



BYLAWS OF U.S.S. SARATOGA ASSOCIATION

The name of the Association is U.S.S. Saratoga (CV3, CVA-60, CV-60) Association (Herein referred to as "Association"). The Association is organized in accordance with the Kentucky Not for Profit Administrative Regulations, as amended. The Association has not been formed for the making of any profit, or personal financial gain. The assets and income of the Association shall not be distributable to, or benefit the trustees, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. This Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax. The Association shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Association is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

The purpose of the Association is to perpetuate and honor the memory of two great fighting ships, and to hold an Annual Reunion of Saratoga Shipmates in order to enable members to maintain contact with other Shipmates.

ARTICLE I PARLIAMENTARY RULES

Section 1. Parliamentary Authority. Except as required for nonprofit organizations, the Association's Parliamentary Authority in the conduct of all Association business shall be "Roberts Rules of Order" (As Revised).

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the transaction of such business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Association's Executive Committee from time to time.

Section 2. Regular Meeting. The Executive Committee shall meet prior to each reunion for transacting such business as may be deemed as appropriate. The Executive Committee may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 3. Special Meetings. Special meetings may be requested by the President or the Executive Committee. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all officers of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or using e-mail.

Section 5. Place of Meeting. Generally, regular meetings shall be held in conjunction with the Association's Annual Reunion, unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Executive Committee may permit any or all officers to participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all officers participating may simultaneously hear each other during this meeting. An officer participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A two-thirds (2/3) majority of the Executive Committee shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the officers may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

Section 7. Procedures. The majority vote of Executive Committee members present at a properly called meeting at which a quorum is present, shall be the act of the Executive Committee, unless a specific voting percentage is required by law or by these by-laws for a particular resolution. An officer of the Association who is present at a meeting of the Executive Committee at which action on any Association matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Adverse Interest. In the determination of a quorum of the officers, or in voting, the disclosed adverse interest of an officer shall not disqualify the officer or invalidate his vote.

Section 9. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the officers with respect to the subject matter of the vote.

ARTICLE III MEMBERSHIP

Section 1. Eligibility. All Sailors and Marines (herein “Shipmates”) who served aboard the USS Saratoga (CV-3, CVA-60, CV-60), to include all attached Naval Aviation Squadrons having operated with the USS Saratoga, are eligible to become members of the USS Saratoga Association.

Section 2. Membership Types. The following membership types have been approved by the Association:

a) Regular Members. Regular Members are those Shipmates who been deemed eligible to become members and have opted to pay their membership dues on an annual basis.

b) Life Members. Life Members are those Shipmates who been deemed eligible to become members and have paid, in-full, the designated life membership dues, and have been certified by the Association's Treasurer.

c) Honorary Members. Are Family Members, to include Surviving Spouses and Children and Direct Descendants of living and deceased Regular and Life Members of the USS Saratoga Association. Honorary Members may also be anyone who renders significant service or support to the USS Saratoga Association. New Honorary Members shall be considered and inducted by the Board in conjunction with the Association's annual meeting. Existing Honorary Members, on the Association's membership roles as of the date of the signing of these Bylaws, are not required to pay annual dues. Honorary Members who are inducted after the signing of these Bylaws will be required to pay designated annual dues. Honorary members enjoy all the privileges and benefits of membership, except they are not allowed to vote or serve in the capacity of Board President, Secretary or Treasurer or serve on the Association's Board.

Section 3. Membership Dues. The following annual dues requirements apply:

a) Regular Members. Twenty-Five US dollars (\$25.00) per year.

b) Life Members. One-time dues utilizing the sliding scale based on the prospective Life Member's age at the time of application. The sliding scale is found on the current standard Membership Application. Life Member dues are paid as a lump sum.

c) Honorary Members. Who join after the signing of these Bylaws, Twenty-Five US dollars (\$25.00) per year.

NOTE: Members shall be considered in "Good Standing", so long as either their regular or life member dues are paid in-full, as verified by the Association's Treasurer.

ARTICLE IV ORGANIZATION

Section 1. Number of Officers. The Association shall be managed by an Executive Committee consisting of four Officers and a minimum of 5 and a maximum of 7 additional volunteers as noted Article 5, Section 4.

Section 2. Election and Term of Office. The officers shall be elected every other year at the Association's Annual Reunion by a vote of members at the annual business meeting. Each officer shall serve a term of 2 years, or until a successor has been elected and qualified. Board members will be appointed by vote of the elected officers to a term equal to that of the officers. The Association fiscal year is January 1 – December 31.

