

BY-LAWS



USS Tidewater AD31 Association, Inc.

POB 1029
New Smyrna Beach FL 32170-1029

Rev 1.0

USS Tidewater AD-31 Association

Mission Statement

The USS Tidewater AD-31 Association is a membership association made up of the Commissioned Officers, men and friends who served and/or were associated with the ship during her construction and commissioned operational lifetime. It represents those who are committed to provide a means for remembering the USS Tidewater's service to the citizens of the United States and its Naval forces. To remind, advocate and inform our association's membership and others about its role, duty, and service to its country and how it improved their quality of life, thereby improving the quality of life for all citizens of the United States of America.

Dedication

The association is dedicated to all who served the USS Tidewater and those Officers and men who served aboard her during her distinguished operational life.

By-Laws

ARTICLE I

The name of the entity shall be the USS Tidewater AD-31 Association. (Association ('s)

ARTICLE II

The Associations principal mailing address shall be USS Tidewater Association AD-31, Post Office Box 1029, New Smyrna Beach, Florida 32170-1029.

ARTICLE III

Goals and Responsibilities

The USS Tidewater Association AD-31 is an association of like minded members who represent a commitment to those officers, men and friends who share a special interest in the continuance of maintaining a living memory of her history. In addition, this Association represents recognition of the expertise of the shipmates who have gained through their varied experiences while serving aboard the USS Tidewater

AD-31. The mission of the Association is to share these unique experiences while working to improve the quality of life for all association members. The Association's function is to keep alive the memories of the USS Tidewater AD-31 and to collect memorabilia associated with the ship

The goals of the Association are:

- To provide communication to and for members of the association;
- To advocate for the expansion of our association membership;
- To assist the officers of the association in the maintenance, continuance and expansion of the association;
- To be informed about meetings, activities, programs and ideas that furthers the goals of the association;
- To effectively support and advocate for the memory of the USS Tidewater;
- To facilitate communication, understanding, and collaborative ventures between shipmates and other associated groups;
- To be an active participant in long range association planning;
- To enhance the existing resources in our association;

The responsibilities of the Officers are:

Internal Operating Procedures

- To work effectively within the allotted budget;
- To develop policies and procedures for the Association's operation;
- To represent the Association's positions with prior knowledge and approval of the Association's Officers;
- To make use of resources efficiently and effectively;

• **Reports to be submitted to membership**

To report annually to the membership on Association activities and budgets. (The report (s) may include any recommendations believed necessary or desirable to carry out the functions of the Association.)

- To review and make recommendations to the membership regarding elections, policies and procedures related to the needs of the Association:
 - On Future Biennial Meeting Plans and Implementation;
 - On Membership Services;
 - And so forth:
- To assess existing programs and needs in order to make recommendations to the membership. To assist the Officers of the association in implementing special plans and/or projects;

• **Performing an integrative function within the Association.**

- Officers shall: Act as liaison between the leadership and its members;
- Provide information in response to questions from the membership and the general community;
- Facilitate information sharing by working with other related organizations, institutions and individuals;
- Collaborate with individuals, groups, organiza-

tions, institutions and coalitions:

- Participate in organizations and other groups whose missions are congruent with the mission of the Association;
- Encourage active participation from its existing and future members;

ARTICLE IV

Leadership

Section 4.1 Officers

In accordance with the AD31 Steering Committee

There is hereby named and established, on September 27, 2003, the USS Tidewater AD-31 Association consisting of the following Officers: **President** who is the head of the association. The President's primary duty is to conduct and oversee the biennial business meeting and appoint committee members i.e.: annual meeting committee, election committee, special events committee, audit committee, and other committees as may be required. The **Vice President** shall stand in for the President, as may be required and accept other duties as assigned. The **Secretary** who shall take and maintain minutes of the biennial business meetings and other special meetings as assigned by the President and maintain the Association's membership lists. The **Treasurer** shall collect and keep records of membership dues and pay normal operating Association expenses. (I.e.; Newsletter publishing/printing, Mailing, Web Page site hosting and the expensing of special assessments as necessary for conducting biennial meetings and its associated banquets and special events.)

Section 4.2 Terms of Office

In accordance with the AD31 Steering Committee

Initial elected Officers shall serve terms of three years beginning September 27, 2003. They will serve during the time between the 2003 steering committee meeting and the first general membership meeting to be held during the fall of 2004. They will continue in office until the second general membership meeting that will occur biennially thereafter, (The first general election of officers will occur during the second reunion which will be held in the Fall of 2006.) Elections will be held during the Association's biennial business meetings. Nominations will be taken from the floor and a simple majority vote will prevail. A voice vote will be taken for each office, if necessary a showing of hands will be utilized and if it is deemed not to be decisive then a written ballot will be taken to decide the outcome of the election(s). Association Officers may be considered for reelection or reappointment by the general membership in attendance.

Section 4.3 Meetings

In accordance with the AD31 Steering Committee

The Association shall meet biennially at such times and places as may be designated by the membership. Locations will be suggested during the business meeting. If reunion hosts are identified for each suggested site then an election or selection will be made by simple majority voting utilizing the same procedure as used for the election of association officers. All meetings are open to the dues paying members. The biennial meetings of the membership are to be conducted in the Fall in order to take advantage of off-season hotel rates and shall be known as the "Reunion". They shall be for the purpose of receiving financial and membership as well as other special reports of standing and/or Ad Hoc Commit-

tees and for any other business that may arise.

