

BYLAWS
Original 2013

USS CLAMAGORE SS-343 RESTORATION AND MAINTENANCE
ASSOCIATION, INCORPORATED (CRAMA)

ARTICLE I – NAME

Section 1.

The name of the organization shall be USS Clamagore SS-343 Restoration and Maintenance Association, Incorporated. The acronym for the organization shall be CRAMA.

ARTICLE II – STATEMENT OF PURPOSE

Section 1.

To save, relocate and restore the USS CLAMAGORE SS 343. To relocate submarine from Patriot's Point, Mount Pleasant, South Carolina to a land berth communal with the CSS HUNLEY museum in North Charleston, South Carolina. And to preserve the last of her kind of World War II submarine to a condition suitable to serve as a submarine museum and memorial for future generations.

ARTICLE III - POLICY

Section 1.

No member shall initiate any project that obligates the CRAMA or any of its members without proposing said undertaking or project to the Board of Directors for approval.

ARTICLE IV – FISCAL YEAR

Section 1.

The fiscal year of CRAMA shall be January 1 through December 31.

ARTICLE V - MEMBERSHIP

Section 1.

REGULAR MEMBERSHIP

- A. Anyone can be a member of the Association. All that is required is that current dues are paid.
- B. Dues are due and payable effective on the first day of December. After January 1st a non-renewed member is considered no longer a member until dues are paid.
- C. Annual Membership dues are as follows: \$20.00 per year

Section 2. HONORARY MEMBERSHIP

A. Individuals who contribute to the accomplishment of the Purpose of the Association but who do not wish to become Regular Members may, with the approval of the Board of Directors be given Honorary Membership. There are no

dues for Honorary Membership and the Honorary Membership will continue until the individual requests revocation or revocation is voted by the Board of Directors.

ARTICLE VI – OFFICERS

Section 1. ELECTED

- A. Only Regular Members may serve as elected officers.
- B. The elected officers of CRAMA shall be Chairman, Vice-Chairman, Secretary, and Treasurer.
- C. The term of office for all base officers shall be two (2) years or until a successor has been elected.
- D. Term of office shall begin immediately following elections.
- E. Elected officers shall receive no pay for their service to CRAMA.
- F. All elected officers shall prepare a “turnover” package for their reliefs containing information and correspondence relative to their office.
- G. The Chairman, Vice-Chairman, Secretary, and Treasurer shall serve on the Board of Directors.

Section 2. APPOINTED

- A. All appointed members of the Board of Directors must be Regular Members.
- B. The following officers will be appointed by the Board of Directors:
 - Director of Restoration and Maintenance
 - Public Affairs Officer
 - Engineering Director
 - Fundraising Director
 - Political Director
 - Human Resources Manager
 - Membership Director
- C. An additional five (5) members may be appointed to the Board of Directors.
- D. An Honorary Board may be appointed with the names of individuals who wish to add their names to the effort and/or advise the Board of Directors but not be a member of the Board of Directors.
- E. The Chairman will establish ad hoc committees and appoint chairmen as required with the approval of the Board of Directors.

ARTICLE VII – DUTIES OF OFFICERS

Section 1. CHAIRMAN

- A. Presides over all Association and Board of Director Meetings
- B. Serves as an ex-officio member of all committees except the nominating committee.
- C. Appoints all ad hoc committees, chairmen and appointed officers in accordance with Article VI.
- D. Represents the Association at all official functions.
- E. May require written reports of the Secretary, Treasurer and /or committee chairmen.
- F. On extraordinary occasions, calls special meetings of the membership upon giving notice to members and stating the purpose of the meeting.

Section 2. VICE-CHAIRMAN

- A. Assists the Chairman in the performance of his duties.
- B. Presides over all meetings and assumes the duties of Chairman if Chairman is unavailable or incapacitated.

Section 3. SECRETARY

- A. Keeps full and accurate records of minutes of all meetings of Association and Board of Directors and of all matters of which written record have been ordered by the Chairman.
- B. With the aid of the Chairman and members of the Board of Directors, carries on all correspondence going outside of CRAMA.
- C. Keeps a complete and accurate list of all members, officers and committees, including address, phone number and e-mail address.
- D. Issues all notices of special meetings.
- E. Maintain a Description of Duties binder for all elected and appointed officers.

Section 4. TREASURER

- A. Accepts and records all income and CRAMA assets.
- B. As directed by the Chairman and Board of Directors, distributes such funds.
- C. Ensures the tax-exempt status of the CRAMA is maintained.
- D. Renders a report at each meeting, and as required by the Chairman, the financial standing of CRAMA.
- E. Prepares and submits the annual CRAMA Financial Report.
- F. Insures that an annual audit is conducted in accordance with Article XII, Section 1.

ARTICLE VII – BOARD OF DIRECTORS

Section 1.

The Board will be comprised of the elected officers and officers and individuals appointed by the Chairman with approval of the Board of Directors.

Section 2. FUNCTION

- A. The Board of Director's function is to act as a steering committee.
- B. Each member shall have one (1) vote with the Chairman casting the deciding vote in the event of a tie.
- C. The Board of Directors will approve all appointed officers and members of the Board.

Section 3.

A member of the Board of Directors may be removed for cause in the following ways:

- A. For an elected member the membership shall vote in accordance with Article X.
- B. For a non-elected member by a majority vote of the Board of Directors when a majority of the Board is present.

ARTICLE IX - MEETINGS

Section 1.

The latest revision of "Roberts Rules of Order" shall be observed at all meetings.

Section 2.

Board of Directors meetings shall occur as designated by Chairman. All Board of Directors meeting are open to Association members.

Section 3.

An annual meeting of the membership will be held in the Charleston, SC area.

Section 4.

Quorum is defined as the following:

- A. For annual meetings: Members present and a minimum of two (2) elected officers.
- B. Board of Directors Meeting shall require a minimum of three (3) Board members, two (2) elected and one appointed member, in order to legally transact business.
- C. No member shall desert a meeting in order to negate a quorum.
- D. If a quorum is not present, the members shall postpone the meeting.

Section 5.

Annual membership meetings are open to CRAMA members in good standing. Members may bring guests but the guests may not vote. Honorary Members may not vote.

Section 6.

The Order of Business for the annual meeting shall be:

- A. Determine Quorum
- B. Call to Order
- C. Pledge of Allegiance
- D. Recite Purpose of the Organization
- E. Introduction of Officers and Board of Director members
- F. Reports from Officers and all committees
- G. Old Business
- H. New Business
- I. Good and Welfare
- J. Adjournment

ARTICLE X - VOTING

Section 1.

Voting entitlement shall be extended to all regular members in good standing.

Section 2.

Voting electronically or by mail is allowed. All members not voting shall be considered abstaining.

ARTICLE XI – ELECTION OF OFFICERS

Section 1.

The Chairman and Treasurer shall be elected by a majority vote of the members in good standing at the annual meeting in odd numbered years. The Vice-Chairman and Secretary shall be elected by a majority vote of the members in good standing at the regular annual meeting in even numbered years.

Section 2.

A committee shall be appointed in January to solicit nominations, which shall be presented to the membership one month prior to the annual meeting.

Section 3.

Any member may make additional nominations at the annual meetings.

Section 4.

The Chairman shall appoint a consenting member to fill a vacant elected office position to the expiration of term subject to Board of Directors approval.

Article XII – AUDIT

Section 1.

The accounts of the association will be audited annually at the end of the fiscal year by a person or persons appointed by the Board of Directors. The audit will also verify the status of the Association's Non-Profit status. The audit will be completed no later than the end of the first quarter of the new fiscal year. A written report will be submitted to the Board of Directors to be presented to the membership no later than the annual meeting.

ARTICLE XIII – AMENDMENTS

Section 1.

Any regular member in good standing may submit bylaw amendment proposals to an elected officer in person, electronically or by mail.

Section 2.

A revision(s) must refer to the affected bylaw section and must be clear, concise and organized, complete with financial repercussions. If revision is submitted by mail, the author shall sign it.

Section 3.

Revisions shall be transmitted to the general membership electronically or by mail four (4) weeks prior to voting. The membership shall be asked to make comments. All comments will be forwarded to the regular membership electronically or by mail within one week prior to voting. Voting may be done electronically or by mail within one week of the vote date. A majority vote of those voting will be required for adoption. Revision(s) adopted shall become effective at the close of voting.

Section 4.

CRAMA bylaws will be reviewed annually during the month of January or as required by the Board of Directors. The Chairman will appoint two (2) or more Association members to assist the Secretary in conducting the review.

ARTICLE XIV – STANDING RULES

Section 1.

Standing Rules and procedures which may or may not appear in the bylaws shall be made as attachments.

Section 2.

Standing Rules are subject to change at a membership meeting providing a motion is made, seconded and passed by a hand vote.

ARTICLE XVII - DISSOLUTION

Section 1.

In the event the CRAMA dissolves, all assets and monies will be donated to a non-profit organization as determined by the Board of Directors.

These Articles have been drafted by Richard O. Wise, CRAMA Secretary, voted on and accepted by the members at a Board of Directors meeting at

FRA Branch 269, Goose Creek, SC Dated: _____

Acceptance certified by the following signatures:

Chairman, Thomas L. Lufkin

Vice-Chairman, Jeffrey Wilmoth

Secretary, Richard O. Wise

Treasurer, George H. Scharf