

# **USS W. S. SIMS (DE/FF 1059) ASSOCIATION By-Laws**

## Article I. Name, Business Address, Slogan, and Seal

Section 1.1 The name of corporation is the USS W.S. Sims Association, Inc., a Florida corporation (“Association”).

Section 1.2 The principal place of business address is:

616 Sherwood Drive  
Altamonte Springs, FL 32701

The principal mailing address is:

P.O. Box 151545  
Altamonte Springs, FL 32715

Section 1.3 The slogan of the Association is:

“Mighty Fine 1059”

Section 1.4 The official seal of the Association is found in Appendix One.

## Article II. Purpose and Status

Section 2.1 The Purpose of the Association is to:

1. Preserve, honor and commemorate the proud history of the USS W.S. Sims (DE/FF 1059) and to acknowledge her 21 years of true and faithful service to the United States Navy.
2. Seek out, identify and contact all former Officers and Crewmembers with the intention of reuniting them on a periodic basis.
3. Provide a channel or forum where former shipmates can locate and contact each other.
4. Plan, organize and host reunions on an annual or biannual basis in various parts of the United States.
5. Host and Maintain a website where interested persons can obtain information about the USS W.S. Sims and the Association.
6. Develop and maintain a standard mailing database to provide a means for an exchange of information to those shipmates not connected to the internet.
7. Collect, preserve, display and distribute photographs, memorabilia and artifacts depicting the USS W.S. Sims service in the United States Navy.

Section 2.2 The Association is a nonprofit Sec. 501(c)(3)(19) war veterans organization primarily for purposes consistent with war veterans organizations as defined by the United States Tax Code.

## Article III. Membership

### Section 3.1 Classes of Membership

#### Section 3.1.1 Regular Members

Regular Membership is open to all persons who have served in any capacity aboard the USS W.S. Sims, as well as the widows and lineal descendants of those who served aboard the USS W.S. Sims. A Regular Member in good standing may vote upon all matters that come before the membership and may hold elected and appointed office.

#### Section 3.1.2 Associate Members

Associate Membership is open to all persons and organizations that support the principles and purposes of the USS W.S. Sims. Associate Members may neither vote nor hold office in the Association.

### Section 3.2 Application for Membership

Section 3.2.1 Written application for Regular Membership must be filed with the Secretary by submitting the following information:

1. Name
2. Address
3. Telephone number and e-mail address
4. Highest rank or rate obtained while serving in the United States Navy
5. Dates (years) served on the USS W.S. Sims
6. Current military status (active, reserve, separated, retired).
7. Personal data (optional).

Section 3.2.2 Written application for Associate Membership must be filed with the Secretary by submitting the following information:

1. Name
2. Address
3. Telephone number and e-mail address
4. A statement of interest in and support of the Association.

## Article IV. Meetings

### Section 4.1 Regular Meeting and Reunion

The Association shall convene a reunion and regular meeting of the Membership at a time and place selected by the Board of Directors. The purpose of the reunion and regular meeting shall be to foster good will and fellowship and to conduct the business of the Association requiring participation of the Membership, including electing a Board of Directors. The reunion and regular meeting shall be rotated insofar as practical in different parts of the United States giving due consideration to the demographics of the Membership.

#### Section 4.2 Special Meetings

A special meeting of the members, for any purpose or purposes whatsoever, may be called by order of the President or two or more members of the Board of Directors.

#### Section 4.3 Notice of Meetings

Written notice of regular and special meetings of members shall be given personally or by mailing by first class, postage prepaid, or by electronic mail, to each member at his or her last known address, at least 10 days before the time fixed for holding the meeting. Notice of the meeting shall specify the place, the day, and the hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.

