum at all meetings of the Members. If a quorum is not present at a meeting of the Members, those Members present shall have the power to adjourn the meeting without notice other than announcement at the meeting until the quorum is present or represented.

**2.6 Majority Required.** The vote of a majority of the Members present personally or by proxy and voting shall decide any question brought before a meeting of the Members unless these Bylaws specifically require otherwise.

**SECTION 3**  
**DUES**

**3.1 Annual Dues.** The Members will determine from time to time the amount, if any, of annual dues payable to the Association.

**SECTION 4**  
**BOARD OF DIRECTORS**

**4.1 Number and Election.** The Board of Directors shall consist of three members, or any other number set by vote of membership at the annual meeting. The initial members of the Board of Directors are Richard A. Myers, Elizabeth K. Myers and Dennis R. Holt. Board members serve until the end of the Fiscal Year or until they resign or are replaced by newly elected members.

**4.2 Powers and Duties.** Subject only to the express provisions of these Bylaws, the Board of Directors shall have sole power and authority over the affairs of the Association. Specifically, and without limitation, it shall be the duty of the Board of Directors to control and manage the property and business of the Association.

## **SECTION 5 OFFICERS**

**5.1 Designation of Titles.** The Association shall be governed by the Directors who shall elect a Chairperson of the Board, a Vice Chairperson of the Board, and a Secretary. The Directors may also elect such additional officers as it may from time to time decide, and such persons shall perform such functions as may be assigned to them from time to time.

**5.2 Election of Directors and Term of Service.** The Directors of the Association shall be elected by the Association members at the annual meeting. The term of service for any Director shall be for one year, from January 1 through December 31.

**5.3 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.

**5.4 Chairperson of the Board.** The Chairperson of the Board shall preside at all meetings of the Board of Directors. The Chairperson shall sign all instruments requiring execution on behalf of the Association.

**5.5 Vice Chairperson.** The Vice Chairperson shall have all the powers and perform all the duties of the Chairperson in case of the temporary absence or incapacity of that individual. In case of resignation, permanent absence or incapacity, the Vice Chairperson shall become Chairperson, and a new Vice Chairperson shall be chosen by the Board of Directors.

**5.6 Secretary.** The Secretary shall keep, or cause to be kept, the minutes of all meetings and other proceedings of the Board of Directors and of meetings of the Members. The Secretary shall give, or cause to be given, required notices of all meetings of the Board or of the Members. The Secretary shall administer the proxy system for matters on which Members of the Association are entitled to vote.

## **SECTION 6 GENERAL**

**6.1 Offices.** The Association may maintain offices at such place or places as may be designated from time to time by the Board of Directors, where the business of the Association may be transacted.

**6.2 Fiscal Year.** The fiscal year of the Association shall be January 1 through December 31.

**6.3 Parliamentary Authority.** The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**6.4 Books and Records.** The books and records of the Association shall consist of:

- Its Articles of Incorporation, including a complete record of all amendments thereto
  - These Bylaws, including a complete record of all amendments thereto
  - A complete and current Roster for members including their status, and contact information for every member
  - The minutes of all meetings of the Board of Directors and of all meetings of Members of the Association
  - All tax records of the Association
  - All bank records of the Association
  - All accounting and other financial records of the Association;
- and

- Any other materials deemed to be such by the Board of Directors.

The Chairperson shall take reasonable steps to inform all Members of the contents of these books and records. Upon request any Member may view any of these books and records at a reasonable time and place and for a reasonable period of time.

**6.5 Waiver and Indemnity.** Every Member, by accepting affiliation with the Association, holds the Association and all other Members harmless and indemnifies each and all of them from, and waives and releases each and all of them from any and all claims, liability and expenses (including attorney's fees) arising in connection with the actions or business affairs of such Member, including without limitation such Member's participation in the Association; provided however, that the foregoing shall not be construed as a waiver or release from any obligations or liabilities arising in connection with agreements made between any Member and the Association or between Members. Each Member is responsible for obtaining the services of his or her own professional advisers, including without limitation attorneys and accountants.

## **SECTION 7 AMENDMENTS**

**7.1 Amendment of Bylaws.** These Bylaws may be amended only by the affirmative vote of a majority of the Board of Directors present and voting at a meeting. Such amendment shall be published to the Members by the Secretary within 30 days of the vote.

**- END OF THE BYLAWS -**