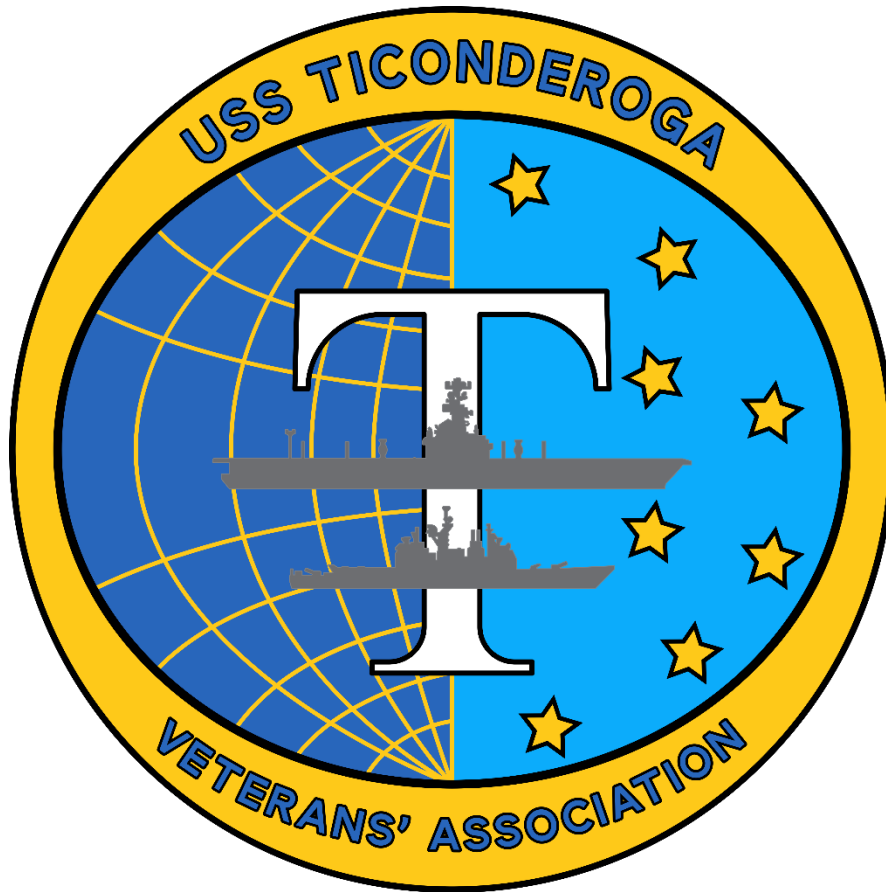


**BY-LAWS OF THE USS TICONDEROGA
VETERANS' ASSOCIATION**

USS TICONDEROGA

Veterans' Association



BY-LAWS

May 20, 2023

**BY-LAWS OF THE USS TICONDEROGA
VETERANS' ASSOCIATION**

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ARTICLE I NAME:

The name of this association shall be:

USS TICONDEROGA VETERANS' ASSOCIATION

ARTICLE II MISSION:

The mission of this Association shall be to perpetuate the memory of USS TICONDEROGA CV-CVA-CVS-14 commissioned May 8, 1944, and USS TICONDEROGA CG-47 commissioned January 22, 1983, and ship's company of these ships and to exchange mementos and memories of tours of duty and shall be a non-profit 501(c)(19) association incorporated in the State of Illinois May 24, 1999, in perpetuity. Such purpose to include:

- (a) planning and arranging annual general membership (reunion) meetings;
- (b) locating former shipmates and urging their participation in this association;
- (c) contributing mementos, pictures, plaques, artifacts, insignia, papers, letters, or other memorabilia relating in any way to the activities of, or service aboard, the aforementioned ships, together with any available funds for their procurement, shipping, display or maintenance as set forth in Article XI;
- (d) establishing, administering, and accepting voluntary earmarked contributions (as either direct donations or legacy gifts) to support any approved and adopted memorial program of the association; those contributions not specifically earmarked will be allocated to the General fund;
- (e) in the event of dissolution of the association, all association monies **and other assets** will be turned over to the museums and memorials of the association to be used for necessary expenses as long as it shall last, for the preservation of the same.

ARTICLE III MEMBERSHIP:

- Section 1. Regular membership is open to all USS TICONDEROGA CV-CVA-CVS-14 and USS TICONDEROGA CG-47 in addition to crew members of any other TICONDEROGA-class cruiser. In addition, membership shall be opened to other military or civilian official passengers who served aboard these ships while underway (such as flight and air group personnel, technicians, news media, space/moonshot recovery personnel, etc.). All regular members of the Association may cast one vote in the business of the Association. There is no proxy voting.
- Section 2. Honorary membership shall be bestowed upon the surviving spouse of any paid deceased member identified by any member of the Association. The President, on recommendation of other members and once validated by the Secretary with the approval of the Executive Board of Directors, may appoint additional honorary members in exceptional cases where such an honor is deemed warranted. Honorary members shall pay no dues and may not cast a vote in the business of the association.
- Section 3. Associate membership shall be open to relatives and friends of members who wish to participate in association activities. An associate member shall pay annual dues and have all the rights of a member but may not cast a vote in the business of the association.

ARTICLE IV MEETINGS:

- Section 1. An annual general membership meeting of the Association shall be held in locales approved by the membership at the prior annual meeting. A representation of the voting members present represents a quorum for the purpose of conducting general membership meetings. If necessary, meetings may also be facilitated through electronic media as necessary to conduct a general membership meeting. Members must be notified via electronic media (i.e. e-mail or

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phone call,) a minimum of 10 days in advance.

- Section 2. The President shall call an Executive Board of Directors meeting on the day of or prior to the annual general membership meeting.
- Section 3. The outgoing elected President shall call a meeting of the new Executive Board of Directors as defined in Article V immediately after the annual general membership meeting. This special meeting shall include all newly elected officers of the Association.
- Section 4. Both annual and ad hoc meetings of the Association or of the Association's Executive Board of Directors shall be conducted by the President or, in his absence, by the Executive Vice President, or, in his absence, by elected officers in order of their seniority as defined by Article V.
- Section 5. Meetings shall be conducted in accordance with *Robert's Rules of Order*. From time to time, specific rules of order noted in these By-Laws or by other recognized "Association rules of conduct" as defined by the Executive Board of Directors will supersede the applicable section of *Robert's Rules of Order*. The Association members shall transact such other business as may properly come before them.
- Section 6. The Secretary shall record the minutes of business conducted at the annual membership meeting and such minutes shall be distributed to the Association members in the next scheduled newsletter release.
- Section 7. The Treasurer shall give an Association financial report at the annual membership meeting which has previously been audited by the Audit Committee.
- Section 8. The President shall submit a budget for membership approval for the ensuing year at the annual membership meeting. Such a budget needs to be submitted in writing and approved by the Executive Board of Directors and to the Association membership present for approval during the annual membership meeting.

ARTICLE V DIRECTORS:

- Section 1. The Executive Board of Directors shall be the senior governing body of the Association and shall include all elected officers during their term of office, the association chaplain, and as past president' of the association, the most recent five (5) past presidents of the Association. A representation of one-third of the Executive Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Executive Board of Directors. All are voting members of the Executive Board of Directors.
- Should a Director become incapable or unwilling to fulfill the responsibilities of the role to which he was elected due to death, incapacitation, misconduct, resignation, or any other cause, the current President shall nominate a replacement to fulfill the remaining term. Such nomination is subject to the majority approval of the Executive Board of Directors.
- Section 2. Prior to the adoption of these By-laws of May 20, 2023, thirteen (13) Directors/Past Presidents along with the elected officers constituted the Executive Board of Directors. As part of the adoption of these By-Laws of May 20, 2023, it was approved to reduce the total number of former Directors/Past Presidents through attrition by one Director/Past President in order of appointment annually until such time as there are not more than five (5) such members. Should any of these Directors/Past Presidents so identified become incapable or unwilling to fulfill this role or responsibilities, the position would be permanently vacated, and the subsequent Directors/Past President would sunset the proceeding year.

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- Section 3. Upon any member's departure from the Executive Board of Directors, all association property, documents, records, memorabilia, and electronic files shall be turned over to the current President expeditiously.
- Section 4. Any Association matter may be submitted for consideration by a member in good standing to the annual Executive Board of Director's meeting held before and after the annual general membership meeting. The request should be in writing, addressed to the outgoing or newly elected President, as appropriate, and in time to be included in the agenda for the Executive Board of Director's meeting. Should it become necessary between annual association meetings of the Executive Board of Directors to conduct a vote on any issue that cannot wait until the next scheduled Executive Board of Director's meeting, a written request to the President and/or Executive Vice President for such a vote must be made. The President must authorize the Secretary to notify all board members of this ad hoc meeting via a certified notification media (i.e., e-mail).

ARTICLE VI OFFICERS:

- Section 1. The following officers shall be nominated and elected at the annual membership meeting to be effective at the beginning of the following Calendar/Fiscal year:
 Second Vice President
 Secretary
 Treasurer
 Chaplain
They are to be elected by closed ballot.
- Section 2. The term of Secretary, Treasurer, and Chaplain shall be three years. The Secretary and Treasurer will not be elected in the same year. In those circumstances in which both positions need to be filled, the President shall appoint an interim member to full fill the function for no more than one year. All other officers will have a term of one year. The Nominating Committee shall recommend persons for each position and followed by a vote for or against each respective officer to take place via closed ballot during the general membership meeting.
- Section 3. Members holding the following positions will progress in succession pending the Executive Board of Directors approval and will not require an election unless the position to be filled is vacant and shall be effective at the beginning of the following Calendar/Fiscal year:
 Second Vice President
 First Vice President
 Executive Vice President
 President
- Section 4. In the event of a vacancy for the Second Vice President, Secretary, Treasurer, or Chaplain, the President has the sole authority to appoint a member who volunteers to fulfill the vacancy on an interim basis until the next annual membership meeting at which time the volunteer, or any other nominee, shall be elected to fill the vacancy.

ARTICLE VII DUTIES & RESPONSIBILITIES:

The duties and responsibilities of the Association's officers shall be as listed below.

- Section 1. President:
 (a) Shall be the senior officer of the Association;
 (b) Shall conduct all membership meetings, annual, general and ah hoc;
 (c) Shall receive quarterly reports from all other officers as to the activities of chairmen under their jurisdiction;
 (d) Shall ensure quarterly reports from the remaining members of the Executive Board

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of Directors are reviewed and compiled in an annual report included in the Associations' newsletter as needed;

- (e) Shall ensure that the annual reports are reviewed at the annual reunion meeting with the general membership;
- (f) Shall have final authority in appointment of or termination of committee chairmen as recommended by the Vice President in charge of such committee;
- (g) Shall submit an annual budget for membership approval for the ensuing fiscal year at the annual membership meeting as identified in Article IV, Section 8;
- (h) Shall award Honorary memberships as warranted as described in Article III, Section 2;
- (i) Shall have the authority to approve expenditures exceeding budgeted amounts or for new, non-budgeted purposes only up to an aggregated total of \$1,500.00 per fiscal year. Any authorization for funds beyond this amount must be approved by the Executive Board of Directors.

Section 2. Executive Vice President:

- (a) Shall perform the duties of the President in his absence or incapacity, be it temporary or permanent;
- (b) Shall co-chair the annual membership meeting and be responsible for coordinating the activities of other committee chairmen involved;
- (c) Shall take overall responsibility of the Nominating Committee and act as its chairman;
- (d) Shall give a detailed report quarterly (January, April, July, October) to the President and to provide an annual report to the general membership via the President.

Section 3. First Vice President:

- (a) Shall chair the association Newsletter/Website Committee;
- (b) Shall monitor all activities pertaining to the association' web site and oversee the activities of the Webmaster;
- (c) Shall be responsible for printing and distribution of the By-Laws, as needed;
- (d) Shall give detailed report quarterly (January, April, July, October) to the President and provide an annual report to the general membership via the President.

Section 4. Second Vice President:

- (a) Shall chair the Memorial Committee and oversee the activities of the Historian;
- (b) Shall coordinate with museum curators and correspond with them as necessary;
- (c) Shall be responsible for reporting to the U.S. Navy as to condition of the artifacts, annually, as described by papers on file with the association's Secretary;
- (d) Shall give a detailed report quarterly (January, April, July, October) to the President and provide an annual report to the general membership via the President.

Section 5. Secretary:

- (a) Shall keep minutes of annual membership meetings and publish in the next newsletter following that meeting;
- (b) Shall keep records and files of all association correspondence;
- (c) Shall receive membership applications, dues, and renewal forms from Treasurer for membership roster maintenance;
- (d) Shall keep an up-to-date membership file;
- (e) Shall be custodian of Association property per Article XI;
- (f) Shall maintain an updated list of all members of the Executive Board of Directors to include

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their contact information for LIMITED publication in the newsletter;

- (g) Shall give a detailed report quarterly (January, April, July, October) to the President and provide an annual report to the general membership via the President.

Section 6. Treasurer

- (a) Shall manage all association funds and keep full and accurate accounts of all receipts and disbursements in the association' books for the fiscal year, such accounts shall differentiate between funds designated for general association expenses and accounts and those **donations** designated for memorial or museum purposes;
- (b) Shall receive membership applications, dues renewal forms from members and will forward same to the President and 1st Vice President for membership roster upkeep & maintenance;
- (c) Shall receive a quarterly statement of all documented expenses from any Association member who may, in the course of their normal duties in support of the normal business of the Association, present for approval and payment through their supervisory Vice President if applicable. These statements must be submitted directly to the Treasurer within 60 days of the end of each fiscal quarter. The Treasurer will determine the validity of each expenditure, consulting with the President or supervisory Vice President as needed, and if warranted, shall make payment of all approved reimbursements of the applying member. All such reimbursement requests submitted 60 days after the end of the quarter shall be disapproved. Any exceptions may be warranted and awarded at the discretion of the President;
- (d) Shall inform the President of all requests beyond the scope of the budget. Payment of these expenditures shall be made only if specifically approved by the President;
- (e) Shall give a detailed report quarterly (January, April, July, October) to the President and provide an annual report to the general membership via the President;
- (f) Shall be responsible for all tax-related filings;
- (g) Shall receive membership applications, dues renewal forms; deposit funds received; retain copies of all applications and deposit slips; forward forms to Secretary for membership roster maintenance.

Section 7. Chaplain

- (a) Shall report to the Association President;
- (b) Shall care for the spiritual, moral, and emotional well being of the Association members and Pastoral care as requested;
- (c) Shall write quarterly article for newsletter along spiritual/moral lines;
- (d) Shall conduct a religious service at the annual membership meeting that includes a memorial aspect of members who have passed in the previous years;
- (e) Shall respond to death notices as available; and
- (f) Shall provide a list of local places of worship to those attending annual membership meeting as desired.

Section 8. Normally, no officer nor member of the Association shall receive any salary or compensation for either their service or time to the Association. Exceptions shall be addressed on a case-by-case basis by the Board of Directors.

Section 9. Any officer or committee member may be removed from office by the President for conduct not deemed in the best interest of the Association upon receiving in the affirmation of two-thirds majority vote of the Executive Board of Directors.

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ARTICLE VIII ELIGIBILITY OF OFFICERS AND COMMITTEE CHAIRMEN:

All officers and committee chairmen must hold regular membership status per Article III and be in good standing within the Association. The President, Treasurer, and Secretary shall be bonded in the amount not less than \$50,000.00 in total, and the Reunion Coordinator, if one is assigned/appointed, shall be bonded in the amount not less than \$25,000.00.

ARTICLE IX VOTING:

Voting privileges for member of the Association shall be extended to those Regular and Life members who are in good standing within the organization.

ARTICLE X DUES:

Section 1. All dues for membership in the Association, shall be reviewed by those officers and Board of Directors present at the annual membership meeting, and adjusted, if necessary, to reflect current and projected operating expenses and financial health of the organization. An adjustment will require a vote by more than half of the total number of officers, Executive Board of Directors, and members present at the annual membership meeting.

Regular Members shall pay the annual dues amount determined by the officers and Executive Board of Directors prior to each calendar year to receive all member benefits as described in these By-Laws, including distribution of the newsletter, for that year. A Regular Member may pay dues in advance for multiple years. Dues paid for a calendar year, after the beginning of that year, shall be effective for the remainder of that year only (i.e., dues will not be amortized for a partial year). A form to accompany payment will be provided in the newsletter, on the website, or (if requested) by mail. Annual dues run from January 1 to December 31 and currently cost \$20.00.

Section 2. Life Membership shall be available to those Regular members who wish to participate. The dues amount for Life membership shall be determined by age groups and the current effective amounts shall appear on the dues form in the newsletter, on the website, and on the mail-out form. The current amounts are as follows:

29 and under.....	\$1,100.00
30 – 39.....	\$ 900.00
40 – 49	\$ 700.00
50 – 59	\$ 550.00
60 – 69.....	\$ 350.00
70 and over.....	\$ 150.00

Life members shall receive all member benefits, including all future newsletters, for the members lifetime or as long as the association exists.

Section 3. Members who do not pay annual dues for one (1) year at the end of any calendar year shall no longer be a member. Any former member may apply as a new member.

ARTICLE XI ASSOCIATION ASSETS:

All material donated to or purchased with Association funds, including pictures, display materials, files, artifacts, printed material, electronic media, etc., shall become the sole property of the Association and shall be actually or constructively in the custody of the Secretary.

ARTICLE XII MEMORIALS:

The Association shall establish and support, within the limit of available funds, such suitable memorials to veterans of the USS TICONDEROGA CV-CVA-CVS-14 and USS TICONDEROGA CG-47 as are recommended by the Board of Directors and as approved and adopted by majority

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vote of members attending the annual business meeting.

ARTICLE XIII COMMITTEES:

Section 1. The President shall be a de facto member of and shall have the authority to assign current officers or members thereof to any committee for the purpose of oversight and general guidance except as noted below. Members may also be dismissed from their committee assignment at the sole discretion of the President.

Section 2. Committees shall be of three types:

- (a) Special purpose committees whose chairmen (who may be past members of the Executive Board of Directors) are appointed by the President. They report directly to the President.
- (b) Standing committees whose chairmen are appointed jointly by the President and designated supervisory Vice Presidents but report directly only to their designated supervisory Vice President.
- (c) The Nominating Committee shall be comprised of all current members of the Executive Board of Directors.

Section 3. Each appointed committee chairman shall select his own committee members.

Section 4. Special purpose committees and their duties are:

BUDGET COMMITTEE:

This committee shall prepare a proposed association budget for each fiscal year beginning January 1 and ending December 31 and present it to the President who will submit it for approval by the Executive Board of Directors and subsequently to the general membership for approval at each annual membership meeting. Members shall be the Executive Vice President, the 1st Vice President, and the Treasurer.

AUDIT COMMITTEE:

This committee shall audit the records of the Treasurer. It shall be appointed by the President. Members shall serve a three (3) year term. Any vacancy in this special committee shall be filled by appointment of the President to complete the incumbent's term of appointment. Auditors shall be elected on an annual rotation and may be reelected at the end of their three (3) year term.

Audits shall be conducted:

- (a) quarterly and summarized annually;
- (b) prior to a change of personnel as Treasurer;
- (c) 30 days prior to the general membership meeting, a written report shall be submitted to the President to be reviewed by the Executive Board of Directors; and
- (d) the Chairman of this committee shall prepare a written report for the general membership at the annual membership meeting.

Section 5. Standing Committees and their duties are:

NEWSLETTER/WEBSITE COMMITTEE:

Under the supervision of the First Vice President, this committee shall publish a newsletter (digital and/or hard-copy) as needed for communication to the complete

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membership. The first edition after the annual membership meeting will contain a list of officers for their current term plus the new officers for their term commencing January 1. This first newsletter shall also contain the minutes of the annual membership meeting and any accepted amendments and/or additions to the By-Laws as adopted at the annual membership meeting.

MEMORIAL COMMITTEE:

Under the supervision of the Second Vice President, this committee shall be responsible for recommending appropriate action in support of memorial programs already adopted by the association and to recommend and propose such suitable new memorials as are within the limits of available funds to honor veterans of the USS TICONDEROGA. Members shall be the Historian and the Treasurer.

Section 6. NOMINATING COMMITTEE:

Under the supervision of the Executive Vice President, and with the active participation of three former Association presidents, this committee establishes guidelines for the nomination of elected officer positions of the association. It shall solicit recommendations from all members in good standing and in attendance at the general membership meeting as to both the availability and suitability of those to be nominated.

This committee shall:

- (a) coordinate and conduct an interview of each prospective candidates;
- (b) present interview findings to the Executive Board of Directions prior to nomination and election during the annual general membership meeting.

ARTICLE XIV AMENDMENTS

These By- Laws, or any part thereof, may be repealed, amended, altered, or added to by submitting the proposed modification in writing and signed by any member in good standing of this Association to the Executive Board of Directors for consideration. Such proposition shall, if deemed valid by the Board, be published in the Association newsletter at least 30 days before the annual membership meeting and brought before the body at that meeting for discussion. Adaptation of the proposition shall be by two-thirds vote of the members present and voting, such proposition to take effect immediately.

These By-Laws revised and approved May 20, 2023

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ARTICLE XV

ORGANIZATION CHART

