

Operational By-Laws of Navy Nuclear Weapons Association as amended October 1, 2004
and as annotated with Duties of Officers and Directors as of October 1, 2005.

OPERATIONAL BY-LAWS

Of

NAVY NUCLEAR WEAPONS ASSOCIATION

(A NOT FOR PROFIT CORPORATION)

ARTICLE I

NAME AND LOCATION

SECTION 1. NAME. The name of the Corporation shall be the "Navy Nuclear Weapons Association". It shall be identified by its various symbols and the legend "Keepers of the Dragon."

SECTION 2. LOCATION. The principal office for the transaction of business of the Corporation shall be in the City of Wilmington, County of New Castle, State of Delaware but the Corporation may have other offices and may transact business anywhere in the United States of America.

ARTICLE II

PHILOSOPHY

The Corporation believes that the Navy nuclear weapons program was and is an important part of this nation's history and heritage and, further, that the men and women who served, in both military and civilian roles, made a significant contribution to the freedoms we enjoy today.

ARTICLE III

OBJECTIVES

The Corporation has been formed and exists for the following purposes:

1. To promote the social welfare of the members of the Navy, Marine Corps, Naval Civil Service and Support Contractors of the Navy Nuclear Weapons community, hereafter called the "Community."
2. To provide information and assistance to the disabled and needy members of the Community.
3. To carry on programs to perpetuate the memory of deceased members of the Community and to comfort their survivors.
4. To conduct unclassified educational programs to perpetuate the Navy Nuclear Weapons historical record.
5. To maintain a written history of the Navy Nuclear Weapons program.

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6. To sponsor and participate in activities of a patriotic nature.
7. To provide informational, social and recreational programs for its members.
8. To provide charitable and/or educational benefits for the members and their families.
9. To utilize appropriate means to carry forward the purposes of the Corporation and to do what is necessary and proper for the attainment of the objectives and purposes for which this Corporation is formed.
10. To perpetuate the memory of nuclear unit administration, team training, team deployment and concepts as a unique and significant part of U.S. Naval history.
11. To instill in family, friends and other non-members, by whatever unclassified means are available, an awareness of the objectives of the overall nuclear deterrence and protections by providing anecdotes on the diversity of the nuclear ratings and personnel involved, the skill levels required, the security measures imposed, the safety inherent in the program, the pride craftsmanship, and the humor and *esprit-de-corps* displayed by the members during the lifespan of the nuclear program.

ARTICLE IV
ELIGIBILITY

SECTION 1. Membership in the Corporation shall be without regard to age, race, color, creed, gender, national origin, ethnicity or disability.

SECTION 2. ELIGIBILITY. The REGULAR MEMBERS of the Corporation shall be composed of active, retired or inactive members of the Navy and Marine Corps who were attached to the Navy Administrative Unit, Navy Special Weapons Units #471, #802 or #1233; or any member of the Navy, Marine Corps, Navy Civil Service or Support Contractor who received basic or advanced training in the operational use, support, assembly, disassembly, maintenance, repair, calibration, inspection, loading, or delivery of nuclear weapons; or was attached to Defense Atomic Support Agency (DASA), Defense Nuclear Agency (DNA), Special Weapons Unit Atlantic/Pacific(SWULANT/SWUPAC), NWTCPAC, NWTCLANT, NWTGPAC, NWTGLANT; WTGPAC, WTGLANT; or was attached to a Naval command whose primary responsibility for Nuclear Weapons capability included Depot Level maintenance, Repair, Storage, Intermediate Level maintenance, Nuclear Safety, Nuclear Security, or Personnel Reliability Program management, specialized training in the field of nuclear weapons. Other memberships' eligibilities shall be as defined in Article V of these By-Laws.

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ARTICLE V MEMBERSHIPS

SECTION 1. Membership in the Corporation is not transferable.

SECTION 2. CLASSES OF MEMBERSHIP

A. **REGULAR MEMBER.** Those individuals who meet the criteria defined in Article IV, and have paid the appropriate dues and fees set by the Corporation. A **REGULAR Member** shall have voting rights. **REGULAR MEMBERS** are hereafter referred to as 'Members'.

B. **ASSOCIATE MEMBER.** Individuals who do not meet the **REGULAR Member** criteria, but wish to affiliate with the Corporation, must be recommended by at least one Regular Member in good standing and must have paid the appropriate dues and fees set by the Corporation. Such members will have no voting rights.

