



**USS ROBERT E. LEE
(SSBN/SSN-601)**





**Bylaws of the
USS Robert E Lee Association**

Prepared for approval by the membership by:

PresidentJoe White_____

Vice PresidentJim Stewart_____

Secretary/Treasurer.....Chuck Horvath_____

Approved by the membership:

Date: _____ at _____

Secretary/Treasurer: _____

Table of Contents:

Article I - Purpose

Article II - Policy

Article III - Principle Office

Article IV - Fiscal Year

Article V - Membership Eligibility

Article VI - Membership Dues

Article VII - Officers and Executive Board

Article VIII - Meetings

Article IX - Committees

Article X - Webmaster, Website and Newsletter

Article XI - Voting

Article XII - Bylaw Amendments

Article XIII - Awards, Tributes and Donations

Article XIV – Dissolution

Bylaws:

ARTICLE I - PURPOSE

Section 1. In accordance with the unanimous direction of the Association members attending the USS Robert E. Lee (SSBN-601) Association reunion, held April 30-May 3, 2009 in San Antonio, TX this new organization is formed for the purpose of securing the status of a Tax-Exempt, Non-Profit Corporation in accordance with the rules and regulations of the Internal Revenue Service and the State of Illinois.

Section 2. The Name of this organization shall be USS Robert E Lee Association, hereinafter referred to as the Association. It's purpose shall be to extend the associations formed and good fellowship established among the officers and men who served in USS Robert E. Lee (SSBN-601) and as (SSN-601) during her long and illustrious career successfully devoted to the deterrence of war.

Section 3. These Bylaws shall be subject to formal ratification by the Association membership.

ARTICLE II - POLICY

The Association shall operate under the rules and guidelines of a tax-exempt, not-for-profit corporation, subject to IRC Chapter 501(c)(19), which status it shall legally maintain. The Federal Tax ID number assigned to this Association is 30-0566467. The Association shall adopt no policy in conflict with the laws or practices of the U. S. Government.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be co-located with the office of the incumbent elected President of the USS Robert E Lee Association. Corporate registration shall be in the State of Illinois.

ARTICLE IV - FISCAL YEAR

The fiscal year of the Association shall commence on the first day of January and end on the thirty-first day of December in each year.

ARTICLE V - MEMBERSHIP ELIGIBILITY

Section 1. Membership (also known as Regular Membership) in the Association is open to all who ever served (shipmates) in USS Robert E. Lee (SSBN-601) or as (SSN-601), and to widows of those who served.

Section 2. Associate Membership is offered to any person interested in preserving the ship's history and honoring the crew's service. A Regular Association member of good standing must sponsor Associate members.

Section 3. Previous memberships in the USS Robert E. Lee (SSBN 601) Association shall be honored, unless and until a two-thirds (2/3) majority vote of the current membership shall change their status.

ARTICLE VI - MEMBERSHIP DUES

Section 1. Fees and Dues:

- a) Each joining member shall be assessed a \$10 fee to establish membership in the Association. Thereafter, each member will be assessed a \$10 annual due, which shall ensure membership for the calendar year paid. These accrued funds shall be used to pay the usual and customary expenses associated with planning reunions, which shall be conducted at two (2) year intervals. Association representatives engaged in planning reunions shall be reimbursed for reasonable travel, lodging and meal expenses incurred. These funds shall also be utilized to establish and maintain the Association's corporate registration and for other legal costs, and provide for the incidental costs of running, maintaining and otherwise meeting the business needs of the Association, including the provision of an adequate computer and software base. They shall provide for conducting official Association correspondence as deemed necessary and appropriate by the Executive Board.
- b) The rate of annual dues shall be subject to change upon approval of the Executive Board, as dictated by changes to the Association's business expenses. Members who have paid annual dues prior to a fee change will not be required to remit, nor will they receive, compensation for differences in rates.
- c) The President shall notify the general Association membership by newsletter, email, website posting, and/or other means of any changes to annual dues rates. Effective dates of dues rate changes shall not be less than six (6) months before a reunion.

Section 2. Associate members will pay the same fees and dues as Regular members. Associate members may attend any reunion or business meeting available to Regular members, but may not hold office in the Association or vote on issues, until there are no living Regular Association members capable of serving or voting.

Section 3. All membership dues for the current year must be paid before a member may attend the reunion for that year. No provision is made for collection of past dues.

