

BY-LAWS of the VAW/VRC OFFICERS' SPOUSES ASSOCIATION

ARTICLE I

Name

This corporation shall be known as the "VAW/VRC Officers' Spouses Association," referred to herein as the "Association."

ARTICLE II

Purpose and Objectives

The Association is a non-profit social organization the purpose of which is to:

Foster the continuation of the spirit and support among the spouses of the Navy Carrier Airborne Early Warning and Carrier Onboard Delivery (VAW/VRC) community; and

Keep members informed of new Association developments and accomplishments and to meet socially with general members of the Association.

It is the objective of the Association to provide an organization composed of the interested spouses of VAW/VRC Officers for the accomplishment of the stated purposes.

ARTICLE III

Location

The primary headquarters of this organization shall be located within the Commonwealth of Virginia.

ARTICLE IV

Membership

Section 4.01

Classes of Membership

The Association shall have two classes of membership, as follows: (1) General Members; and (2) Honorary Members.

Section 4.02

Qualification

The Qualifications for each class of membership are as follows:

- A. General Members: General membership in the Association is open to all individuals interested in subscribing to and promoting the objectives of the Association. All spouses of past and present members of the VAW/VRC community are considered general members.

- B. Honorary Members: Honorary membership is bestowed upon any individual selected by the Board of Directors in recognition of his or her interest in, contribution to and promotion of the objectives of the Association.

Section 4.03

Duties and Voting Rights of Members

The duties and voting rights of each class of membership shall be as follows:

- A. The Board of Directors may vote on any advisory measure or informational survey and submit agenda items for any duly noticed meeting of members as requested by the Board of Directors.
- C. General Members of the Association will be represented on the Board of Directors by the spouse of the CO or XO of each active duty VAW/VRC squadron. There are no duties as such for the General Members, unless elected as an Association Officer.
- B. Honorary Members shall have the right to participate in all functions of the Association, but do not have the right to vote or hold office.

Section 4.04

Fees, Dues and Assessments

Fees, dues and assessments shall be levied as follows:

- A. General and Honorary Members of the Association will pay no annual dues.
- B. Membership is non-assessable.

Section 4.05

Number of Members

There is no limit to the number of members in the Association, unless the Board of Directors shall establish such a limit for a reasonable purpose by a vote rendered pursuant to these Amended and Restated Bylaws.

Section 4.06

Non-Liability of Members

No member of this Association shall be personally liable for the debts, liabilities or obligations of the Association.

Section 4.07
Certificates of Membership

Membership certificates shall not be issued; however, the Board of Directors may authorize and provide Association funds to issue membership identification cards to be distributed to each member. Current and former membership records shall be maintained by the Secretary.

Section 4.08
Transferability of Membership

Membership is nontransferable and nonassignable.

Section 4.09
Termination of Membership

Membership shall terminate (1) upon the receipt and acceptance by the Board of Directors of the written or typed resignation of a member, (2) upon the death of a member, or 3) upon expulsion of a member as provided in Section 4.10 herein.

Section 4.10
Expulsion

Any member of the Association may be expelled for good cause by a three-fourths (3/4) vote of the Board of Directors after having been given not less than ten (10) days' written notice to such member of the reason for such expulsion action. There shall be no appeal from the decision of the Board of Directors.

ARTICLE V
Meetings of Members

Section 5.01
Place

Meetings of the general members shall be held at such a place as the President shall designate.

Section 5.02
Special Meetings

Special meetings of the General and Honorary Members shall be called by the President of the Association and held at such times and places within and without the Commonwealth of Virginia as may be ordered by the resolution of the Board of Directors.

Section 5.03 Contents of Notice

Notice of meetings shall specify the place, the day and the hour of the meeting and, in the case of special meeting, the general nature of the business to be transacted.

Section 5.04 Quorum

Five of the Board of Directors shall constitute a quorum for the transaction of General Member business, and except otherwise provided by law, by the Articles of Incorporation, or by these amended and restated by-laws, no business shall be transacted in the absence of a quorum. All Directors who are not present shall be informed via email of all issues that were discussed. Minutes of each meeting with voting issues stated will be sent to each member within 48 hours of the meeting. Members will then have five days to return a vote by e-mail. Proxy voting shall also be allowed.

Section 5.05 Proxy, Cumulative and Fractional Votes

Proxy voting shall be allowed, but cumulative and fractional votes shall not be authorized. Proxy votes shall be delivered in writing to the Secretary of the Association in sufficient time as to be counted in any vote. The Board may also authorize voting via electronic mail as an alternative to proxy voting arrangements.

Section 5.06 Meetings

Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these by-laws, with the Articles of Incorporation, or with applicable law.

ARTICLE VI Governing Bodies

Section 6.01 Board of Directors

The Association shall be governed by a Board of Directors which shall, based upon recommendations from the Association Officers, determine goals, set and monitor policy guidelines, review, modify and approve an annual operating budget, and oversee the general operations of the Association.

Each active duty VAW and VRC squadron's spouses' club will be represented on the Board by the spouse of either the CO or the XO. This person will be designated annually in October. If there is neither a CO nor XO spouse, then a senior officer spouse may be asked to represent the club.

The following officers of the VAW/VRC Officers' Spouses Association will also serve as members of the Board: President, Vice-President-Scholarship Fund, Vice-President-Fundraising, Treasurer, and Secretary.

Up to three additional, at-large board members may be appointed from the general membership, at the discretion of the Board.

The President of the VAW/VRC Officers' Spouses Association will also serve as Chairman of the Board of Directors.

Section 6.02 Association Officers

The Association Officers shall consist of a President, Vice-President – Scholarship Fund, Vice-President – Fundraising, Secretary, Treasurer and Memorabilia Coordinator.

Section 6.03 Qualification, Election, Term of Office and Vacancies

Incoming Officers shall be nominated by the outgoing Officers. The Officers shall be approved/disapproved at the annual meeting of the Board of Directors following ratification of the nominations. Officers shall serve a one-year term, but may be elected to any number of successive terms. Vacancies in any offices shall be filled by the President with the approval of the Board of Directors. All General Members of the Association, in good standing, are eligible for nomination and election as Association Officers.

Section 6.04 Duties of the Association Officers

The Association Officers shall be responsible for the daily operations of the Association and answerable to the Board of Directors for all actions. Specific duties of each officer shall be delineated by the Board of Directors and shall be modified/updated periodically to reflect the operations of the Associations.

Section 6.05 Compensation

Officers of the Association shall serve without compensation.

ARTICLE VII Operations/Responsibilities

Section 7.01

Operations has three major areas of operations: [1] Membership; [2] Social coordination; and [3] VAW Memorial Scholarship Fund. Specific duties, staff and committees or additional areas of operations shall be added as deemed appropriate by the Association Officers and approved by the Board of Directors.

Section 7.02 Membership

Memberships will be recorded, maintained and updated on a regular basis by the Secretary of the Fund.

Section 7.03 Annual Social

The Association may host an annual social event, the date and location to be approved by the Board of Directors. The Vice President/Fundraising will have direct responsibility for all social activities and may also act as Chairperson.

Section 7.04

The Vice-President—Scholarship Fund will be the Chairperson for the VAW/VRC Memorial Scholarship Fund.

Section 7.05 Fund-Raising Activities

The Board of Directors may disapprove any fund-raising practices which the Board determines, in its sole discretion, adversely affects or casts discredit on the Association or its objectives.

Section 7.06 Awards

The Association may select Annual Achievement Award winners, based on significant contributions to the Association or to sponsored activities. Future awards may be proposed to the Board of Directors for consideration.

