

CONSTITUTION AND BYLAWS

USS LAWRENCE ASSOCIATION

All Ships Named After
Captain James Lawrence



INDEX

ARTICLE I	NAME, OBJECT, and Purpose	1
Section 1.	Name	1
Section 2.	Object and purpose	1
ARTICLE II	MEMBERSHIP	1, 2
ARTICLE III	MEETINGS / SESSIONS	2
Section 1.	Membership meetings	2
Section 2.	Special meetings	2
Section 3.	Standing Rules Only (SRO)	3
ARTICLE IV	OFFICERS	3
ARTICLE V	NOMINATIONS AND ELECTIONS	3
Section 1.	Eligibility	4
Section 2.	Nominations	4
Section 3.	Elections	4
ARTICLE VI	DUTIES OF OFFICERS	4
Section 1.	President	4
Section 2.	Vice-President	5
Section 3.	Secretary	5
Section 4.	Treasurer	5
Section 5.	Additional Duties	5
ARTICLE VII	FINES, DUES, & ASSESSMENTS	5, 6
ARTICLE VIII	COMMITTEES	6
Section 1.	Special Committees	6
Section 2.	Duties of Committees	6
ARTICLE IX	CHARGES	6, 7, 8
ARTICLE X	APPEALS	8
ARTICLE XI	FUNDS	8
ARTICLE XII	AMENDMENTS	8
ARTICLE XIII	ORDER OF BUSINESS	9
ARTICLE XIV	REUNIONS	9
ARTICLE XV	THE ASSOCIATION	9, 10
ARTICLE XVI	RATIFICATION	11
ADDENDUM A	STANDING RULES ONLY (SRO)	12

NOTES:

1. **Bold Face Type** in the text indicates revised or new language. Bold Face Type in headings does not necessarily indicate change.

ARTICLE I
NAME, OBJECT, and PURPOSE

Section 1. Name

This Association shall be known as the USS Lawrence Association and hereafter be referred to as the “ASSOCIATION”. This document shall be known as the Constitution and Bylaws of the USS Lawrence Association, including as alterations and amendments thereto, or herein after enacted.

Section 2. Object and Purpose

- (a) The object of this Association is to promote and unite all former and future crewmembers who served aboard past and future ships of the US Navy named USS Lawrence after Captain James Lawrence, who are eligible for membership under Article 2 of the Constitution and Bylaws, into one harmonious body for their mutual benefit.
- (b) To preserve the history and crew memories of all ships named USS Lawrence.
- (c) To assist the Adams Class Veterans Association (ACVA) and the Jacksonville Historical Naval Ships Association (JHNSA) in the preservation of the ex-USS Charles F. Adams, DDG-2 as a museum ship to the Adams Class of Guided Missile Destroyers (DDG’s), which USS Lawrence DDG-4 was a part of.

ARTICLE II
MEMBERSHIP

Membership in this Association will consist of former crewmembers who served aboard the USS Lawrence named ships while they were in the United States Naval Service and who were separated under honorable conditions, their spouses, their significant others, and others accepted by a majority vote of dues paying members in assembly or by the officers if dues paying members are not in assembly. Types of memberships are as follows:

- a) Crewmember – This level of membership is automatic for any individual that served on any ship Named USS Lawrence. There are no voting rights for this level of membership.
- b) Spouse – This level of membership is automatic for any spouse or significant other of a crewmember who served on any ship named USS Lawrence. There are no voting rights for this level of membership unless their spouse is a dues paying crewmember. Then they are entitled to one (1) family vote on issues and elections.

- c) Dues Crewmember – This level of membership is voluntary and requires paying the yearly dues, currently set at \$10.00. This level of membership also includes voting rights within the Association. In the event that the dues paying crewmember has a spouse or significant other, they will be entitled to one family vote on issues and in the elections.
- d) All officers are required to be Dues Crewmembers.
- e) Denial of Membership – Crewmembers may be denied membership in the Association and not be permitted to attend the yearly reunions if they were not honorably discharged. If by a majority vote of the Executive Board of the Association, the crewmember is deemed to be a risk to others, has been known to cause problems in the past, would disrupt reunions and the Association activities, or would be a risk to himself, or any other reason the Executive Board finds that the crewmember would be unfit to be part of the Association.

