

USS GAMBIER BAY – (CVE-73) & VC-10 ASSOCIATION, INC., OF OHIO

REFERRED TO AS “GAMBIER BAY”

ARTICLE I

NAME

- I-1 LEGAL NAME: The legal name of the corporation shall be: The USS Gambier Bay (CVE-73) & VC-10 ASSOCIATION, INC., OF OHIO, and it is sometimes referred to in these By-Laws as “GAMBIER BAY”.

ARTICLE II

OBJECTIVES AND RESTRICTIONS

- II-1 OBJECTIVES: The particular objective of the GAMBIER BAY is to foster and perpetuate the fellowship and memories of incidents of our association in World War II, and to pass on to future generations the Gambier Bay historical role during WWII.
- II-2 RESTRICTIONS: The GAMBIER BAY is not organized for personal profit. No part or the net earnings of GAMBIER BAY shall inure to the benefit of any private member or individual. No part of the GAMBIER BAY’s activities shall involve carrying on propaganda or otherwise attempting to influence legislation nor shall it participate in, or intervene in any political campaign in behalf of any political candidate for public office.

ARTICLE III

MEMBERSHIP

- III-1 SHIP’S COMPANY, VC-10 AND THEIR SPOUSES: A lifetime, non-dues paying membership is given to those members and their spouses who were part of “Ship’s Company at the time of Commissioning, on December 28, 1943, and served therein at any time up to its loss in combat on October 25, 1944, and to members of Composite Squadron VC-10, both original and reformed groups and their spouses, who served from date of Commissioning on September 23, 1943, and at any time thereafter to Decommissioning on September 30, 1945.

- III-2 FRIENDS OF SHIP'S COMPANY, VC-10: A lifetime membership or annual membership is extended to friends of the members of Ship's Company and VC-10, as defined in Paragraph III-1, by the payment of dues as established by the Board of Governors.
- III-3 VOTING RIGHTS: Each member shall be entitled to one vote on each matter submitted to a vote of the members. Members who fail to be in good standing, as set forth in Paragraph III-2 shall not be entitled to vote on any matter.
- III-4 QUALIFICATIONS: This Board shall be the sole judge of the qualification requisite for admission to, or the continuation of, membership in the GAMBIER BAY.
- III-5 With the dissolution of the National membership meetings and reunions, the Association will accept donations, in lieu of membership dues, to help sustain expenses related the Scuttlebutt publication and website maintenance to ensure they able to continue.

#### ARTICLE IV

#### GOVERNORS

- IV-1 GOVERNORS: The business and affairs of the GAMBIER BAY shall be managed by a Board of Governors consisting of no more than twelve and no fewer than six (President, Vice President, Treasurer, Secretary, Historian/Web Designer (optional), and/or two members.
- IV-2 NUMBER AND QUALIFICATIONS: The Board of Governors shall consist of those members nominated and approved by a majority of members present at the last National membership meeting held.
- IV-3 TENURE: Should National membership meetings cease, the current Board of Governors, elected at the last National membership meeting, will serve until resignation, death, incapacitation, or removal. The Board of Governors may appoint a replacement member, if needed.
- IV-4 REMOVAL: Any Governor may be removed from office with cause by a majority of the Governors.
- IV-5 MEETINGS: Meetings of the Board of Governors shall be held at each reunion. Interim meetings can be called by the President and three Governors or a majority of the Governors whose notice shall state purpose or purposes of such a meeting. Notification of these meetings shall be given at least fifteen days prior to such meetings. Should National meetings cease, meetings of the Board of Governors will take place once a year via a conference call.

- IV-6 SPECIAL MEETINGS – NOTICES: Special meetings of the Governors for any purpose or purposes may be called by the President or any two Governors upon a 48-hour notice by telephone, mail, email, or FAX. Notice of a meeting need not be given to any Governor who signs a waiver of notice or consent of the holding of such a meeting.
- IV-7 GOVERNORS ACTING WITHOUT A MEETING WRITTEN CONSENT: Any action taken by the Governors may be taken without a meeting if a majority of all Governors consent in writing to such action.
- IV-8 USE OF CONFERENCE TELEPHONE: The Governors may participate in a meeting through the use of a conference telephone or similar communicating equipment, so as long as all Governors participating in such meeting can hear one another.
- IV-9 QUORUM: The members of the Board of Governors present at any meeting (conference call) constitutes a quorum.
- IV-10 CHAIRMAN: The President of the Association will act as Chairman of the meetings of the Board of Governors and all general assemblies of the membership. In the absence of the President, the Vice President or the Secretary will act as Chairman, in that order.
- IV-11 CONDUCTING OF BUSINESS: Except as otherwise expressly provided herein, all resolutions, tentative appointment, appropriations, directives, or other acts of the Board of Governors shall be by a majority of those present and constituting a quorum at any meeting.
- IV-12 COMPENSATION: Members of the Board of Governors shall not receive a salary for their services.
- IV-13 RESIGNATION: Any member of the Board of Governors may resign at any time by giving written notice to the President. Any such resignation shall take effect at the time specified therein and shall be final. A Governor may orally resign at any duly called meeting of the membership or Board of Governors.
- IV-14 VACANCIES: Any vacancy occurring due to the resignation, death, incapacitation, or removal of a Governor shall be filled by a Board of Governors appointment and shall serve until the next National membership meeting at which Governors are elected. Should National membership meetings cease, the current Board of Governors, elected at the last National membership meeting, may appoint a replacement, if needed, and the member will serve until resignation, death, incapacitation, or removal. A vacancy is deemed to exist when a six member Board is not filled.

## ARTICLE V

### OFFICERS

- V-1 OFFICERS AND TERM: The officers of the GAMBIER BAY shall be: President, Vice President, Secretary, Treasurer, and Historian/Web Designer (position optional), who shall be elected by the membership, will serve until resignation, death, incapacitation or removal. Should National membership meetings cease, the current Board of Governors, elected at the last National membership meeting shall serve until resignation, death, incapacitation, or removal.
- V-2 REMOVAL: Any officer may be removed from office at any meeting of the Board of Governors, with cause, by a majority of the Board of Governors who are present.
- V-3 RESIGNATION: Any officer may resign at any time by giving a written or oral notice to the President. Any such resignation shall take effect at the time specified therein, and, shall be final.
- V-4 VACANCIES: Any officer vacancy occurring due to resignation, death, incapacitation, or removal of an officer shall be filled by a Board of Governors appointment.

### SEATED OFFICERS

- V-5 PRESIDENT: The President will preside at all Board of Governors and National membership meetings. Once National membership meetings cease, the President will preside at all Board of Governors yearly conference calls. The President will perform only such duties as may from time to time be assigned to him by the Board of Governors.
- V-6 VICE PRESIDENT: At the request of the President, or in his absence or disability, the Vice President shall perform all the duties of the President.
- V-7 SECRETARY: The Secretary shall have certified by the signatures of a majority of the Board of Governors the original copy of its By-Laws as introduced, amended or otherwise altered to date. These shall be kept at the principal office of the GAMBIER BAY, with copies to be furnished to each of the Board of Governors. Any, and all new ratified Governors will be furnished with copies of the By-Laws.
- V-7a The Secretary shall keep a current listing of all Board of Governors names and contact information.

- V-7b Shall keep at the principal office of the GAMBIER BAY, or such other place as the Board of Governors may order, a book of minutes of all meetings of the GAMBIER BAY, with the time and place of such meetings. If requested, a copy of all minutes shall be furnished to the Board of Governors.
- V-7c See that all notices are given in accordance with the provisions of these By-Laws or as directed by law.
- V-7d Make available at all reasonable times to any member of the Board of Governors upon applications, the By-Laws and minutes of the proceedings of the Board of Governors of the GAMBIER BAY.
- V-7e Shall take and transcribe minutes of the Board of Governors and National membership meetings and distribute to the Board of Governors within 30 days for review/edits/additions. Minutes will then be finalized and presented at the next meeting for approval.
- V-7f In general, perform all duties incident to the office of the Secretary and duties as from time to time may be assigned to the Secretary by the Board of Governors.
- V-8 TREASURER: If so required by the Board of Governors, the Treasurer shall give bond for the faithful discharge of the duties, in such sum with sureties, as the Board of Governors shall require.
- V-8a The Treasurer shall have charge and custody of, and, be responsible for all funds and securities of the GAMBIER BAY, and deposit such funds in the name of GAMBIER BAY in such banks, trust companies, or other depositories as shall be designated by the Board of Governors.
- V-8b Keep and maintain adequate and correct accounts of the GAMBIER BAY's business transactions, including account of its monies, liabilities, receipts, and disbursements.
- V-8c Present copies of the books of accounts and records to any member of the Board of Governors upon request.
- V-8d Render a statement to the Board of Governors of the condition of the finances of the GAMBIER BAY and a financial report at the end of each operating year.
- V-8e Prepare and give all tax reports as required by law, and also prescribe governmental agencies when due.
- V-8f Keep and maintain the names and addresses of dues-paying members, and deposit dues upon receipt. Acknowledge receipt of lifetime dues-paying memberships and bill when due annual dues-paying members.