Section 3. Removal / Vacancies. An officer shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by the remaining officers. An officer elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 4. Committees. To the extent permitted by law, the Executive Committee may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. As of the date of this signed document, the following Association Committee(s) have been authorized, and are currently performing their assigned duties:

a) Scholarship Committee. The Scholarship Committee is authorized to operate under the approved, written Scholarship Committee bylaws. Committee Bylaws have been recorded and retained, on file by the Association's Secretary.

b) Annual Reunion Committee. A Reunion Committee Chairperson shall be approved by the Association's membership, each year, for the purpose of making necessary arrangements for the Association's Annual Reunion. The Reunion Chairperson shall notify and meet with his selected Reunion Committee, if any, as required to plan and discuss arrangements for the annual reunion. The Reunion Chair report to and work in conjunction with the Association's President.

ARTICLE V OFFICERS

Section 1. Number of Officers. The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

a) President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Executive Committee, oversee contract negotiations, on behalf of

the Association's membership, with hotels, catering and reunion management in support of the Association's Annual Reunion, and maintain oversight of all Association affairs.

b) **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties and attend to other tasks and duties as may be assigned by the President.

c) **Secretary.** The Secretary shall give notice of all meetings of the Executive Committee, shall keep an accurate list of the Board's officers, and shall have the authority to certify any records, or copies of records, as the official records of the Association. The Secretary shall maintain the minutes of the Executive Committee meetings and all committee meetings. In addition, the Secretary shall issue membership cards for the current year, life membership cards to all new qualified paid life members and prepare new member welcome packets, maintain the current membership roster and distribute monthly updates to the President and other Executive Board Members as directed by the President and, assist the Reunion Liaison in submitting announcements for upcoming Saratoga Reunions to all available Navy-oriented Associations for publication.

d) **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the Association as directed and authorized by the Executive Committee and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Executive Committee and Executive Committee. In addition, the Treasurer shall establish and maintain a bank account with three (3) authorized board member signatures; shall collect and receive from the Association's Secretary dues sent to him as well as receive all dues directly from members. He shall make available a written, factual statement reflecting the transactions of the Association's bank account at least two (2) days prior to the Annual Meeting, as well as submitting quarterly reports to the Executive Board.

Section 2. Election and Term of Office. The officers shall be elected at every other reunion by the Association Members present at the reunion. Candidates for offices volunteer at the annual business meeting which renders internet, proxy or similar voting impractical. Each officer shall serve a two-year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Executive Committee shall have the power to remove an officer or agent of the Association. Any vacancy that occurs for any reason may be filled by the Executive Committee.

Section 4. Additional Duties. Additional duties may be assigned to Regular, Life and Honorary Members, as approved and directed by the Executive Committee. Additional duties are considered voluntary and are performed on a non-paid basis. Current additional assigned duties include:

a) **Association Chaplain.** Shall mail appropriate cards to the Association's ill Regular or Life Members and to the Families of the Association's deceased Regular or Life Members as well as Saratoga shipmates who were not Association members pending available resources. The Chaplain works in conjunction with the Association's Secretary.

b) **Association Historian**. Shall maintain, store and transport USS Saratoga memorabilia for display in the designated Artifacts Room in support of the USS Saratoga Association's Annual Reunion. The Historian reports to and works in conjunction with the Association's President.

c) **Association Master-at-Arms (MAA)**. Shall maintain order at all Association meetings and have the authority to enforce the applicable rules and regulations of the Association. The Master-at-Arms shall also provide security, as needed, for the Association's memorabilia/artifacts display(s) at each Annual Reunion. The MAA reports to and works in conjunction with the Association's Vice President.

d) **Association Storekeeper**. Shall manage all merchandise orders between reunions. Shall be responsible for ordering necessary merchandise for sale by the Association. Shall transport and sell merchandise at each scheduled Association Annual Reunion. Shall maintain a current, running inventory of all on-hand merchandise. Shall establish and maintain an Association Merchandise Sales Account bank account with three (3) authorized Board Members signatures. Shall make available a written factual financial statement, reflecting the previous year's merchandise sales transactions of the account at least two (2) days prior to the designated Annual Meeting and submit an annual report to the Chairman of the Executive Board before January 15th. The Storekeeper reports to and works in conjunction with the Association's President.

e) **Association Parliamentarian**. Serves as the Association's expert in rules of order and the proper procedures for the conduct of meetings of deliberative assemblies. The Parliamentarian assists the Association in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings. The Parliamentarian reports to and works in conjunction with the Association's President.

f) **Scholarship Committee Chairman**. Coordinates the Association's ongoing Scholarship program. Conducts routine meetings to discuss program details and enhancements via internet and at annual reunion, chairs all formal review processes, maintains contact with applicants within program allowances, sends a letter of appreciation to each applicant and issues awards to winning applicants. The Scholarship Chairman reports to the Association President and works in conjunction with the Association Secretary.

g) **Newsletter Editor**. Prepares copy and formats materials received from the Officers, Committee Chairmen and other shipmates who submit an article for publication in our semi-annual newsletter. The Newsletter Editor reports to and works in conjunction with the Association Secretary.

ARTICLE VI EXECUTION OF INSTRUMENTS

All instruments that are executed on behalf of the Association shall be executed by the President or the Vice-President and the Secretary or Treasurer. Notwithstanding the preceding provisions of

this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Executive Committee.

ARTICLE VII DISTRIBUTION OF AND AMENDMENTS TO BYLAWS

Section 1. Distribution. Distribution of bylaws shall be conveyed to Association members by posting onto the Association's Web Site (Home - USS Saratoga Association (uss-saratoga.com) . A "hard copy" of the current bylaws, and associated amendment(s), shall be made available for member review at the scheduled annual reunion or upon request of a member in good standing.

Section 2. Amendments. The bylaws may be amended, altered, or repealed by the Executive Committee by a two-thirds majority vote at any regular or special Executive Committee meeting. The text of the proposed change shall be distributed to all Association members at least ten (10) days before the next scheduled annual meeting via the Association website.

Section 3. Scheduled Bylaw Review. A special committee shall be designated by the Executive Committee every 4 years to review, update, and amend the bylaws. Proposed bylaws changes will be written, submitted, and approved by the Executive Committee and presented to the membership for comment and review. Proposed changes will be distributed as noted in Section 1. Distribution. Announcement of proposed changes shall be via Association newsletter and/or electronic Midrats for comment and review. Period of review and comment shall be 3 months from date of initial notification. After 3 months, the Executive Committee will review comments (if any) from general membership and evaluate any additional changes. Executive Committee will vote whether to institute new bylaws as written to take effect immediately upon a favorable vote.

ARTICLE VIII DISSOLUTION

The Association may be dissolved only with authorization of its Executive Committee given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Association's members. In the event of the dissolution of the Association, the assets shall be applied and distributed as follows:

a) Liabilities and Documented Obligations. All established and recorded liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore.

b) Association Assets. Assets currently held in inventory and not held upon a condition requiring return, transfer, or conveyance to any other Association or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a Naval Association and or a Naval Museums, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Association, as determined by the Executive Committee . First

choice for distribution of assets shall be to a National United States Navy Association, with second choice being to a National Military Association/Association

Certification

Brad Senter, President of USS Saratoga Association and Edward McCready, Secretary of USS Saratoga Association certify that the foregoing is a true and correct copy of the bylaws of the above-named Association, duly adopted by the first Executive Committee on October 14, 2022.

STANDING RULES

The following Association Standing Rules apply:

- a) **Standing Rule 1.** The Association President shall conduct the Annual Meeting in an orderly businesslike manner and shall ensure that all Association members are entitled to be heard and are provided equal time.
- b) **Standing Rule 2.** All member appointed Executive Committee members shall select two (2) or more Regular or Life Members, in good standing, to train and assist with duties of that office if that office becomes unexpectedly vacant.
- c) **Standing Rule 3.** All Executive Committee members shall establish information guidelines in support of the appropriate management of elected Association Officers, Chairpersons and those Members in “good standing” who have been appointed additional duties.
- d) **Standing Rule 4.** Appointed Annual Reunion Chairman shall seek approval from the Executive Committee for reunion expenditures in excess of Five Hundred US Dollars (\$500.00).
- e) **Standing Rule 5.** A receipt will be issued for all cash received except for Association dues, which are verified by the issuing of membership cards and recorded on Association’s master membership readout.
- f) **Standing Rule 6.** The Executive Committee shall accept and investigate all complaints and suggestions from Association members for appropriate resolution/action. Resolution/action shall be taken prior to the next scheduled annual meeting/reunion.
- g) **Standing Rule 7.** Once a Regular/Life Member becomes a member in "good standing", he will remain in the Association's Directory until death. The member's survivors shall have the option to remain in the directory if the survivor so choses.
- h) **Standing Rule 8.** Only Regular/Life/Honorary Members, who remain in "good standing" shall receive the bi-annual Association's Membership Directory, the semi-annual newsletters and routine electronic communications.