ARTICLE III MEETING / SESSIONS

Section 1. Membership Meetings

- a) This Association shall meet annually in Reunion at such time and place as may be designated in the Bylaws or decided upon by a majority vote of Dues Crewmembers at a previous business session unless conditions should arise which require a change in the date and place decided upon or designated, when the Executive Board shall have authority to make such change of time or place and report this change through the Secretary.
- b) Business meetings shall be held during the reunion assembled to facilitate the operation of this Association. The time(s) and date(s) to be published or announced in the reunion mailings.
- c) The meeting shall be called to order when a quorum of five (5) members in good standing, including at least two officers, is present.
- d) All crewmembers are entitled to a voice, but only Dues Crewmembers are entitled to one (1) vote on each issue brought forth in meetings of this Association.
- e) The rules contained in *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and which they are not in conflict with the Constitution and Bylaws of this Association.
- f) In the absence of the President and Vice-President, any Dues Crewmember in good standing may be elected to temporarily, for this only this one meeting, preside by a majority vote of those Dues Crewmembers present.

Section 2. Special Meetings

- a) Special meetings shall be called by the President, upon the written request of three (3) Dues Crewmembers in good standing. Notification by mail or e-mail, the Secretary-Treasurer shall give stating the object of the call the members.

- b) No business shall be transacted at a special meeting other than for which it was called. Quorum. Rules, and absences are identical as in Article III Section 1 of these Constitution and Bylaws.
- c) The Executive Board may conduct special meetings via e-mail and or telephone for the planning of the yearly reunion, emergency Association business, or any other Association business that requires immediate attention.

Section 3. Standing Rules Only (SRO)

- a) SRO's are Association rules, motions, and etc. that are of a continuing nature, but not amended into the Constitution and Bylaws of this Association. The SRO's may be changed at any Special or Membership meeting by a majority vote of Dues Crewmembers present, as long as they are not in conflict with this Constitution and Bylaws. They will be listed and known as Addendum A, Standing Rules Only.
- b) The Secretary will keep an up-to-date list of Addendum A SRO's. The list shall contain the rules listed in numerical sequence (rules may be combined, i.e.: subscriptions, travel expense, etc.) the date of approval of each rule, and the date a rule was abrogated.

AR E IV
OFFICERS

- a) The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. Collectively, all officers will be known as the Executive Board of the Association.
- b) All officers shall hold office for a term of three (3) years or until their successors are elected and installed.
- c) In the event of vacancies in the Associations offices, the President may appoint a member to complete the term of office until the next Association election.
- d) In the event an officer wishes to resign, they must provide written notice to the President giving the Association thirty (30) days to fill the vacant position.
- e) There will be no term limits imposed on any office.

ARTICLE V
NOMINATIONS AND ELECTIONS

GENERAL: Nominations and elections shall take place every third year beginning in 2010 during the annual reunion of this Association, as provided in the Associations Bylaws, at such time as the Dues Crewmembers present may, by vote, decide.

Section 1. Eligibility

All members shall be eligible to hold any office, provided that their membership dues are current.

Section 2. Nominations

Nomination of officers and any other Association position(s), which has executive or policy-making authority or responsibility, will be held at the first business meeting of the Reunion. Candidates for office must be present at the meeting to accept nomination for office. Or if absent, in writing to the Association election committee no later than the close of business on the day of the nominations.

Section 3. Elections

- a) Elections will be conducted by secret ballot. The ballots will be made available at the start of the Reunion when the Dues Crewmember checks in at the Hospitality Room. Ballots must be returned to the Association Election Committee one hour before the start of the annual business meeting. The counting of votes and installation of officers shall take place just prior to adjournment of the business meeting.
- b) When there is more than one candidate for the same office, it shall require the majority of all votes cast for such office to be elected, such votes to be by secret ballot. Provided further, that when there is but one candidate for any office the President may declare member(s) elected by acclamation.
- c) The method of the election will be one person, one vote.