#### Section 4.4 Quorum

At all meetings of the Association, whether regular, special, or adjourned, the presence in person or by proxy of two elected members of the Board of Directors and five Regular Members shall constitute a quorum for the transaction of business. If no quorum is present at any meeting of the members, the meeting may be adjourned by those present from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

### Article V. Board of Directors

#### Section 5.1 Number of Directors

The Association shall be governed by a Board of Directors consisting of the four elected officers of the Association and six members at large elected from the Regular Members.

#### Section 5.2 Powers and Duties

The Board of Directors determines and sets all policies of the Association and oversees the officers as they conduct the day-to-day business of the Association. The Board of Directors reviews and acts upon the annual budget and financial report submitted by the Treasurer. Action by the Board may consist of approval or direction to modify and resubmit the annual budget and report. The Board may approve no more than one temporary budget of no more than ninety (90) days duration. The Board may also make disbursements from the funds and properties of the Association as are required to fulfill the purposes of the Association and generally to conduct, manage and control the activities and affairs of the Association.

#### Section 5.3 Term of Office

The term of office of each Director shall be two (2) years.

#### Section 5.4 Election of Directors

The existing Board of Directors and any Regular Member can nominate Regular Members for the Board of Directors. Regular Members are elected to the Board of Directors by mail ballot, or by electronic mail, or through electronic voting on the Association's website prior to a regular meeting of the members to fill any vacancy and maintain the number of at large Directors at six (6). The Directors shall be elected in the same manner and style as the Officers of the Association.

### Section 5.5 Chairmanship

The President of the Association by virtue of his office shall serve as Chairman of the Board of Directors. The President presides at all meetings of the Board and shall cast the deciding vote when necessary. In the event the President is unable to attend a meeting of the Board, he or she shall designate a member of the Board to act for him or her.

### Section 5.6 Absences

Any Director who is absent from two consecutive meetings of the Board of Directors without prior notification to the President, or any Director who is absent from three consecutive meetings for any reason, is subject to discharge from the Board on recommendation of the President and a majority vote of those attending the meeting. Any Director relieved of his duty on the Board shall be so notified by the Secretary in writing.

### Section 5.7 Vacancies

Vacancies in the Board of Directors shall be filled from the Regular Members by a vote of the majority of the remaining members of the Board for the balance of the year or until the next election is held.

## Article VI. Officers

### Section 6.1 Positions

The Officers of the Association shall be President, Vice President, Secretary/Historian, and Treasurer. Any active Regular Member in good standing under these By-Laws who has indicated a willingness to serve may be elected an Officer of the Association. Officers shall by virtue of their office be members of the Board of Directors.

### Section 6.2 Terms

The Officers are elected by the Regular Members by mail ballot, or by electronic mail, or through electronic voting on the Association's website prior to a regular meeting of the members for a term of two (2) years. Terms shall begin on January 1 of the year following the year of election. Any Officer may be re-elected to the same office for one additional term.

### Section 6.3 Duties of Officers

#### Section 6.3.1 President

The President shall preside at all membership meetings. He shall act as chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the Association. The President shall authorize the expenditure of Association funds in compliance with the budget approved by the Board of Directors and shall be a signatory on all accounts of the Association.

#### Section 6.3.2 Vice President

The Vice President shall preside in the absence of the President and assist the President, in the performance of his or her duties as chief executive officer of

the Association. The Vice President shall act as chairman of the Reunion Committee which is appointed by the President with the advice and recommendation of the Vice President. The Vice President, with the assistance of the Reunion Committee, shall plan, organize and supervise the Annual Reunion of the Association. The Vice President shall make periodic reports, including financial information, with regard to the Annual Reunion to the President and the Board of Directors.

#### Section 6.3.3 Secretary/Historian

The Secretary will attend all meetings of the Board of Directors and the Association and will act as official secretary of such meetings. The Secretary will keep and preserve a record of the business transacted by the Board of Directors and the membership of the Association and shall provide signed copies of such records to the Directors and shall make such other distribution as directed by the Board of Directors.