C. **LIFE MEMBER.** Automatically bestowed on the surviving spouse of a **REGULAR Member**, All dues and fees are waived. Such members will have no voting rights.

D. **HONORARY MEMBER.** The Board of Directors may bestow to an individual, organization or business that has made a significant contribution in furtherance of the Corporation's objectives and purposes an **HONORARY membership**. All dues and fees are waived. Such members will have no voting rights.

ARTICLE VI MEETINGS

SECTION 1. **REGULAR MEETING.** A regular meeting of the Corporation shall be held at least annually. The location of the meeting shall rotate between the Eastern, Central and Western areas of the continental United States. The location of the meeting area shall be selected by a vote of the membership at the prior year's meeting. Specific location, dates and times shall be at the direction of the Board of Directors. Every effort shall be made to conduct the regular meeting between September 15th and October 15th of each year.

SECTION 2 **SPECIAL MEETINGS.** Special meetings of the Corporation may be called by the President of the Board, or the Vice-President acting on the direction of, or in the incapacity of, the President, or by a majority of the Board of Directors. Regular Members may request a special meeting by submitting a written request to the Board signed by a minimum of 10 Regular Members and stating the purpose of calling a special meeting. All special meeting locations, dates and times shall be at the direction of the Board of Directors.

SECTION 3. **NOTICE OF MEETINGS.** The Secretary shall provide a minimum of thirty (30) days notice of the time and place of all meetings to all members of the Corporation.

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SECTION 4. VOTING. Only Corporation Regular members in good standing shall have voting privileges. Members in arrears of dues or fees of 1 year or more are not considered in good standing. Prior to voting all arrears must be resolved.

SECTION 5. QUORUM. At least 50 % of the Board of Directors and a minimum of ten (10) additional regular members in good standing present at any meeting of the Corporation shall constitute a quorum.

SECTION 6. PROXY. Voting by proxy shall not be permitted.

SECTION 7. DUTIES OF THE MEMBERSHIP.. The primary duty of the Regular Membership of the Corporation shall be to elect the Board of Directors. In addition, the membership shall uphold the By-laws of this Corporation and other generally accepted rules of good order and discipline.

SECTION 8. DELINQUENCIES. Dues shall be paid annually. If dues are not paid by September 30th of each year, the member will be dropped from membership and reinstated only after paying a reinstatement fee set by the Corporation plus the current year's dues.

ARTICLE VII AMENDMENTS

Amendments to these By-laws of the Corporation may be made in any scheduled meeting of the Corporation, provided that the proposed amendment(s) are submitted to the Board of Directors at least ninety (90) days in advance of a scheduled meeting. The Secretary shall provide the Regular Membership written notice of the proposed amendment(s) at least thirty (30) days prior to the meeting. Passage of any amendment shall require a two-thirds (2/3) majority of the Regular Membership present at the call for vote.

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ARTICLE VIII
BOARD OF DIRECTORS

SECTION 1. ELECTION AND INITIAL MEETING. A Board of Directors consisting of; at least Eight (8) members in good standing shall be elected by a majority of Regular Members present at the Annual Meeting held by the Corporation. Immediately following the election meeting the newly elected Board shall meet for the purpose of electing its officers and conducting any business that may be necessary. Election of the Board of Directors shall be on the following schedule:

<u>Even Years</u>	<u>Odd Years</u>
President	Vice-President
Service Officer	Secretary
Chaplain	Treasurer
Master at Arms	Historian
Director	Webmaster

SECTION 2. TERM AND VACANCY. The term of a member of the Board shall be two (2) years except when a Director is elected as an Officer whereupon his/her term shall expire to coincide with the election schedule listed elsewhere within these By-laws. Vacancies may be filled by appointment by the Board and the appointee shall only serve for the remaining term of the Board member being replaced.

SECTION 3. EX-OFFICIO. The Immediate Past President shall be an ex-officio member of the Board. This member shall be entitled to participate in the deliberations of the Board, but shall have no vote, unless that individual shall otherwise be serving an elected term on the Board.

SECTION 3. MEETINGS. It shall be the responsibility of the Board to conduct an Annual Meeting of the membership at a site and time determined by the Board. Meetings of the Board are to be determined by the Board with appropriate notice(s) provided.

SECTION 4. POWERS. The Board, subject to these By-laws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of the Corporation. It shall cause the books and financial statement(s) of this Corporation to be reviewed annually, available to the membership at the Annual Meeting, and to meet the prescribed requirements of governing legal bodies. The Board shall have the power to receive, use, hold, invest and reinvest gifts, memorials, bequests, devises, grants, or funds from whatever source and use the same of the proceeds thereof for the purposes of this Corporation or any of its activities, or as specifically designated. The Board of Directors shall incur no indebtedness or liability in any year, exceeding the amount of available Funds on hand. No liability shall be incurred on behalf of the Corporation by any members of the Board, the Corporation or any group or committee of the Corporation unless the same is authorized by the Board of Directors.

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SECTION 5. QUORUM AND VOTING At least 50% of the Board of Directors shall constitute a quorum. No proxy votes are permitted. Votes shall be recorded by the Secretary either verbally, telephonically or electronically (such as by e-mail). The Secretary shall maintain written records of all Board votes and report the same to the membership at the annual meeting.

SECTION 6. CONFLICT OF INTEREST. Business relationships should not exist between this Corporation and its Directors, or members of the immediate families of the Directors or any business concern owned or controlled by any of them. In instances arising from necessity and/or prudent business, where a business relationship exists, or is proposed to exist, between any of the foregoing, (a) the facts and circumstances of each business relationship must be fully disclosed to the Board verbally and in writing; and (b) the affected Director shall remove himself/herself from any vote or use of his authority that could further any such business relationship. The minutes of the meeting shall reflect the disclosure, along with the written description of the relationship, as well as the vote of the Board

ARTICLE IX
OFFICERS

SECTION 1. ELECTION AND TERM. The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, and such other positions as the President may direct. It is recommended that the positions of Chaplain, Service Officer, Historian, Master at Arms and Webmaster be filled. The Secretary and Treasurer may be a combined position held by one Director. In such case, that individual shall have a single vote. Officers are elected from among, and by, the Board of Directors. The normal terms of office of the officers shall be Two (2) years, unless conflicting as otherwise provided for in these By-laws.

SECTION 2. REMOVAL FROM OFFICE. Any Member of the Board may be removed from office and the Board, with or without cause, by a vote of not less than Two-thirds (2/3) of the members of the Board.

SECTION 3. DUTIES.

- A. PRESIDENT. Shall preside at all meetings of the Corporation and shall act as the President of the Board. The President shall be an ex-officio member of any groups or committees that are formed by the Board. The President shall perform all duties usually associated with the office or as assigned by the Board; shall be directly responsible to the Board; shall report to the Board all important matters pertaining to the welfare of the Corporation. The President shall assume the duties of the Treasurer, in the event the Treasurer is unable to perform his/her duties, until such time that the Treasurer can assume his/her duties or until the Treasurer's position is filled by the Board of Directors.

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- B. VICE-PRESIDENT. Shall perform such tasks as assigned by the President or the Board. In case of the President's inability to serve, resignation, removal from office, or death, the Vice-President shall fill the remaining term. The office of Vice President so vacated by ascension to President shall be filled from among the remaining Board members and by the majority vote of all Board members.
- C. SECRETARY. Shall keep all records of the meetings of the Corporation and its Board: shall serve notice of all meetings; shall be responsible for and maintain all minutes, correspondence, files, records and papers of this Corporation. The Secretary may sign on behalf of this Corporation, with other such officers, as are specifically authorized by the Board. The Secretary shall assume other duties that from time to time may be assigned by the Board.
- D. TREASURER. Shall be responsible for all the funds of this Corporation; shall authorize the paying out of monies on such approvals and signatures as the Board may determine; shall be responsible for the establishing of financial controls, the maintenance of adequate books of account; shall present to the Board financial statements of receipts and expenditures; and, at the close of each fiscal year, shall present to the Board, financial reports that may include a balance sheet and an income and expense statement required by the Board or governing legal authorities. The Treasurer may assume other duties as assigned by the Board. The Treasurer shall have the power to sign all checks, drafts, notes, warrants and orders for the Board of Directors.
- E. DIRECTOR Shall perform such tasks as assigned by the President or the Board of Directors
- F. CHAPLAIN. Shall perform nonsectarian devotional services at the annual business meeting and such other duties as the President or the Board of Directors assigns.
- G. MASTER AT ARMS. Shall maintain order at all meetings and perform such other tasks as assigned by the President or the Board Of Directors.
- H. SERVICE OFFICER. Shall perform such tasks as assigned by the President or the Board of Directors. His/Her duties shall include:
 - 1.Establishing a set of resources providing information on federal benefits for those exposed to ionizing radiation and other hazards such as members may have encountered.
 - 2.Providing information to members on such benefits and on pending legislation.
 - 3.Assisting members with info regarding benefits and directing members to local sources of information and assistance.
 - 4.Liaison with such other organizations that may provide information and assistance for the membership.
 - 5.Obtaining national and/or state credentials as a Registered Service Officer to the extent that it is possible.