AR TICLE VI DUTIES OF OFFICERS

Section 1. PRESIDENT – The President shall preside at the meetings of this Association and enforce all laws thereof. He/She shall fill all vacancies occasioned by death or otherwise, with persons duly qualified, until an election shall be held. He/She shall sign all documents and papers that require their signature to properly authenticate them. Shall have power to fill vacancies occurring in any appointive committee or elective office during recess. Correspondence with members, when practical, shall be conducted through the Secretary. He/She shall submit at the business meeting of this Association a written report of their official acts during their term of office. He/She shall with the Treasurer, sign and file the annual financial reports as required by public law. He/She shall be in charge of all records and equipment assigned to them and at the end of their term of office or upon an earlier termination thereof, turns over all records and equipment assigned, to their successor. He/She shall head up, with input from the entire Executive Board, the planning and signing of contracts for the Association's yearly reunion.

Section 2. VICE-PRESIDENT – The Vice-President shall preside in the absence of the President, and in case of death, resignation, disqualification, refusal, or neglect of the President to discharge the duties of their office. The Vice-President shall then perform all the duties incumbent upon the President until an election shall be held. He/She shall be in charge of all records and equipment assigned to them. At the end of their term of office or upon an earlier termination thereof, turn over all records and equipment to their successor. He/She shall assist and have input in the planning of the yearly reunion.

Section 3. SECRETARY – The Secretary shall keep a correct record of the proceedings of this association. He/She shall read or cause to be read all communications, reports, etc., and attest all orders drawn on the Treasurer. He/She shall conduct the correspondence of this Association. He/She shall keep a correct record of the name, date of membership, and address of each member of this Association. He/She shall make annual reports to the Executive Board, and to every member of this Association at the annual reunion, giving the receipts and disbursements of this Association in detail as shown by the books of its' office. He/She shall perform such other duties as the laws, rules, and usage's of this Association may require, and shall deliver to their successor in office or to this Association all property of this Association in their possession at the expiration of their term of office, or upon earlier termination thereof. He/She shall assist and have input in the planning of the yearly reunion.

Section 4. TREASURER – The Treasurer shall deposit all monies received by them in a financial institution as provided for in Article XI Section 1 of this Constitution and Bylaws. Such deposits shall be in the name of the USSA. The principal and interest thereon shall be credited to the General Fund of this Association. Transfer of funds from one financial institution to another and payment of such drafts and orders as may be drawn on them shall be made in such manner as prescribed by the Executive Board and/or as prescribed in Article XI Section 1. He/She shall keep a true and correct account of all moneys received and paid out belonging to this Association, and shall at the end of their term, or when called upon by the Executive Board, account for and deliver to this Association, or their successor in office all money, books, papers, securities, and other property of said Association that may have come into its' hands that have not been previously and lawfully disposed of. He/She shall assist and have input in the planning of the yearly reunion.

Section 5. ADDITIONAL DUTIES – In addition to the duties assigned to each officer, he/she shall perform such other duties as the Association may from time to time direct.

ARTICLE VII
FINES, DUES, & ASSESSMENTS

The Association dues will have three (3) categories as follows:

- a) Crewmember – This level applies to all who served on any past or present ships named USS Lawrence after Captain James Lawrence. This membership level entitles the crewmember to the yearly newsletter but there are no voting rights within the Association. This level of membership is free.
- b) Spouse – This level applies to all spouses or significant others of those who are entitled to membership under Article VII (a) of this Associations Bylaws. This level of membership is free. There are no voting rights with this level of membership unless their spouse is a Dues Crewmember. In this situation, the Dues Crewmember and their spouse or significant other will have one (1) family vote on issues and elections.
- c) Dues Crewmember – This level of membership requires the paying of the yearly dues presently set at \$10.00. Must also qualify for membership under Article VII (a). This membership level entitles the member Association voting privileges and one free e-mail account with our Association’s web site www.uslawrence.com.

The Associations dues run from January 1st to December 31st of each year. Any member who failed to pay their dues for the year of the reunion will not have voting rights at the yearly business meeting unless he/she makes their dues current. This also applies to a Dues Crewmember’s spouse if the Dues Crewmember fails to pay the yearly dues. They as a couple will not be entitled to a family vote on issues and elections.

ARTICLE VIII COMMITTEES

Section 1. Special Committees

The President shall appoint special committees as needed.

Section 2. Duties of Committees

If the President commissions a committee(s), said committee(s) will be made up of three (3) crewmembers from DDG-4, one from commissioning until 1969, one from 1970 to 1979, and one from 1980 to decommissioning. Each committee will select one member to be the chairman. The name of the person appointed as chairman will be given to the Secretary. A report of any committee established will be given at the yearly reunion. This report will be in legible hand or type written.

ARTICLE IX CHARGES

- a) Any member of this Association who shall violate the Constitution and Bylaws of this Association may have charges preferred against them, and if charges are proved shall be fined, reprimanded, suspended, or expelled as the laws may direct or the Association determine. Any officer of the Association who shall fail or neglect to discharge the duties of their office, or who may be guilty of gross misconduct, may be removed from office. These determinations shall be made by members present and voting by secret ballot at the business meeting of the annual reunion after which said charges were read to the Association members.
- b) Charges must be made in writing, specifying the offense, failure, neglect, or misconduct so as to fully apprise the member or officer of the nature thereof, and shall be signed by the member bringing the charges, a copy of said charges, under seal to the Association, shall be served upon him/her. Said charges shall be read by the Secretary at the business meeting at the annual reunion only after service of said charges on the member or officer.
- c) The President, or if the President is the person against whom charges are made, the Vice-President, shall then appoint a committee of three (3) disinterested members, who shall forthwith summon the parties, hear and take down or cause to be taken down or recorded, the testimony and/or documentary evidence presented. It shall be the duty of the committee to find the true facts and report to the Association. The parties are entitled to be heard by the committee, to present evidence, and to cross-examine all witnesses who make statements to the committee, but rules of evidence and rules of judicial procedure need not be observed. The committee, after completing its fact-finding duty, will present to the Association a written report of the facts elicited, and immediately thereafter disband and be eligible to vote. The Association shall then decide, by simple majority vote, the issue of whether or not the facts, as found by the committee, sustain the charge. The charged party is entitled to defend themselves before the Association immediately before the vote is taken. If the Association decides that the facts sustain the charge, then the Association shall entertain a motion to fix the penalty, if any were required.
- d) Questions of expulsion or removal from office shall be decided by secret ballot, requiring a two-thirds majority vote. If less than two-thirds of the ballots are for expulsion or removal from office, the Association shall proceed to determine whether the punishment shall be suspension, fine, or reprimand. A fine and the amount thereof must be approved by a two-thirds secret ballot vote. If suspension were determined upon, the Association shall fix the term of the suspension. If reprimand be determined upon the President or the Vice-President, the person against whom the charges were made, shall be reprimand the accused in open meeting.

- e) Any member or officer suspended for any offense shall be reinstated on the removal of the cause and the payment of all demands against them, or at the expiration of the term for which they were suspended, without action of the Association, and the President or Vice-President as the case may be, shall declare in open meeting their reinstatement. An expelled member can be reinstated only after the manner of a new applicant.

AR E X
APPEALS

- a) An appeal may be taken to the President from the decision of any officer of the Association, and to the Association from any decision of the President.
- b) When an appeal from the action of the President is taken, the following rules must be observed: The appeal must be in writing and filed with the Secretary of the Association, with any supporting written testimony, arguments, and briefs, not later than sixty (6) days before the annual reunion.