The Secretary will maintain a current file on all members (Regular and Associate) for the purpose of official correspondence and shall provide a written roster of members at the annual meeting of the Board of Directors. To facilitate maintenance of membership records, the Secretary may nominate to the President a Membership Chairman who shall have the responsibility for maintaining the membership records under the supervision of the Secretary.

The Secretary will administer all elections of the Association and will report the results to the President and the Board of Directors at the annual regular meeting or as soon thereafter as practicable.

The Secretary will also serve as Historian and collect, preserve, and protect data, material, artifacts, memorabilia, and documents relating to the history of vessels in the US Navy and of the USS W.S. Sims Association. The Historian selects historical material for display at the Annual Reunion and arranges for the transportation and safeguarding of selected material to the site of the Annual Reunion. At the end of the term as Secretary/Historian, all such historical material will be transferred to the new Secretary/Historian within sixty (60) days of the new Secretary/Historian taking office. All reasonable expenses for such transfer are to be borne by the Association. With the approval of the President, the Secretary may designate a Regular Member to assist him or her as Historian.

#### Section 6.3.4 Treasurer

The Treasurer shall be the chief financial officer of the Association and shall keep and maintain adequate and correct books and financial records of the properties and business of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and fund balances. The books of accounts shall at all reasonable times be open to inspection by any Officer and Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as designated by the Board of Directors. The Treasurer shall disburse the funds and pay all proper and authorized obligations of the Association as directed by the President or the Board of Directors. The Treasurer and President shall be signatories on all accounts of the Association. The Board of Directors may designate another Regular Member to be signatory on an Association account.

The Treasurer shall prepare an annual financial report and budget covering all aspects of the Association's business and financial affairs and present such report and budget to the Board of Directors at least seven (7) days before their annual meeting.

Should the Treasurer become incapacitated so that he or she is not capable of performing his or her duties, the President will take possession of the Treasurer's records for safekeeping until the Treasurer is able to resume his or her duties. If the Treasurer is unable to resume his or her duties in a reasonable time, the Board of Directors will appoint a Regular Member to serve as Treasurer until the next election.

#### Article VII. Association Records and Reports

All records and reports of the Association are the property of the members and are open and available to them. Members may request to review the records and may obtain copies by applying to the President. A charge may be made to members for the cost of copying and mailing the requested records.

#### Article VIII. Association Funds and Property

The funds and property of the Association may be used only for the business of the Association as set forth in these by-laws. The funds and property cannot be divided in any manner among the members individually or collectively but shall remain the funds and property of the Association.

#### Article IX. Finances and Expenditures

The revenues of the Association shall be obtained through voluntary contributions as may be set by the Board of Directors, receipts from events and donations, and the sale of specialty items. All expenditures shall be in compliance with the annual budget approved by the Board of Directors. Records shall be kept of all expenditures and a financial report shall be prepared by the Treasurer and presented to the Board and the membership annually.

#### Article X. Amendments

Any member of the Association may submit a proposal for amendments to these By-laws to the Board of Directors. The Board will review and prepare recommendations on each proposed amendment or change to the By-laws and will mail such recommendations to the Regular Members for a vote. The Regular Members will vote by mail ballot or by electronic mail and the results will be reported by the Secretary to the Board of Directors, the Officers and the membership of the Association. The mail or electronic voting on amendments or changes to the By-Laws can be combined with the mail or electronic voting for Officers and Directors as provided in these By-laws, provided that the Board's recommendations on the amendments and changes are mailed within the year that they are received. Amendments or changes to the By-laws shall be adopted by a simple majority of the Regular Members voting.

Article XI. Dissolution

The Association may be dissolved at any time by a vote of two-thirds (2/3) of the Regular Members. Upon dissolution of the Association, all funds and property other than historical items shall be donated to the Navy and Marine Corps Relief Society. Historical items shall be returned to the family of the donor, or donated to the Naval Historical Foundation or such other historical group as the Board of Directors shall designate.

Approved and adopted by the Officers and the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer