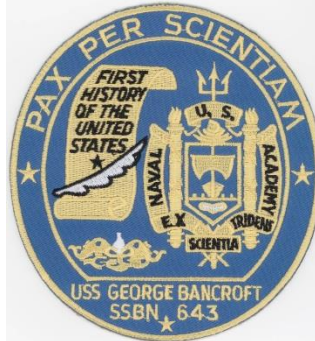


BYLAWS
OF
THE U.S.S. GEORGE BANCROFT SSBN 643
ASSOCIATION

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be THE U.S.S. GEORGE BANCROFT SSBN 643 ASSOCIATION.
2. The organization shall have a seal which shall be in the following form:



3. The organization may at its pleasure by a two thirds (2/3) affirmative vote of the Board of Directors or of the membership in attendance change its name.

ARTICLE TWO - PURPOSES

The following are the purposes for which this organization has been organized:

To operate "elusively as a Veterans' Organization under Section 501 (c)(1 9) or corresponding section(s) of any future tax code C 'the Code)", including for such purposes the following: (1) to carry on programs to perpetuate the memory of deceased veterans and members of the armed forces, specifically U.S. Submarine Forces, and to comfort their survivors and to maintain an awareness and camaraderie among the former crewmembers, officers and enlisted, who honorably served the United States of America on board the United States Navy Submarine George Bancroft SSBN 643; (2) to provide social and recreational activities for its members and to plan, schedule and conduct reunions for all living shipmates, spouses, families and friends, including widows~ families and friends of those shipmates no longer living; (3) to conduct programs for religious and educational purposes and to provide an opportunity to renew old acquaintances and pay devotional respects to the memories of deceased shipmates; and (4) to sponsor or participate in activities of a patriotic nature. And, (5) to engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the

restrictions set forth in these Bylaws and in the Certificate of Incorporation, including, but not limited to, education of the general public as to the historical role of the U.S. S. George Bancroft SSBN 643, other such submarines and the United States Submarine Force, generally, in the defense of the United States of America.

No Officer, Director, Member or Employee of this corporation may engage in any act which might in any way jeopardize the status of this corporation as an exempt organization under Section 501(c)(19) of the Internal Revenue Code or which is in any way contrary to or inconsistent with such status.

ARTICLE THREE - MEMBERSHIP

- I. Any former crewmember, officers and enlisted alike, of the United States Submarine George Bancroft SSBN 643 is eligible to apply for and be accepted as a member of the Association.
- II. Dues for membership shall be as established by the Board of Directors and may be increased or decreased by the Board of Directors as the Board may from time to time see fit.
- III. Honorary Membership. The widow of any former George Bancroft veteran may be awarded an Honorary Membership. Other Honorary Memberships may be awarded as recommended by the Board of Officers or any other member and with the approval of a majority of the membership present during the vote.
- IV. Associate Membership. Any individual who is of good standing and is sponsored by an Association member may apply for Associate membership. Associate membership will be awarded with approval of a majority of the membership present and voting.
- V. Associate members and Honorary members shall not have the right to vote in Association business and shall not be eligible to hold elective office within the Association. However, both Associate and Honorary members shall have the right to participate in general membership meetings, be appointed to and serve on committees and exercise their voice during such meetings.
- VI. The Board of Directors, upon an affirmative vote of a majority of the Directors present at any regular meeting or any special meeting called for the specific purpose, may expel any member who engages in any form of conduct which is contrary to the Purposes of this Foundation, or which singly or cumulatively causes substantial financial or reputation harm to the Association.
- VII. The foregoing provisions notwithstanding, at least 75% of the members shall be past or present members of the U.S.S. George Bancroft SSBN 643 and at least 97.5% of all members shall be past or present members of the U.S.S. George Bancroft SSBN 643.

ARTICLE FOUR – MEETINGS

The bi annual meeting of members of this organization shall be held during the Second Quarter of each odd numbered year, the day date, place and time to be set by the Board of Directors. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization on the First day of the month immediately preceding the month in which said meeting is to be held, a notice telling the time and place of such annual meeting.

The presence of members physically or virtually shall constitute a quorum and shall be necessary to conduct the business of this organization. A quorum as hereinbefore set forth shall be required at any board or business meeting.

The Commander may call special meetings of this organization when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) but not more than thirty (30) 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.

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

All meetings of the Board of Directors and of the various committees may be held via telephone, e-mail, internet "chat room" or in person at the discretion of the Commander or committee chairperson except however, the biennial meeting of members and the biennial meeting of the Board of Directors both of which shall be held in person and, whenever possible, in conjunction with the biennial reunion. If the reunion is canceled due to Inclement weather "Hurricane the week before or impending, public health emergency, public unrest", the Board of Directors will inform the membership as soon as possible as to reason why, and reschedule the event, in this case expecting a reduced turn out the business meeting will be broadcast over the internet to all members at a date and time to be announced.

ARTICLE FIVE - VOTING

At all meetings, except for the election of officers and directors all votes shall be viva voice, if there is a contested election a decision shall be made at that meeting by the membership on how to proceed.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX - ORDER OF BUSINESS

1. Roll Call
2. Pledge of Allegiance and a moment of silence in memory of shipmates on eternal patrol
3. Reading of minutes of the preceding meeting
4. Reports of officers
5. Reports of committees
6. Old and unfinished business
7. New business
8. Good and welfare of the organization
9. Adjournments

ARTICLE SEVEN - BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of four (4) members together who shall also constitute the officers of this organization.

The directors shall be chosen at the bi annual meeting of this organization. Directors chosen to serve as the Commander and Vice Commander, respectively, shall each serve for a term of four (4) years. Directors chosen as the Secretary and Treasurer, respectively, shall each serve for a term of two (2) years. The term of the initial Director chosen as the Vice Commander shall be for two (2) years and thus staggered in such a manner as to ensure that at least one of the director officers shall remain in office from one crew reunion through the next, thus giving corporate memory and continuity to the Board.

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

A majority of the whole Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held at least once during each quarter of the year, either telephonically, electronically or in person, as required.

Each Director shall have one (1) vote and such voting shall not be done by proxy.

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

Vacancies in the 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 term or until the next bi annual meeting of the membership.

The Commander of the organization by virtue of the office shall be chairperson of the Board of Directors. The Secretary of the Corporation shall serve as secretary to the Board of Directors unless the Board of Directors designates another person as "secretary of the meeting" for a specific meeting.

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 organization, for this hearing.

ARTICLE EIGHT - OFFICERS

The officers of the organization shall be as follows:

Commander
Vice Commander
Secretary
Treasurer

Commander: The Commander shall preside at all membership meetings and by virtue of the office be chairperson of the Board of Directors, present at each bi annual meeting of the organization a report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the Commander of such an organization. The Commander shall be chosen by the membership concomitant with his election to the Board of Directors from among those members who once actively served on the crew, officer or enlisted, of the U.S.S. George Bancroft SSBN 643. In addition to his other duties, the Commander shall also function as Editor in Chief of the Association Newsletter and be responsible for its content. He shall also prepare and oversee distribution of all reunion announcements and broaden and enhance membership and attendance.

Vice Commander: The Vice Commander shall in the event of the absence or inability of the Commander to exercise his or her office become acting commander of the organization with all the rights, privileges and powers as if he had been duly elected

Commander. In addition, the Vice Commander shall advise the Commander of matters of interest to the Association and any matter requiring action by the Board of Directors and carry out additional duties as may be assigned by the Commander. The Vice Commander shall be chosen by the membership concomitant with his election to the Board of Directors from among those members who once actively served on the crew, officer or enlisted, of the U.S. S. George Bancroft SSBN 643.

Secretary: The Secretary shall keep the minutes and records of the organization in appropriate books, file any certificates required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, may be assigned as one of the officers required to sign checks and drafts of the organization, present to the membership at any meetings any communications addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the organization, attend to all correspondence of the organization, maintain the membership rolls, and exercise all duties incident to the office of secretary. The Secretary shall be chosen by the membership from among their number concomitant with his/her election to the Board of Directors.

Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render at such stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer. In any event, the Treasurer shall provide a current financial statement to the general membership at each bi annual meeting. The Treasurer shall be chosen by the membership from among their number concomitant with his/her election to the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation. Nothing contained herein shall be interpreted as preventing or proscribing the reimbursement of officers and directors for expenses rightfully authorized and incurred on behalf of the corporation.

ARTICLE NINE - SALARIES and EXPENSES

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 this organization. However, no officer or member of the Association shall be a salaried employee of the Association.

Expense reimbursement will not be made to any member for personal time, travel, local telephone calls or in the preparation of written correspondence for record keeping. Reimbursements will be paid for actual cost of supplies, stamps and other items of a similar nature required to conduct the business of the Association. Receipts will be required for the Treasurer to make payment for reimbursement of expenses incurred on behalf of the Association. The layouts of personal funds are at

the person's own risk unless prior approval is obtained from the Treasurer or the Commander. No asset of the Association may be used to reimburse any member of the Association for travel or other expense in connection with a reunion.

ARTICLE TEN - COMMITTEES

The Commander shall appoint all committees of this organization and which shall serve at his pleasure except as may otherwise be provided herein. Special committees may be appointed and serve as needed. The permanent (standing) committees shall be:

1. The Executive Committee to be made up of the Commander, Vice Commander, Secretary and Treasurer. This Committee shall also be known as and referred to as the Board of Officers.
2. Nominating Committee to consist of the Executive Committee and no less than three and no more than five individuals selected from the general membership. Said committee shall be selected no less than four (4) months prior to the commencement of the next bi annual meeting of members.
3. Membership Committee
4. Reunion Committee
5. Special Events Committee
6. Bylaws Committee

ARTICLE ELEVEN - AMENDMENTS

These By Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the whole Board of Directors or by an affirmative vote of not less than two thirds (2/3) of the members present, qualified and eligible to vote.

ARTICLE TWELVE - SPECIAL OFFICES

The Commander shall, at least bi annually, appoint one or more individuals to fill the following offices:

Ship's Historian: A Ship's Historian shall be appointed by the Commander to compile, categorize and maintain a complete database of the Association's past, present and future events. The Historian will provide selected books of past and present events for viewing during biennial reunions.

Web Page Manager: A Web Page Manager shall be appointed by the Commander to develop and maintain a web page for the Association. The web page should provide information pertaining to the U.S. S. George Bancroft and her crew, links to other submarine related sites and a feedback/communications section, including a database for prospective new members and current member updates.

ARTICLE THIRTEEN - REUNIONS

A reunion will be held biennially in conjunction with the biennial meeting of members and the biennial meeting of the Board of Directors. Reunion locations will be at the discretion of the Board of Officers, taking into account the availability of members in proximity to a given area who are willing to serve on a Reunion Committee.

ARTICLE FOURTEEN - CORPORATE ASSETS

The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD of the Certificate of Incorporation and ARTICLE TWO of these Bylaws and which are not otherwise inconsistent with these Bylaws.

Upon dissolution of the U.S.S. George Bancroft SSBN 643 Association, and after all financial obligations are paid, the remaining assets (except historical materials) will be disbursed as directed by the membership and in a manner which is not inconsistent with the organization's status as a Veterans' Organization pursuant to Section 501 (c)(19) of the Internal Revenue Code, as amended. Historical materials shall be turned over to an organization to be selected by the membership that will preserve the history and lure of the U.S.S. George Bancroft SSBN 643 and its crew.

Additions to Bylaws (December 2020)

1. Promoting an event such as Reunion and off year picnic on the SSBN643.org website classifies that event as an official event.
2. From here forth all event registrations and money will be collected by the Treasurer, at the official organization address, be it check, money order or electronic banking such as PayPal. At the end of each week he shall forward the forms collected during that week to the Secretary via US Mail or Scan and Email.
3. Receipts for reasonable expenses must be submitted for reimbursement with a note justifying said expense for approval by the Treasurer.
4. Pre event purchase of ship store items shall also be collected by the Treasurer with order forms submitted to the Ships Storekeeper via US Mail or email.
5. The Ships Storekeeper while maintaining the ships store at events shall prepare a list of auction items. The CO/VC will appoint an assistant storekeeper to;
 - A. Track the Item being auctioned off the master list.
 - B. Document the winning bid on the item.
 - C. Collect the money during the auction or sales.
 - D. Pace the Auctioneer so as to keep up with the action.
6. Raffle items once donated are the responsibility of the storekeeper and his assistant.
 - A. Funds from the raffles are kept separate from the auction and stores funds.
 - B. Raffle, Auction and stores funds are to be settled up with the Treasurer or his designated representative prior to departure from the event.