AR E XI
FUNDS

- a) All funds of the Association shall be deposited in a financial institution of the city of residence of the Treasurer. If possible, the funds will be in an interest bearing accounts. The accounts will be established in the name of the USS Lawrence Association, within thirty (30) calendar days after the election.
- b) Authorize signatures on the account will be the Treasurer and the President of the Association. The account should also offer on line access to which both the Treasurer and President of the Association would hold the login and password information.
- c) All funds shall be devoted to such uses as the Association may determine. Provided further, that the Executive Board by majority vote may spend funds of the Association as long as it is in the best interest of the Association. All expenditures will be subject to audit by the members of the USS Lawrence Association.

AR E XII
AMENDMENTS

Association members may make, alter, or rescind such bylaws, rules, and regulations from time to time as may be deemed most expedient. The constitution and bylaws may be amended at any annual reunion business meeting, upon majority vote of members present. To be published for the reunion each amendment should be submitted in writing, each on a separate sheet of paper to the Secretary sixty (60) days prior to the reunion.

AR E XIII
ORDER OF BUSINESS

1. Call meeting to order
2. Roll call of Officers
3. Reading of minutes of previous meeting
4. Report of Committees
5. Report of Officers
6. Report of Executive Board
7. Unfinished business
8. New Business, Presentation of Resolutions, Petitions, Etc...
9. Nomination and Election of Officers
10. Installation of Officers
11. Adjournment

AR E XIV
REUNIONS

- a) This Associations Reunions will be held on a yearly basis. Location of the reunions will be determined by input and a vote of Dues Crewmembers. A simple majority vote will decide the location of the reunion.
- b) At this time, the Associations Reunion Committee will consist of the Executive Board. It is the duty of the Executive Board to get the best, negotiated deal for all reunions. The best deal does not necessarily mean the best price, but the most concessions offered to the group and the value of the proposal being offered. The Executive Board has the final say on all reunion planning, events, and hotels.
- c) This Association will contract with a professional reunion planning service.




AR E XV
THE ASSOCIATION

- a) The Association is officially known as USS Lawrence Association.
- b) The Associations business address is c/o 135 Zurenda Lane, Mineral Point, PA 15942-4505.
- c) The USS Lawrence Association is a Domestic Non-Profit Corporation (Entity Number 3824107) in the State of Pennsylvania.

- d) The Association is organized on a non-stock basis.
- e) The Association has been issued a Pennsylvania Sales Tax license and is authorized under said license to collect PA Sales Tax on taxable items.
- f) The Association has been issued a Federal Employer Identification Number (EIN) for tax purposes. This Association has no employees.
- g) The Association is a 501.c.19 organization of past or present members of the Armed Forces of the United States and is seeking official Recognition of Exemption Under Section 501(a).
- h) This Association will be dissolved when its membership decreases to such a level that the yearly reunions can no longer be held or at a time when the Executive Board deems that it is no longer feasible to operate.
- i) In the event the Association is dissolved, all remaining funds will be donated to either the Museum Ship the Ex-USS Charles F. Adams DDG-2 our Associations sister ship or the US Navy Memorial located in Washington, DC.
- j) If the Association accumulates any equipment or other items, said items are to be donated in accordance with Article XV (i) of these bylaws or sold with the proceeds distributed in accordance with Article XV (i).

ARTICLE XVI
RATIFICATION

This newly formed Constitution and Bylaws was adopted by the Association's Executive Board on September 1, 2008.

 _____ Craig T. Bernat	President	September 1, 2008
 _____ Roger Raines	Vice-President	September 1, 2008
 _____ John Caldwell	Secretary	September 1, 2008
 _____ David Guikl	Treasurer	September 1, 2008

ADDENDUM A
STANDING RULES ONLY (SRO)

There are no SRO's in place as of September 1, 2008.

APPROVED ABROGATED

Rule 1. Meeting and office rules:

Rule 2. Subscriptions:

Rule 3. Affiliations:

