

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

The following amended and restated bylaws (the “Bylaws”) have been adopted by the Members of the USS Houston CA-30 Association and Next Generations (the “Association”) on March 7, 2009, at their annual meeting in Houston, Texas, and shall be effective as of that same date. These Bylaws 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 10<sup>th</sup> 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) other family members of Survivors who are related by blood or by marriage to any surviving or deceased member of the crew of the USS Houston, including descendants of those crew members and those related to those descendants by blood or by 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; provided however, that those Next Generations and other interested persons 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. The membership of any Member shall be terminated by his or her death, by resignation, or by action of the Board, with or without cause.

SECTION 2. DUES AND DONATIONS. Members are not required to pay dues or fees. The Association will, however, gratefully accept from Members and the public, donations of time and/or money to cover the expenses of the Association and for scholarship funds.

SECTION 3. VOTING RIGHTS. A Member may participate in the selection of the Managers and may participate in the development of certain aspects of the policy of the Association. Provided he or she attends the meeting of the Members at which a vote is taken, each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

SECTION 4. NEWSLETTER AND REUNION. The Association expects to continue its practice of sending Members newsletters unless a Member specifically requests not to receive the newsletter. The Association also expects to continue its practice of holding an annual reunion. However, the Association shall not be required to send newsletters or host reunions.

## ARTICLE V – MEETING OF MEMBERS

SECTION 1. MEETINGS. A meeting of the Members of the Association shall be held annually for the purpose of electing Managers to fill any vacancies on the Board and to conduct any other business needing their attention as determined by the Board. The annual meeting of Members shall be held during, at, and in conjunction with, each annual reunion held by the Association unless no such reunion is held, in which event the annual meeting of the Members shall be held at the principal office of the Association at 10:00 a.m. on the Saturday closest to March 1, the date on which the USS Houston CA-30 was sunk. Notice of such annual meetings shall be provided in the Association’s newsletter. No Member shall be required to attend any annual meeting, but all Members may attend. Special meetings of the Members may also be called by the Board, provided that at least fourteen days’ notice stating the place, date, time, and subject is delivered to each Member. Notice may be given orally or in writing, in person, via telephone, facsimile, email, mail or similar means of communication, including the Association’s newsletter. At the discretion of the Board, any annual or special meeting of the Members may be held by telephone, provided however, that all Members who desire to participate in the proceedings are given a meaningful opportunity to do so. 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 present and voting shall constitute the action of the Members. Minutes of each annual 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 seven 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 the president and executive director of the Association who shall serve *ex officio* (the “*Ex Officio* Managers”), and other Managers elected by the Members (the “Elected Managers”). The *Ex Officio* Managers shall have the same rights and responsibilities as the Elected Managers, including the right to vote. Elected Managers may succeed themselves in office and shall serve terms of three years or until their successors are elected. 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 or without cause by a vote of the other Manager or the Members. If the office of a Manager becomes vacant for any reason prior to the expiration of his or her term, the remaining Managers shall choose a successor or successors who shall hold office until the end of that unexpired term or until the next Members’ meeting, whichever is earlier. 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. An annual meeting of the Board shall be held immediately following, and at the same location as, each annual Members’ meeting, at which the Managers shall elect the Association’s officers and conduct any other 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 Scholarship Committee, the Reunion Committee, and other committees as the Board shall decide.

SECTION 2. 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 3. REUNION 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 annual reunions. These reunions shall generally be held as close as is reasonably possible to March 1, the date on which the USS Houston CA-30 was sunk. The Board may appoint a Reunion Committee to assist it with planning, organizing, and hosting the reunion, 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 Reunion Committee may advise the Board with respect to other aspects of the reunion, including, but not limited to, preparing budgets. The Board, in its sole discretion, shall decide whether, where and when reunions will be held.

SECTION 4. 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 5. 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 for a one-year term. 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 or without 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 such Officer(s) or agent(s) 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.