Section 4.4 Quorum and Voting

A quorum for the Association shall consist of a simple majority of the members present. The members in attendance have the responsibility and power to vote on all official actions.

Section 4.5 Vacancies

Vacancies of Association offices, occurring other than by the expiration of terms, shall be filled for the unexpired term by appointment by the President or a special Ad Hoc committee constituted or assigned this task.

Section 4.6 Resignation

Any Association officer or member may resign at any time by giving written notice to the President or his successor. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, it takes effect upon its acceptance by the Association's President.

Section 4.7 Removal

An Officer who misses three (3) consecutive meetings, without an excused absence, shall automatically cease to be a member and his/her seat shall become vacant.

ARTICLE V

No Private Remuneration

All members shall serve without compensation, but may be reimbursed, with prior approval, for Association related expenses.

ARTICLE VI

Consultants and Committees

Section 6.1 Consultants

The President shall appoint, as necessary, individuals from the membership, which may include former Officers, to serve in a consulting to the Association and its committees. These consultants shall be selected for their expertise and knowledge. These consultants are not entitled to vote on committees. They shall serve without compensation, but may be reimbursed, with prior approval, for Association related expenses. All Officers shall serve as consultants to their elected or appointed replacements for two years after their terms in office conclude.

Section 6.2 Committees

The Association President may form and appoint standing and/or AdHoc committees as needed. They are to be composed of members, in good standing, of the Association.

ARTICLE VII

Officers

Section 7.1 Officers

The officers of the USS Tidewater Association AD-31 shall consist of a President, Vice President, Secretary and Treasurer, and such other officers, as the Association may deem necessary.

Section 7.2 Duties

President: The President shall preside at all meetings of the Association. The President shall have all general powers and duties that are vested in the office of the President, including the power to make appointments to all standing or Ad Hoc committees.

Vice President: The Vice President shall be the second officer of the Association shall accept and perform the duties and exercise the power of the Presi-

dent in the President's absence, and shall provide oversight and leadership to the Association committees.

Treasurer: The Treasurer shall be responsible for all reports pertaining to the fiscal affairs of the Association and shall be custodian of all funds that the Association might receive. In the absence of the President and Vice President the Treasurer shall accept and perform the duties of the President.

Secretary: The Secretary is the fourth officer of the Association. In the absence of the President, Vice President, and Treasurer, the Secretary shall accept and perform the duties of the President. The Secretary shall ensure that all minutes and records are properly kept and are available for the Association's purposes.

Section 7.3 Terms of Office

Officers shall be elected at the biennial Reunion meeting by the membership of the Association with terms commencing at the conclusion of the business meeting and expiring at the end of the following second biennial reunion. (ie.: four (4) years later)

Section 7.4 Resignation

Any officer may resign their office at any time by giving written notice to the remaining Association's officers, and such resignation shall take effect at the time specified therein; if no such time is specified, then it is effective upon the acceptance by the remaining Association Officers.

Section 7.5 Vacancies

A vacancy in any office due to death, resignation, removal or otherwise may be filled by vote of the President or his successor for the un-expired portion of the term.

Section 7.6 Removal

Any officer may be removed from office, whenever in the judgment of the Association the best interests of the Association are not being served.

ARTICLE VIII

Financial Affairs

Section 8.1 Membership Dues

Primary funding of the Association will come from membership dues. During 2003, the membership dues were set at rates that to entice Tidewater ship-mates to join the Association. Lifetime dues were set at fifty dollars (\$50.00) and annual membership dues were initially set at ten dollars (\$10.00). Beginning January 1, 2004 the life membership dues increase to one hundred dollars (\$100.00) and the annual membership dues shall be set at twenty dollars (\$20.00) per year. Annual membership dues will be billed during the last quarter of the year and are due and payable during the first quarter of the following fiscal year.

Section 8.2 Audit and Bookkeeping

The Association's treasurer thereof, shall manage all books and membership dues records of the Association and all other funds, or as applicable law may require.

Section 8.3 Fiscal Year

The fiscal year of the Association shall begin on January 1 of each year.

Section 8.4 Meetings

The Secretary shall responsible for distributing minutes of the meetings of the Association, publishing, via the association's Web Page or Newsletter, a roster of members, issuing notices and agendas for all meetings/reunions, scheduling and making arrangements for regular and special meetings.

ARTICLE IX

Rules of Order

"Roberts Rules of Order," as revised, shall be the parliamentary authority for all matters of procedure

not specifically covered by the By-Laws.

ARTICLE X

Amendments

This By-Laws document may be amended, revised, repealed or rescinded by a two-thirds vote at any biennial meeting of Association's membership. In order to consider a by-law amendment at an Association's biennial meeting copies of the proposed amendment must first be provided, via the Association's Web Page or Newsletter, to all the members at least ninety (90) days prior to the biennial reunion.

Note: These By-Laws were formulated by the By-Laws committee chaired by Life Member Paul Witkowski, who was appointed to that position by President Bill Cook at the Steering Committee Meeting aboard the USS Yorktown in October 2003. These by-laws were subsequently approved by the general membership on October 23, 2004 at the biennial business meeting held in Charleston, SC. In attendance and presiding at that meeting were the following officers:

Bill Cook – President
Chuck Girnius – Vice-President
Chief Mike Warman – Treasurer
Bob Hall - Secretary