ARTICLE VIII Miscellaneous Provisions

Section 8.01

Voting

Except as otherwise stated in the Articles of Incorporation, these by-laws, or by resolution of the Board of Directors, all issues and elections of this Association shall be decided by majority vote of the Board of Directors.

Section 8.02 Fiscal Year

The fiscal year of the Association shall be from 1 January to 31 December, inclusive.

Section 8.03 Dissolution

Upon the dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to the Navy/Marine Corps Relief Society (NMCRS).

However, if the named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Association shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 8.04 Compensation

No part of the net earnings of this Association shall ever inure to or for the benefit of or be distributable to its members, officers, or other private persons, except that the Association shall be empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the exempt purpose for which it was formed.

Section 8.05 Activities

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX By-laws

Section 9.01 Effective Date of By-laws

These by-laws shall become effective immediately upon their adoption. Amendments to these by-laws shall become effective immediately upon their adoption unless the Board of Directors or General Members, in adopting them as hereinafter provided, stipulate that they are to become effective at a later date.

Section 9.02 Amendments

Subject to the limitations contained in the Articles of Incorporation of this Association and to any other provisions of the law applicable to the amendment of by-laws of non-profit associations, these by-laws, or any one of them, may be altered, amended and repealed and new by-laws adopted as follows:

A. By Directors: Subject to the power of the members to change or repeal them, by vote of three-fourths (3/4) of Directors provided a written notice of such a meeting and of the intention to change the by-laws at that time are delivered to each Director at least ten (10) days prior to the date of such meeting, or by the written consent of all the Directors without a meeting provided that a by-law fixing or changing the number of Directors may not be adopted, amended or repealed, except as provided in Section 9.02, Paragraph B hereof.

B. By Members: Any General Member may submit a recommendation for altering, amending or repealing the by-laws in accordance with Section 4.03. Such recommendations will be acted upon by the Directors as outlined above.

C. The following procedural rules shall apply to the voting under this Section:

1. Each Member of the Board of Directors may personally give his/her vote at the Board of Director's meeting.

2. Votes may also be cast by e-mail after the meeting. Minutes of each meeting with voting issues stated will be sent to each member within 48 hours of the meeting. Members will then have five days to return a vote by e-mail.

If a member is unable to attend a meeting, instead of casting a vote by e-mail he/she may also give his/her proxy to another member of the board.

If a member is not present at the meeting, does not respond to an e-mail vote within 5 days, and has not designated a proxy, then that member's vote goes to an automatic proxy according to the following procedures:

1. The spouses' club of each fleet VAW/VRC squadron will be paired with another spouses' club. If a spouses' club is not represented by either a vote in person or an e-mail vote and a proxy has not been designated, then that vote would roll to the sister club. If there is no response from either of the paired clubs, both votes would roll to the President.

2. Since there is no "sister" spouses' club for VAW-120, that club's vote would roll to the President.

3. Officers of the VAW/VRC Officers' Spouses Association will be paired as follows for purposes of automatic proxies: Vice-President-Scholarship Fund—Vice-President-Fundraising and Secretary—Treasurer. If there is no response from any pair, both votes would roll to the President.

Section 9.03 Indemnification

All serving Directors, Officers or Members of the Association shall not be held liable against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon that party in connection with any proceeding to which that person becomes involved by reason of holding office or being a member of the Association except in such cases wherein the Director, Officer or Member is adjudged guilty of willful malfeasance in the performance of his or her duties.

ARTICLE X Resolutions

Section 10.01 Resolution #1

The VAW/VRC Officers' Spouses Association VAW/VRC Memorial Scholarship Fund is established by the Association in accordance with the attached resolution.

These By-laws are a true, correct, and complete copy of the By-laws of the VAW/VRC Officers' Spouses Association as approved on the ____ day of _____, 2005, by the VAW/VRC Officers' Spouses Association at Norfolk, Virginia.

Beth Stoops, President

Gail Huber, Vice President-Fundraising

2016

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Cindy Trent, President

Amy Chudrewicz, Vice President