

AMENDED AND RESTATED BYLAWS
OF
USS HOUSTON CA-30 SURVIVORS' ASSOCIATION AND
NEXT GENERATIONS®

Last Amended June 24, 2018

The following amended and restated bylaws (the "Bylaws") were originally adopted by the Members of the USS Houston CA-30 Survivors' Association and Next Generations® (the "Association") on March 7, 2009, at their annual meeting in Houston, Texas, and have been subsequently amended. The bylaws, as amended to this date, shall be effective as of this date and shall replace all earlier charters and bylaws of the Association and any amendments to them.

ARTICLE I – NAME

The Association is officially named the USS Houston CA-30 Survivors' Association and Next Generations®. The Association is organized and operated in accordance with Chapter 252 of the Texas Business Organizations Code: Unincorporated Nonprofit Associations Act (the "Act").

ARTICLE II – PURPOSE

SECTION 1. PURPOSE. The purpose of the Association is to perpetuate the memory of the USS Houston CA-30 crew and her history. The Association shall research historical facts about the USS Houston CA-30 ship and crew and will share information about the ship and her crew with its Members and the public. The Association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code").

ARTICLE III – OFFICES AND AGENT

SECTION 1. OFFICES. The principal office of the Association shall be located at 2500 Clarendon Blvd., Apt. 121, Arlington, VA 22201 unless another principal office shall be designated by the Board of Managers (the "Board").

SECTION 2. AGENT. Pursuant to Section 252.013 of the Act, in an action or proceeding against the Association, a summons and complaint must be served on an agent authorized by appointment to receive service of process, an officer, a managing or general agent, or a person authorized to participate in the management of its affairs. Not later than the 10th day after the date of a request by the attorney general to an officer or Board member of the Association or to the Association itself, the Association shall provide to the attorney general the names, current addresses, and telephone numbers of:

- a. Agent to Receive Service of Process. Each agent authorized to receive service of process on behalf of the Association; and
- b. Officers, Etc. Each officer, managing or general agent, and other person authorized to participate in the management of the affairs of the Association, including, but not limited to, the members of the Association's Board (sometimes referred to as the "Managers").

ARTICLE IV – MEMBERS

SECTION 1. MEMBERSHIP. The members of the Association (the "members") shall consist of all surviving crew members of the USS Houston CA-30 (the "Survivors") and their spouses. In addition, the Members shall include: (a) all interested family members of Survivors who are related by blood or marriage to any surviving or deceased member of the crew of the USS Houston CA-30, including descendants of those crew members and those related to those descendants by blood or marriage (the "Next Generations"), and (b) other persons who have shown a keen interest in the history and/or legacy of the USS Houston CA-30 and/or her crew members. Next Generations and other interested persons shall indicate their desire to become Members of the Association by completing and submitting to the Association a membership registration form, which is available from the Association website or by contacting the Association. Membership forms should be submitted by individuals using their own personal contact information, including personal email address. The membership of any member shall be terminated by his or her death, by resignation, or by action of the Board of Managers, with cause.

SECTION 2. DUES AND DONATIONS. The Association imposes no 'mandatory' annual dues at this time however, all necessary expenses and the funding of scholarships comes through donation by Members, family,

friends, associates and others. The Association accepts and appreciates those donations of any amount.

SECTION 3. MEMBERSHIP PRIVILEGES. Association membership includes the following ‘privileges’:

1. The privilege to vote on (new) Board of Manager nominees whom the Nominating Committee has selected.
2. The privilege to provide input to and receive information from the Board of Managers via Association communication channels. The Association’s communication channels are the Association’s published telephone numbers (if any); the Association’s published email address; and letters addressed to the Association’s published physical address.

SECTION 4. MEMBERSHIP RESPONSIBILITIES. Association membership carries with it the following responsibilities:

1. To support the Association’s principal mission of: perpetuating the memory of the USS Houston CA-30 and her crew.
2. To support the Association’s by-laws and the Association’s Board of Managers.

SECTION 5. NEWSLETTER AND ‘GATHERINGS’. The Association will, until further notice, continue to publish a newsletter, The Blue Bonnet; its frequency will be determined by the Board of Managers. Those newsletter editions will be posted on the Association’s website, www.usshouston.org for the members to review, and mailed to those members with special circumstances as determined by the Board of Managers. Gatherings of members will be held/sponsored/facilitated at the discretion of the Board of Managers.

ARTICLE V – MEETING OF MEMBERS

SECTION 1: Members are encouraged to communicate with the Board of Managers throughout the year at virtually any time with any questions, suggestions, concerns, or compliments through means such as email, mail, and telephone. Member meetings shall be held only for the purpose of holding an election for any new Manager(s) who shall have been nominated

by the Nominating Committee. Such a meeting of Members shall be held at the principal office of the Association. Attendance at said meeting is NOT necessary for the ability of any member to cast vote. Voting by Members may be accomplished utilizing mail, email, or the Association's phone number. The Board will give notice of any such meeting in writing, in person, via telephone, facsimile, email, mail or other means of communication, including the Association's newsletter. No Member shall be required to attend a meeting, but any Member(s) may attend. The Board will provide at least fourteen days advance notice describing the place, date, time and purpose of the meeting to Members.

Unless otherwise determined by the Board, the Executive Director of the Association shall preside at meetings of the Members.

SECTION 2. QUORUM. At least seven Members of the Association shall constitute a quorum for the transaction of business at any meeting of the Members, and a majority of the votes of the Members voting shall constitute the action of the Members. Minutes of each membership meeting shall be prepared and retained by the Association.

ARTICLE VI – BOARD OF MANAGERS

SECTION 1. ELECTION AND APPOINTMENT. The property, business and other affairs of the Association shall be managed by or under the direction of its Board.

SECTION 2. NUMBER AND QUALIFICATIONS. The Board shall consist of five Managers. However, this number may be increased or decreased by resolution of the Board, provided that it shall not be less than three and shall not be more than seven unless approved by the Members.

SECTION 3: ELECTION, TERM AND COMPENSATION.

The Managers shall consist of officers of the Association who shall serve as ex officio (the "Ex Officio Managers"), selected by the Board of Managers, and up to three other "Elected Managers", selected by the Nominating Committee and elected by the Members. The Ex Officio Managers shall have the same rights and responsibilities as the Elected Managers, including the right to vote. All Managers, including incumbent Elected Managers, may succeed themselves in office by re-appointment by the Board of

Managers and shall serve terms of three years, except that these three-year terms shall be staggered so that no more than two (2) Managers have a term ending in any one year. However, a Manager may resign at any time upon written notice to the Board, delivered to its chair. Also, a Manager may be removed with cause by a vote of the other Managers. If the office of a Manager becomes vacant for any reason prior to the expiration of his or her term, the remaining Managers may choose a successor or successors who shall hold office until the end of that unexpired term. All work as a Manager will be voluntary. The Managers of the Association shall serve in that capacity without compensation and shall bear the cost of their own attendance at meetings of the Board.

SECTION 4. MEETINGS. Regular Board of Manager meetings will be held to conduct any business coming before them. In addition, the president, the executive director, or any two of the Managers, may call additional meetings of the Board by providing at least fourteen days' written notice to the Managers designating the date, time, place and purpose of each such meeting. Meetings of the Board may be held by telephone, and the Board may also act without a meeting by unanimous consent evidenced by the signature of each Manager entitled to vote. Minutes of each meeting of the Board shall be prepared and maintained by the Association.

SECTION 5. QUORUM. A majority of the Managers then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A majority vote of the Managers present and voting shall constitute the action of the Managers. However, a majority of the Managers present (in person or otherwise) at any meeting of the Board, even though less than a majority, may continue that meeting to another date.

ARTICLE VII – COMMITTEES

SECTION 1. BOARD COMMITTEES. The Board may establish committees to assist it in the management of the business, property, and other affairs of the Association. Each such committee shall include at least three Members, at least two of whom shall be Managers. The members of committees shall be appointed by and serve at the pleasure of the Board. The standing committees of the Board shall consist of the Nominating Committee, Scholarship Committee, the Day of Remembrance Committee, and other committees as the Board shall decide.

SECTION 2: NOMINATING COMMITTEE.

The Board shall appoint a Nominating Committee (the “Nominating Committee”) and may serve as the Nominating Committee if it so decides. The Nominating Committee shall nominate those Members who are eligible to serve as new Managers based on such criteria as has been determined by the Board. See the document entitled “Guidelines for Becoming a Board Member”. The Members nominated by the Nominating Committee will then stand for a vote by the Members in the manner provided in Article V, Section 1.

SECTION 3. SCHOLARSHIP COMMITTEE. One of the ways in which the Association intends to honor the USS Houston CA-30 and her crew and to perpetuate their memory is to provide one or more annual college scholarships to descendants of the ship’s crew, persons who evidence a great interest in the ship and her crew, or others considered worthy of this honor. The Board may appoint a Scholarship Committee to assist it with this program, including establishing the rules for participation in the program, evaluating the applicants for scholarships, selecting winners of those scholarships, and advising the Board with respect to other aspects of the program, including but not limited to the amounts of the scholarships and the investment of scholarship funds.

SECTION 4. DAY OF REMEMBRANCE COMMITTEE. Another way in which the Association intends to honor the USS Houston CA-30 and her crew and to perpetuate their memory is to hold scheduled Day of Remembrance gatherings. These gatherings shall generally be held as close as is reasonably possible to March 1, the date on which the USS Houston CA-30 was lost in battle (03/01/1942). The Board may appoint a Day of Remembrance Committee to assist it with planning, organizing, and hosting the gathering, which may include, but is not limited to, arranging for a service and ceremony, a laying of wreaths, speakers, a reception, music, busing, hotel accommodations, and media coverage. In addition, the Day of Remembrance Committee may advise the Board with respect to other aspects of the gathering, including, but not limited to, preparing budgets. The Board, in its sole discretion, shall decide whether, where and when the Day of Remembrance gatherings will be held.

SECTION 5. ADVISORY COMMITTEES. In addition to the Scholarship Committee and any other standing committees designated by the Board, either the Board or the president may, at its, his or her sole discretion,

appoint advisory committees of three or more Members or other interested persons. Such committees shall act in an advisory capacity only and may not act on behalf of the Association or bind it in any way but may make recommendations to the Board or the officers of the Association.

SECTION 6. QUORUM AND PROCEDURES. Unless expressly provided otherwise in a resolution of the Board, at all meetings of committees, including Standing Committees and Advisory Committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the members of the committee present and voting shall constitute the action of the committee, provided, however, that even though less than a majority of the members of a committee are present (in person or otherwise) at any meeting of that committee, a majority of the members of the committee present at that meeting may continue the meeting to another date. Unless otherwise established by the Board or the president, a committee may elect its own chairperson and establish its own rules and procedures.

ARTICLE VIII – OFFICERS

SECTION 1. GENERAL. The Board shall appoint officers of the Association (the “Officers”). The Officers shall consist of a president, vice-president, secretary, treasurer and executive director. Each Officer shall perform the duties described below and as otherwise prescribed by the Board.

a. President. The president shall be the chief executive officer of the Association, shall preside as chair at all meetings of the Board at which he or she is present, and shall perform such other duties as may be assigned by the Board.

b. Vice-President. The vice-president shall assist the president, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as may be assigned by the president or the Board.

c. Secretary. The secretary shall record the minutes of the meetings of the Members and of the Board, and shall perform such other duties as may be assigned by the president or the Board.

d. Treasurer. The treasurer shall be the principal accounting and financial officer and shall perform such other duties as may be assigned by the president or the Board.

e. Executive Director. The executive director shall preside as chair at all

meetings of the Members at which he or she is present, shall be chief operating officer of the Association, and shall see that all orders and resolutions of the Board are carried into effect. In addition, the executive director shall serve as assistant secretary and assistant treasurer, performing the duties and exercising the powers of the respective offices in the absence or disability of the secretary and/or treasurer, and shall perform such other duties as may be assigned by the president or the Board.

SECTION 2: TENURE AND COMPENSATION.

Each Officer shall be appointed by the Board of Managers for a three-year term. An Officer may stand for reappointment as approved by the other Board members. An Officer may resign at any time upon written notice to the Board, delivered to its chair. An Officer may be removed by the Board with cause. All work as an Officer will be voluntary and no compensation will be paid by the Association to the Officer for his or her service in that capacity.

ARTICLE IX – ACCOUNTS

SECTION 1. CHECKS. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer and countersigned by the president or another Manager of the Association.

SECTION 2. FUNDS. All funds of, and donations to, the Association shall be deposited to the credit of the Association in such bank or other depositories as the Board may select. All accounts opened by the Association shall require the signatures of two persons appointed by the Board.

ARTICLE X – INDEMNIFICATION

Each person who at any time is or shall have been a Manager, Officer, or agent of the Association, shall be indemnified by this Association in accordance with and to the full extent permitted by law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested Managers, or otherwise.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December.

ARTICLE XII – BOOKS AND RECORDS

SECTION 1. Pursuant to Section 252.010 of the Act, the Association shall keep correct and complete and accurate books and records of account for at least three years after the end of each fiscal year and shall make the books and records available on request to Members for inspection and copying. The Association shall keep copies of notices duly given, a register of the address of each Member, copies of proper and timely filings made each year with the secretary of state and with the federal government as necessary, receipts for all funds and disbursements thereof, and other corporate records.

SECTION 2. Pursuant to Section 252.010 of the Act, the attorney general may inspect, examine, and make copies of the books, records, and other documents the attorney general considers necessary and may investigate the Association to determine if a violation of any law of the state of Texas has occurred.

ARTICLE XIII – RULES OF ORDER

Unless and except to the extent otherwise provided in these Bylaws or determined by the Members or the Board, all meetings of the Members and the Board of the Association shall be conducted in accordance with Robert's Rules of Order, as amended from time to time.

ARTICLE XIV – AMENDMENTS

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Managers by the affirmative vote of a majority of the Managers then in office.

ARTICLE XV – DISSOLUTION

SECTION 1. INACTIVITY. Upon (a) a resolution of the Board, (b) a vote of the Members, or (c) the conclusion of a three-year period in which two

meetings of either the Members or the Board, or a combination of both, have not been held, the Association may be dissolved and a person in possession or control of personal property of the Association may transfer the custody of the property in accordance with Section 2 below.

SECTION 2. DISTRIBUTION OF ASSETS. Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association (or substantially similar purposes). The assets shall be disposed of in such manner as the Board shall determine, to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.