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- I. HISTORIAN. Shall perform such tasks as assigned by the President or the Board of Directors. His/Her duties shall include:
- 1.Accumulating unclassified historical information and memorabilia relating to the Navy Nuclear Weapons Program.
 2. Store, maintain, transport and display the NNWA memorabilia
 - 3.Updating memorial plaques with info on departed NNWA shipmates
 - 4.Maintaining a computer inventory of NNWA memorabilia
 - 5.Collect, catalogue, and display stories, anecdotes, histories, verbal histories etc.
 - 6.Develop a “year book” for each reunion for display at subsequent reunions
 - 7.Maintaining a computer data base of persons in the Navy Nuclear Weapons Program
 - 8.Maintaining financial records relevant to doing the above.
- J. WEBMASTER. Shall perform such tasks as assigned by the President or the Board of Directors. His/her duties shall include:
- 1.Maintaining the Association web site.
 - 2.Liaison with the Secretary and/or Treasurer in order to maintain a Roster of Members on the web site.
 - 3.Maintaining a current listing of members’ e-mail addresses.
 - 4.E-mailing members as necessary for the operations of the corporation
 - 5.Maintaining the web site as a source of information and as a vehicle to attract new members.

ARTICLE X
COMMITTEES

The President, with the approval of the Board, may appoint Standing Committees and/or Special Committees, for such a period as necessary, to study specific initiatives or interests for the Corporation and to make recommendations to the Board. The Chairman of each committee may or may not be a member of the Board, but shall be a Regular member. Committee members shall be appointed by the Chairman and may consist of any category of membership. Each committee member, with the exception of ex-officio members, shall have a vote at committee meetings. Examples of committees may be: Fiscal, Membership, Public Relations, Program, Endowment, Investment, etc. The committees may be dissolved at any time by a majority vote of the Board.

ARTICLE XI
RULES AND PROCEDURES

Unless otherwise provided for in these By-laws “Roberts Rules of Order” in its current edition shall be observed as the rule of procedure for all meetings.

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ARTICLE XII
FISCAL YEAR

The fiscal year of the Corporation shall begin on October first of each year and end on September thirtieth of the succeeding calendar year.

ARTICLE XIII
INUREMENT

The Corporation shall have no power whatsoever to issue capitol stock, and no dividends or pecuniary profits shall be declared, or paid to, or inure to any member, director or officer of this Corporation.

ARTICLE XIV
DISSOLUTION

No member, director or officer of the Corporation shall be entitled to share in the distribution of Corporation's assets upon the dissolution of the Corporation. In the event of liquidation, dissolution or abandonment of this Corporation, no portion of the property or assets shall inure to the benefit of any private person, but the same shall be distributed to a fund, foundation, corporation or association, as identified by this Corporation's Board of Directors. The identified entity shall conform to the requirements of the Internal Revenue Code and corresponding sections of subsequent revenue acts that have been adopted thereto. Those historical and/or educational items and materials that have been placed on loan to the Corporation for the furtherance of its purposes shall be returned to the rightful owners.

ARTICLE XV
INDEMNIFICATION

The Corporation shall indemnify and hold harmless each of its former, existing and future Directors and officers to the maximum extent possible and/or permitted by law. Without limiting the foregoing, a Director or officer shall not be personally liable to the corporation or any of its members for monetary damages for action taken or for failure to take any action as a Director or officer except as otherwise provided by law. For purposes of this Article XV, this indemnification includes those properly appointed to any committee of the Corporation. Excepted from this indemnification is anyone otherwise covered who acts outside their authorization for the Corporation, who acts in a criminal capacity or who acts with gross negligence.

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ARTICLE XVI
AGENCY

The law firm of Elzufon, Austin, Reardon, Tarlov & Mondell PA, its successors, heirs and assigns, whose address is 300 Delaware Avenue, Wilmington, Delaware and which is and has been a bona fide resident of New Castle County, Delaware is hereby appointed the Statutory Agent for this Corporation in the State of Delaware, upon which service of process may be made.