- V-8g In general, perform all duties incident to the office of the Treasurer and such duties as from time to time may be assigned to the Treasurer by the Board of Governors.
- V-8h Pay invoices supported with vouchers of documentation by check drawn on the GAMBIER BAY account in the Treasurers custody. In the Treasurers absence or incapacity, the power to sign checks may be delegated to the President or Secretary.
- V-8i Responsible for receiving donations and subscriptions for publications of the GAMBIER BAY. Names of subscribers, donors, and waived persons to be recorded. List of subscribers, donors, and waived persons to be sent to the editor of the publication for membership, email, and mailing data updates.
- V-8j To monitor and keep track of monies and bills at reunions, and to be responsible for the accounting of all incoming and outgoing funds. In general, to be responsible for all monies at reunions.
- V-9 HISTORIAN/WEBSITE DESIGNER (position optional): Shall promote the activities of both the ship and the squadron from Commissioning on December 28, 1943, to the loss of the ship in combat on October 25, 1944, and the squadron from Commissions on September 23, 1943 to Decommissioning on September 30, 1945. In addition, update and maintain, including fees (hosting plan, and domain name, which are reimbursable by the Association) to keep the USS Gambier Bay/VC-10 Association website ([www.ussgambierbay.org](http://www.ussgambierbay.org)) and Facebook page (no fees).
- V-9a Shall locate, record, and maintain a listing of all monuments and memorials, including locations of the Final Hour and Freedom's Cost paintings/lithographs, etc., relating to the GAMBIER BAY and her air group, VC-10.
- V-10 GOVERNOR: Shall promote and support the activities of the ship and the squadron from Commissioning on December 28, 1943, to the loss of the ship in combat on October 25, 1944, and the squadron from Commissions on September 23, 1943 to Decommissioning on September 30, 1945. Assist and participate on committees as assigned by the President and/or Board of Directors or by volunteering.

## ARTICLE VI

- VI-1 MEETINGS OF THE GAMBIER BAY MEMBERSHIP: Regular meetings of the GAMBIER BAY membership shall be held at National membership reunions, with such place and time as designated by the Board of Governors. Notice of meetings shall appear in the Scuttlebutt publications. Once reunions have ceased, regular meetings of the GAMBIER BAY membership shall cease.

VI-1a At each meeting of the GAMBIER BAY, the President shall cause a full report to be made of the business affairs for the period dating from the last meeting.

VI-1b At every meeting of the GAMBIER BAY, the President will preside as Chairman and conduct the meeting. In the absence of the President, the Vice President or the Secretary will act as Chairman, in that order.

#### ARTICLE VII

VII-1 NOTICES: Whenever any notice is required to be given to any person or member of the Board of Governors by statute or by these By-Laws, whether of a meeting or for some other purpose, it may be given personally or sent to such person or member of the Board of Governors, by mail, email or FAX. The business to be transacted at and the purpose of any meeting of the Board of Governors shall be specified in the notice of such meeting.

#### ARTICLE VIII


VIII-1 PARLIAMENTARY PROCEDURE: Whenever the written By-Laws do not provide otherwise, Parliamentary procedure in accordance with Robert's Rules of Order, Revised Edition, shall be used to conduct all meetings.

#### ARTICLE IX


IX-1 AMENDMENTS: Any of these By-Laws may be altered, amended, or repealed and any new By-Laws may be adopted at any meeting, by a majority of the Board of Governors present in person, or by signed copy of the amended By-Laws signature sheet, and returned to the Governor who is charged with the responsibility for the By-Laws. The signature sheets to be forwarded to the Secretary for filing. The By-Laws will be posted on the website.

Attested to by the following, being the members of the Board of Governors of the  
USS GAMBIER BAY – (CVE-73) & VC-10 ASSOCIATION, INC., OF OHIO

Officers and Governors



President /Paula Grond



Vice President/Lauren Bagen-Buhl

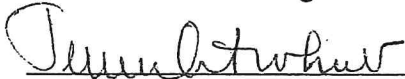


Secretary/Linda Shimerda

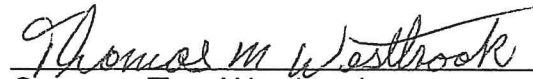


Treasurer/Marlene Hughes

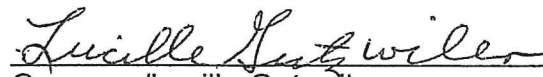
Historian-Web Designer



Governor/Jennifer Wheeler



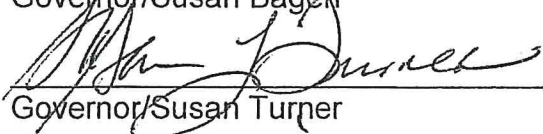
Governor/Tom Westbrook



Governor/Lucille Gutzwiler



Governor/Susan Bagen



Governor/Susan Turner



Governor/Mark Heintz



Governor/Dean Moel



Governor/Norm St. Germain