

BY-LAWS
MCB ELEVEN ASSOCIATION
PORT HUENEME, CA

ARTICLE I

Name

The name of the organization shall be the MCB Eleven Association.

ARTICLE II

Objectives

The objectives of the Association shall be (a) to continue a spirit of friendship among all current members, former members and dependents of members of NMCB Eleven, (b) to participate in and create activities which shall be of service to the Association and the Seabee community, and (c) to exist as a non-profit organization.

ARTICLE III

Membership

Section 1. The membership of the Association shall be current and former members of NMCB Eleven and their dependents and shall be classified as members and associate members.

(a) Members with full voting privileges shall include current and former members of NMCB Eleven.

(b) Associate members shall include descendants and/or dependents of current and former members of NMCB Eleven.

Section 2. A member under the terms of Section 1a and Section 1b of this Article shall be declared a member of the Association upon payment of the annual dues for the year in which he/she requests membership.

Section 3. The membership year is from January 1 to December 31. New members dues will be prorated by month if joining other than in January..

Section 4. Any member whose dues are not paid by March 1 shall be automatically dropped from membership in the Association.

Section 5. Annual dues payments expire on the same date as the fiscal year of the Association, December 31.

ARTICLE IV

Fiscal Responsibility

Section 1. The fiscal year shall begin on the first day of January and shall end on the thirty first day of December.

Section 2. The finance committee shall audit the treasurer's records within thirty (30) days after December 31 of each year and shall report the results to the Association.

ARTICLE V

Officers

Section 1. The officers shall be a president, a president elect, secretary, chaplain, and a treasurer.

Section 2 The term of office shall be two years.

Section 3. Officers shall assume their duties immediately following the regular meeting and shall serve for two years or until successors are duly elected.

ARTICLE VI

Nominations and Elections

Section 1. Officers shall be elected by vote during a regular meeting of the association.

Section 2. The nominating committee shall consist of 4 members: two appointed by the President and two appointed by the Board of Directors. If a member of the committee becomes a nominee for office he/she shall resign from the committee and be replaced by the Board of Directors appointing another member of the committee.

Section 3. The chairman of the Nominating Committee shall promulgate the nominees for each office 45 days prior to the regular meeting.

Section 4. The nominees shall be elected by vote at the next regular meeting following action by the nominating committee. If so desired additional nominees for the offices of President Elect, Secretary and Treasurer, can be made by receiving a nomination, a second and receiving a simple majority vote from the members attending the regular business meeting. If for some reason the regular meeting is postponed ballots shall be submitted by mail.

Section 5. Vacancies in office shall be handled as follows: (a) in the event of death, resignation, or incapacity of the president, the president elect shall become the president for the unexpired term. (b) Vacancies in all other offices shall be filled for the unexpired term by the Board of Directors.

ARTICLE VII

Duties of Officers

Section 1. The President shall be the principal officer of the Association and shall:

- (a) preside at all meetings of the Association, the Executive Committee, and the Board of Directors;
- (b) appoint standing and special committee chairman with the approval of the Executive Committee;
- (c) serve as ex-officio member of all committees except the nominating committee;
- (d) appoint two tellers for counting votes.

Section 2. The President Elect shall:

- (a) perform the duties of the president in absence of the president;
- (b) become president for the unexpired term in the event of the death, resignation, or incapacity of the president.
- (c) Serve in such capacities as may be assigned by the president.

Section 3. The Secretary shall:

- (a) take and record accurately minutes of the proceedings of all meetings of the Association, the Executive Committee, and the Board of Directors;

Section 4. The chaplain shall:

(a) conduct a suitable memorial service at the annual reunion for those members who have passed away since the last reunion.

(b) when notified of the death of an Association member, send condolences on behalf of the Association including a suitable memorial.

(c) if in close proximity visit the family as a representative of the Association or if not in close proximity if possible arrange for a nearby member to visit as a representative of the Association

- (d) send get well cards to Association members who are ill.

Section 5. The Treasure shall:

- (a) have charge of all monies except membership fees and reunion registration fees. Those shall be handled by the Membership Chairman and Reunion Chairman respectively..
- (b) will report at each meeting the monies collected and the data received from the Membership Chair.
- (c) pay all bills of the association upon written authorization of the President and approval of the Finance Chairman
- (d) shall be an authorized signature on any Association bank accounts.
- (e) keep an itemized record in a permanent file, of all receipts and disbursements.
- (f) serve as an ex-officio member of the finance committee and serve as a member of all committees which receive or disburse monies
- (g) deliver to his/her successor within forty-five (45) days after expiration of the term of office, all books, records, and papers, and request a receipt therefor.
- (h) the Treasurer's spouse will act as co-treasurer with the same fiscal authority as the Treasurer.

Section 6. Each officer, except the treasure, shall deliver to his/her successor immediately after retiring from office all accounts, records, books, papers and other properties belonging to the Association.

ARTICLE VIII

Meetings

Section 1. Regular meetings shall be held as a part of the annual reunion of the Association.

Section 2. Special meetings shall be called by the President or by the executive Committee provided all members are notified in writing of time, place, and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call, or as developed and/or resulting from such action.

