

**BY LAWS OF THE
USS GREGORY (DD802) ASSOCIATION, INC**

(As Amended September 27, 2003)

Article One

Organization

The name of this association shall be USS GREGORY (DD802) ASSOCIATION, INC

Article Two

Purposes

The purposes for which the Corporation is organized are exclusively charitable, benevolent, educational, civic, religious, social, fraternal, scientific, literary, educational and patriotic, within the meaning of Section 501 (c) (3) (19) of the Internal Revenue Code of 1954 with a corresponding provision of any future United States Internal Revenue law;

To foster, encourage and develop of raising and distribution of monies for and to associations, organizations and entities dedicated to civic, charitable, benevolent, educational, recreational and charitable purposes.

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specified purposes for which it is formed shall be (1) to foster and perpetuate the comradeship forged in the crucible of combat; (2) to preserve and commemorate the memory of comrades who had died; (3) to endeavor to increase the awareness of and appreciated for the sacrifices made, the ordeals endured and the services rendered by the Destroyer men of World War II, Korea and Vietnam.

This Corporation shall have and exercise any and all powers rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Alabama by law may now or hereafter have or exercise.

Article Three

Membership

Membership in this association shall be open to all who were at one time on active duty with United States Army Corps and United States Air Force organizations referenced and named in Article Two and their respective support units, during the time period 1943 to 1973. Membership is also open to Federal Civil Service employees, technical representatives and the widow (widower) of deceased members in recognition of their significant contribution to the success of the USS Gregory mission.

Membership is further conditioned on the payment of dues in the amount of \$12.00 every year.

Article Four

Meetings

A general assembly of the membership of this association shall be held every 18 months at a time and place as determined by the Board of Directors. The first such meeting shall be held during the calendar year 1985. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this association a notice telling the time and place of such meeting. The general assembly meeting (reunion) shall rotate between the East Coast, the Central United States and the West Coast. The three areas are defined as follows; East Coast, all states located within the Eastern and Atlantic Time Zones. Central United States, all states located in the Central Time Zone. West Coast, all states located within the Pacific and Mountain Time Zones plus Alaska and Hawaii.

The presence of not less than five (5) members shall constitute a quorum and shall be necessary to conduct the business of this association; but a lesser number may adjourn the meeting for a period of one year from the scheduled date and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who are not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings of the association may be called by the President when he deems it the best interest of the association. Notices of such meetings shall be mailed to all members at their addresses as they appear in the membership roll book at least thirty but not more than ninety days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of two members of the Board of Directors or five members of the association, the President shall cause a special meeting to be called by such request but such request must be in writing at least thirty days before the requested date.

No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

A general assembly or association reunion will be conducted as determined by the association.

Specific reunion sites and voluntary committees to plan and organize the subsequent reunion will be solicited from the membership at that time.

The duration of the general assembly or reunion will normally be three days, however, additional time may be made optional for those wishing to participate in a longer period at no added expense to the others. The normal reunion schedule shall consist of:

Registration first day of meeting

A welcoming cocktail party

A short general assembly (reunion) meeting on the second day

A semi-formal dinner coupled with any special program on the last day of the meeting

Athletic, social and sightseeing events in the local area to supplement the "official" schedule.

Since the membership of this association is scattered and includes most of the fifty States and the directors and officers may reside in different State, meetings of the directors and or officers may be conducted by telephone (conference calls) or agreement reached by mail and the fact that such meetings were not conducted by assembly of such directors/officers shall not make them invalid.

Article Five

Voting

All voting shall be done by asking for a show of hands of those for and then opposed to any issue including the elections of officers. Votes shall be counted and announced immediately following the election. At any regular or special meeting if a majority so requires any question may be voted upon in the same manner and style.

Article Six

Order of Business

Reading of the minutes of the preceding meeting.

Reports of Committees.

Reports of Officers.

Old and Unfinished Business.

New Business.

Good and Welfare.

Adjournments.

Article Seven

Board of Directors

The business of the association shall be managed by a Board of Directors consisting of four (4) members (The President, The Vice-President, The Secretary, and The Treasure) as the officers of this association.

The Directors to be chosen for the ensuing term shall be chosen at the general assembly meeting (reunion) of this association as described in Article Five and shall serve a term commencing at the first Monday after the reunion and expiring at the completion of the following reunion.

The Board of Directors shall have the control and management of the affairs and business of this association. Such Board of Directors shall only act in the name of the association when it shall be regularly convened by its chairman after due notice to all directors of such meeting.

Two of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the call of the Chairman/President.

Each director shall have one vote and such voting may be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may be in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the Director's term of office.

The President of the association by virtue of his office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the association, for this hearing.

Article Eight

Officers

The officers of the association shall be as follows:

President

Vice President

Secretary

Treasurer

These officers shall be responsible for the operation of the Association during their term of office and shall carry out the policy decision of the directors.

President

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors

He shall present at such meeting of the association a report of the work of the association.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates as required by law are properly kept of filed.

He shall be one of the officers who may sign the checks or drafts of the association.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the association with all the rights, privileges and powers as if he had been duly elected president.

Secretary

The Secretary shall keep the minutes and records of the association in appropriate books.

It shall be his duty to file any certificate required by any statute federal or state.

He shall give and serve all notices to members of this association.

He may be one of the officers required to sign the checks and drafts of the association.

He shall, if requested, present the membership at any meetings any communication addressed to him as Secretary of the association.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the association.

He shall attend to all correspondence of the association and shall exercise all duties incident, to the office of Secretary

Treasurer

The Treasurer shall have the care and custody of all monies belonging to the association and shall be solely responsible for such monies or securities of the association. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$1,000.00 and the balance of the funds of the association shall be deposited in a savings bank.

He must be one of the officers who shall sign checks or drafts of the association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the association for duties other than as a director or officer.

Article Nine

Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the association.

Article Ten

Committees

All committees of this association shall be appointed by the President and their term of office shall expire simultaneously with the appointing President's term or sooner if terminated by action of the President.

Article Eleven

Dues

The dues of this association shall be assessed as voted upon by the members at the general assembly (reunion) meeting.

Article Twelve

Amendments

These By-Laws or any part thereof, may be altered, amended, or supplemented by majority vote of the membership present and voting at the General Assembly (Reunion) in