Section 4. Membership dues may be paid in advance, without limit, at the discretion of the member.

Section 5. No provision shall be available for Life Membership.

ARTICLE VII - OFFICERS and EXECUTIVE BOARD

Section 1. The officers of this organization shall be:

- a) President
- b) Vice President
- c) Secretary/Treasurer

Section 2. Executive Board:

- a) An Executive Board of no less than three (3) members shall manage the affairs and business of the Association.
- b) The members of the board will comprise the three elected officers, with the President serving as Chairman. Appointed advisors from the membership may also serve the President, as the Board deems necessary and appropriate.

- c) The term of office of both the Officers and the Executive Board will be two (2) years and any officer may succeed himself through re-election to office. Officers and members of the board will assume their office and duties at midnight of the last day of the reunion at which the officers were elected. A formal swearing in ceremony will not be required.
- d) The Executive Board shall control and exercise general management of the affairs and business of the Association under the existing bylaws.
- e) Matters not covered by existing bylaws will be investigated thoroughly by the Board and their findings shall be submitted to the general Association membership for approval, to be voted on and passed by a simple majority.
- f) A member of the Executive Board may be removed from office for or without cause by two-thirds (2/3) majority vote of the membership in good standing of this Association.
- g) The Chairman may invite additional participants to Executive Board meetings, as he deems necessary and appropriate.
- h) The Executive Board shall have oversight over all committees.
- i) During meetings of the Executive Board a majority of board members shall constitute a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 3. Duties of the Elected Officers:

-President:

- a) The President shall preside at all meetings of the general Association membership and Executive Board.
- b) He shall be present at all meetings of the Executive Board and shall present a report of the conditions of the business of the Association at meetings of the general membership. He shall call regular and special meetings of the membership and the Executive Board in accordance with these bylaws.
- c) The President shall be responsible for the authorization of expenditures from the Association treasury. He shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, or employees of this Association, all subject to the approval of the Executive Board and within the accepted guidelines of a Not-For-Profit Organization.
- d) He shall sign and make all contracts and agreements in the name of the Association.
- e) He, or the Secretary/Treasurer shall sign all checks, drafts, warrants and orders for the payment of money duly drawn by the Association Secretary/Treasurer, except as these bylaws otherwise provide for, subject to the approval of the Executive Board. The Secretary/Treasurer shall be the primary signer.
- f) He shall be responsible for causing an annual budget to be prepared and submitted to the Association membership for approval.
- g) The President shall determine the location and exact dates of the next reunion, with due consideration to a simple majority vote of members present during the previous reunion business meeting. Furthermore, he is granted authority of some flexibility in selecting reunion dates and locations in the event of exceptional circumstances such as bad weather conditions or unsuitable facilities, subject to approval of the Executive Board. In accordance with this an alternate location

shall be approved by simple majority vote of the Association membership at the time the primary choice is selected.

- h) He shall be responsible for the advance planning for the next reunion and implementation of the plan. He may appoint two (2) advisors to assist him as required, including an Association member from the general local of the proposed reunion location to act as Coordinator/Host, to assist in planning and other preparations for the reunion.

-Vice President:

- a) The Vice President's primary responsibility shall be to assist the President in the performance of his duties.
- b) During the absence and/or inability of the President to render and perform his duties, or exercise powers as set forth in these bylaws, or in the laws under which the corporation is organized, the same shall be performed and exercised by the Vice President, and when so acting, he shall have all the powers granted, or imposed upon the President.

-Secretary/Treasurer:

- a) The Secretary/Treasurer shall keep a record of the meetings of the general membership and of the Executive Board, and he shall be the custodian of the records pertaining to the business of the Association.
- b) He shall maintain a roster of all Association members, including a status of their membership.
- c) He shall present to the Executive Board at their stated meetings, all formal communications addressed by the President or any other officer or member of the Association.
- d) During the absence and/or inability of the President or the Vice President to render and perform their duties or exercise their powers as set forth in these bylaws, the same shall be performed or exercised by the Secretary/Treasurer. When so acting he shall have all the powers and be subject to all the responsibilities heretofore granted or imposed upon those officers.
- e) He shall draft calls of meetings, conduct the election of the Association officers and be responsible for the giving of notice thereof as required by these bylaws.
- f) The Secretary/Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association and deposit all such funds in the name of the Association in such bank or banks, trust company or trust companies or safe deposit vaults as the Executive Board may designate.
- g) He, or the President shall sign, make and endorse in the name of the USS Robert E Lee Association all checks, drafts, warrants and orders for the payment of money under the direction of the President and Executive Board.
- h) He shall make his records available for review, to any member of the Executive Board or to any member of the Association, upon petition.
- i) He shall render a statement of the condition of the finances of the Association at each regular meeting of the general membership and at such other times as may be required of him.
- j) He shall keep such records at a place to be designated by the Executive Board and shall discharge of his duties as the Board may direct.