Section 3. A simple majority shall constitute a quorum for a meeting of the Association.

Section 4. Response from at least thirty (30) members, not members of the Board of Directors, shall constitute an official vote by mail on elections, amendments to by-laws, or other designated matters of business.

ARTICLE IX

Board of Directors

Section 1. The elected officers, the standing and special committee chairmen, and the immediate past president shall constitute the Board of Directors.

Section 2. The Board shall:

- (a) Supervise the affairs of the Association;
- (b) Make recommendations for the growth and prosperity of the Association;
- (c) Make recommendations to the Association regarding proposed amendments to the by-laws.
- (d) Transact any business between meetings, and report at the next meeting.

Section 3. The Board shall hold a minimum of two meetings during the year, the dates determined by the board at its first meeting of the year.

Section 4. Special meetings of the Board may be called by the President.

Section 5. A simple majority of the voting members of the Board shall constitute a quorum.

Section 6. No member shall have more than one vote and no voting by proxy shall be allowed.

ARTICLE X

Executive Committee

Section 1. The elected members of the Association shall constitute the Executive Committee.

Section 2. The Executive Committee shall have authority to act for the Board of Directors between meetings of the Board, and shall report at the next meeting of the Board.

Section 3. The Executive Committee shall meet on call of the President.

Section 4. The Executive Committee shall fill, for the unexpired term, any office except that of the president, made vacant by resignation or other cause.

Section 5. The Executive Committee shall approve standing and special committee appointments made by the President.

Section 6. A simple majority of the voting members of the Executive Committee shall constitute a quorum.

ARTICLE XI

Standing Committees

Section 1. The standing committees of the Association shall be finance, membership, newsletter, history, reunion, web site, by-laws, and ships store.

Section 2. Committee chairman and committee members shall be appointed for a term of two years.

Section 3. The finance committee shall be composed of a chairman and two (2) members with the Treasurer as a member ex-officio without vote. It shall be the duty of the finance committee to prepare an annual budget for the Association and to present it annually to the membership. It shall have general supervision of all expenditures, and assist the Association in developing a sound financial policy.

Section 4. The membership committee shall be composed of a chairman and such members as circumstances require. It shall be the duty of the membership committee to receive the annual dues of members and to deposit all monies, sending a copy of the deposit slip to the treasurer, to keep a permanent file of members, to promote, expand, and stabilize membership.

Section 5. The newsletter committee shall be composed of a chairman and such members, as circumstances require. It shall be the duty of the newsletter committee to edit and publish the Association's newsletter.

Section 6. The history committee shall be composed of the chairman (Historian) and such members as circumstances require. It shall be the duty of the history committee to compile, update and publish the NMCB Eleven history.

Section 7. The reunion committee shall be composed of the chairman and two members. It shall be the duty of the reunion committee to plan and make all arrangements for the Association reunion and regular meeting. The chair of the committee shall sign any required contracts, receive all registration fees, pay all reunion invoices, maintain a reunion checking account, provide financial reports to the Treasurer and transfer any surplus funds to the Association main checking account. The reunion chair's spouse will act as co-chair with the same fiscal authority as the chair of the reunion committee.

Section 8. The web site committee shall be composed of a chairman and such members, as circumstances require. It shall be the duty of the web site committee to maintain and upgrade the Association web site.

Section 9. The by-laws committee shall be composed of a chairman and two members. It shall be the duty of the committee to review, edit and submit to the board of directors suggestions for amendments to the by-laws.

Section 10. The ships store committee shall be composed of a chairman and such members as the circumstances require. It shall be the duty of the committee to procure and maintain a selection of Association memorabilia for resale, to sell these items by mail, to have a stock for sale at each reunion and to keep accurate financial records as directed by the Treasurer.

SECTION XII

AD-HOC Committees

Section 1. Ad hoc or special project committees, shall be appointed as circumstances require. These committees shall have a chair and such membership as circumstances require. They shall submit their recommendations to the Board of Directors.

SECTION XIII

Amendments.

Section 1. Amendments to these by-laws may be proposed by the Board of Directors, The Executive Committee or the by-laws committee.

Section 2. All proposed amendments shall be presented to the Board of directors prior to presentation to the Association.

Section 3. All proposed amendments shall be presented at an Association meeting prior to being mailed to the members for the mail-in vote.

Section 4. These by laws may be amended by a simple majority vote. Replies from at least thirty members, not including the Board of Directors, shall have been received before any tabulation is made.

Approved unanimously by the Association members present at the regular meeting in Branson, MO on 25 September 2004.

Revised and approved unanimously by the Association members present at the regular meeting in Washington, DC on 15 October 2005.

Revised and approved unanimously by the Association members present at the regular meeting in Albuquerque, NM on 23 September 2006.

Revised and approved unanimously by the Association members present at the regular meeting in Gulfport, MS on 11 September 2007.

Revised and approved unanimously by the Association members present at the regular meeting in Saint Louis, MO on 27 September 2008.

Revised and approved unanimously by the Association members present at the regular meeting in Corpus Christi, TX on 17 October 2009.