- k) The Secretary/Treasurer shall cause an annual audit of the records and finances of the Association to be made and shall submit to the appropriate State and/or Federal agencies any and all reports, forms, or documents, as required by US and Illinois law, and shall do so in a timely manner.

Section 4. All vacancies in any office shall be filled by the Executive Board without undue delay at its regular meeting, or at a meeting called especially for that purpose.

Section 5. All officers and Board members shall serve voluntarily, without any payment for the performance of their duties or their positions. Great care shall be taken to ensure that no improprieties shall occur that might be misconstrued as a payment or favor for duties or services performed.

Section 6. All officers shall surrender in a timely manner to newly elected relieving officers any and all Association records, documents or material property in their charge, including completed minutes of their final business meeting.

ARTICLE VIII - MEETINGS

Section 1. All general and special meetings shall be held at the direction of the President or the Executive Board in a manner and at a time and place convenient for the meeting, as shall be deemed warranted by the President or Board for conducting Association business.

Section 2. The general procedure of meetings shall be in keeping with the normal parliamentary procedures as set down by Roberts "Rules of Order" Revised.

Section 3. The Board will hold regular meetings at intervals not more than 6 months.

ARTICLE IX - COMMITTEES

Section 1. The Executive Board may establish and disband ad hoc committees as deemed necessary for the preparation of reunions or other Association business. The President, with the approval of the Executive Board, shall appoint the Chairman of all such committees.

Section 2. Committee Chairmen will ensure that records of each meeting are kept and provide a copy of the records to the Association Secretary/Treasurer. In addition such Chairmen will keep current and pass on to his relief a folder that includes all records, correspondence, electronic files and other materials in their care.

Section 3. No provision shall be initially made for standing committees.

ARTICLE X - WEBMASTER, WEBSITE and NEWSLETTER

Section 1. A Webmaster will be appointed by the Executive Board and will perform his duties under the direction of the President.

Section 2. Webmaster responsibilities:

- a) The Webmaster will establish and maintain a website for the Association.
- b) The website will provide an open forum for communication and announcements between the President and Executive Board and the general Association membership, as well as the general public, in matters pertaining to the business of the Association, the history of the USS Robert E. Lee (SSBN-601 & SSN-601), and for the promotion of fellowship between shipmates and with other US Navy ship associations, as approved by the Executive Board, and excepting member shipmate's personal information, will be publicly available without restriction.

- c) The Webmaster will be responsible for providing an estimated cost of operations annually to the Executive Board for approval, prior to the end of each fiscal year.

Section 3. Newsletter:

- a) The President shall share with the Secretary/Treasurer the responsibility for the publication, distribution and contents of a newsletter, which shall be circulated to the general Association membership on a regular basis. Such newsletter shall be distributed via an easily available and practical medium including, but not limited to, direct mail and/or email, and shall be posted on the Association website.
- b) The primary purpose of this newsletter shall be to inform the Association membership of news and events pertaining to the Association, of general and personal interest.

ARTICLE XI - VOTING

Section 1. Each Association member is entitled to vote, provided that member is of good standing, at the time his ballot is counted.

Section 2. There shall be no voting by proxy. Any member not voting will be considered abstaining.

Section 3. Nomination and election of Association Officers:

- (a) The President shall conduct the nominations for the three (3) elected officers.
- (b) The election of officers will be accomplished during the reunion business meeting.
- (c) Any member of good standing may submit nominations from the floor. Nominations shall be accepted upon the oral or written consent of the nominee that he accepts the nomination and will serve if elected.
- (d) The Secretary/Treasurer at the reunion business meeting shall conduct the election of Association officers. Such elections shall be conducted by secret ballot referendum vote of the members of good standing in attendance.
- (e) Every bona fide candidate for office may address the membership at the meeting.
- (f) After the ballots for Association officers have been executed the Secretary/Treasurer shall deliver them to the President at the meeting who shall then appoint two (2) members of good standing to act as tellers, neither or which may be a candidate for any office. The tellers will separately tabulate all votes for each office. The Secretary/Treasurer shall decide any disputes concerning the validity of any ballots cast or the eligibility of any member to vote.
- (g) The candidate receiving the highest number of votes for particular office (a simple majority) shall be certified by the tellers as elected to such office and the results of each election shall be communicated to the President, who shall announce the results immediately to the general Association membership. He will remind the tellers that the ballot count is to remain secret and not be publicized, and he shall then entertain a motion that the ballots be promptly destroyed.
- (h) Passage of all motions put before the general Association membership, the Executive Board, or within committees shall require a simple majority vote for approval, except where otherwise spelled out in these bylaws.
- (i) Any member of the Board or the general Association membership who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may

prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse himself from voting on said matter.

Section 4. Associate Members may attend business meetings but cannot vote on issues or hold office in the Association until there are no living shipmates (Regular Members), capable of voting or serving.

ARTICLE XII - BYLAW AMENDMENTS

Section 1. Any member of good standing may submit to the Executive Board for initial screening, resolutions to amend these bylaws.

Section 2. All resolutions thus submitted, and approved by the Board, shall be forwarded to the Association membership in attendance at the next reunion business meeting for approval by their vote.

Section 3. Resolutions may also be submitted from the floor during the reunion business meeting.

Section 4. Proposed changes to the bylaws will be announced at the meetings of the Executive Board, and then published in the Association newsletter, time permitting before a scheduled reunion. The President will call for a vote on the proposed amendments at the reunion business meeting.

Section 5. An amendment will be considered accepted for adoption by a two-thirds (2/3) majority vote of members in attendance at the reunion business meeting.

Section 6. All amendments certified as being accepted shall become effective immediately.

ARTICLE XIII - AWARDS, TRIBUTES and DONATIONS

Section 1. The president shall be authorized, with the approval of the Executive Board, to make a donation of \$250 per year to the US Submarine Veterans, Inc. Scholarship Fund in the name of Association shipmates who go on Eternal Patrol during that year.

Section 2. The President shall be authorized, with the approval of the Executive Board, to spend up to \$1,000 per year (if available in the Association's treasury) to ensure that the USS Robert E. Lee (SSBN-601), or as (SSN-601), and her crew are remembered and honored by establishing tributes at various museums such as, but not limited to, Submarine Museums at New London, Kings Bay and Bremerton, memorials established for Submarines such as, but not limited to, SSBN sails at various locations in the USA, General Robert E. Lee's Home & Museum, and other US Navy related organization displays. Tributes can take the form of the donation of a model, painting, or photo of the USS Robert E. Lee, plaques or inscribed bricks representing the Association, or other memorabilia collected from shipmates.

Section 3. The President shall be authorized, with the approval of the Executive Board, to make the *Leadership and Friendship Award* a permanent and ongoing action by the Association, to be presented to and to formally recognize, shipmates that provided significant or extraordinary service to, and advancement of the Association and fellow shipmates.

Section 4. Requests for donations:

- a) Suggestions or requests from the Association membership to make donations to various organizations or individuals from the Associations' treasury must be submitted to the Executive Board prior to being voted on for approval by the membership.

- b) The Executive Board shall act only as a screening and recommending body and shall not grant contributions unilaterally.
- c) Requests for donations must be accompanied by a brief explanation of the benefits of the donation.

Section 5. A case of shipmate Larry Nutter's finest wine will be placed in escrow, and held in a place to be determined by the President until it shall be appropriate to present it to the "Last Man," who shall be the last living Association shipmate.

ARTICLE XIV – DISSOLUTION

Section 1. The Association, by a two-thirds (2/3) majority vote of the membership or by the death of the last member of good standing, shall terminate and cease to exist.

Section 2. Any unpaid debts of the Association shall be paid from the Association's financial assets. The remainder of all assets, including monies, memorabilia, operating properties, or other holdings shall be donated to a charitable or educational organization or cause endorsed by a simple majority of the last Association members including, but not limited to, a USS Robert E. Lee memorial or United States Submarine Veterans Inc.

Section 3. The responsibility for the execution of these dissolution terms will be that of the last acting President or his assignee.