By Laws Committee:

Commander – Carl Buckner
Vice Commander – John Kill
Secretary – Bill Badalucca
Treasurer – Dan Oldham
Attorney - John C. Sigler
Ship's Storekeeper – Tim Shugart
Ship's Historian – Timothy Perry
Member – Jim Angelica
Member – Charlie Cannon
Member – Natale Leo

Additions to Bylaws (November 2023)

USS George Bancroft SSBN643 Association
November 19, 2023 – Regular Meeting via Zoom

Amendments to Association Bylaws – Amended December 2020

In accordance with “Article 11 – Amendments” of the current Bylaws, these changes are proposed to “Article 3 – Membership”, to read as follows:

Item II – Annual dues are established by the Board of Directors. A member of the Association paying a yearly due is defined as a “member in good standing” of the Association. Members in good standing have the privilege of holding an elective office in the Association; and, to exercise their right to vote in Association business. Dues are set at twenty five dollars (\$25.00) per calendar year. Dues are paid to the USS George Bancroft SSBN643 – Association by check, money order or electronically by January 15th of each year. Members in good standing may enjoy discounts on Association events, e.g. Reunion, Picnic. The Board of Directors shall determine the amount of a discount. The Board of Directors may decrease or increase the annual dues based on the Association’s financial well-being.

Article IV – Honorary Membership, proposed addition to existing Article:

Honorary members are exempt from the annual dues stated in “Article 3, Item II”.
Honorary member shall not hold elective office nor vote in Association business.

Article V – Associate Membership, proposed addition to existing Article:

Associate members shall pay the annual dues established in “Article 3, Item II” and shall have the same privileges as a member in good standing.

November 19, 2023

RAH.rah

MINUTES OF THE FIRST MEETING

OF THE BOARD OF DIRECTORS OF THE U.S.S. GEORGE BANCROFT SSBN 643 ASSOCIATION

The first meeting of the board of Directors was held, telephonically, on 2001 at 9 AM Eastern Standard Time. There were present, electronically, the following: John A. Kill participating from North Wildwood, N.J., James Angelica from St. Louis, MO, John P. Olsson, Jr. from Preston, CT and William Badalucca from North Port, FL. John C. Sigler, Esq., participated from Dover, DE and acted as Secretary of the Meeting.

The body unanimously waived any and all defects in notice of the meeting which was, nevertheless duly noticed to all initial Directors.

With the unanimous consent of the body, Mr. Sigler acted as temporary Chairman of the meeting pending the adoption of Bylaws.

After considerable deliberation and upon motion duly made and seconded the body adopted the Bylaws which are attached hereto.

Upon motion duly made and seconded, the Board unanimously ratified the election of the following officers as conducted by the members during the initial organization meeting held on October 13, 2001 in Mystic, Connecticut, those officers being:

Commander John A. Kill
Vice Commander John P. Olsson, Jr.
Secretary William Badalucca
Treasurer James Angelica

The Board of Directors then considered the attached Power of Attorney, unanimously authorizing same.(IRS requires a power of attorney to file the proper forms for tax exempt status)

The attached dues structure was then considered and unanimously approved on an interim basis, pending further work by the Executive Committee.

The following Resolution was then considered and approved by unanimous vote of the body:

RESOLVED, that the Treasurer, James Angelica, is hereby authorized and directed to establish such checking and other bank accounts as may be necessary for the operation of the Corporation and to affix his name, as Treasurer, on behalf of the corporation to all documents necessary for the establishment of such accounts and to perform all such other and further acts as may be necessary for the establishment of such accounts, and

BE IT FURTHER RESOLVED, that James Angelica, as the duly elected Treasurer, is hereby authorized and directed to take all necessary steps to qualify this corporation

as a tax exempt organization pursuant to Section 501(c)(19) of the Internal Revenue Code, as amended, and to affix his signature on behalf of the corporation as its Treasurer to all documents required by the Internal Revenue Service for recognition of this corporation as a Veterans' Organization pursuant to Section 501(c)(19), to do all other acts required for such purposes and to otherwise act as this corporation's attorney in fact for the purpose of achieving such recognition by the IRS.

The issue of a newsletter was discussed and the Board deferred further action pending further study to formulate a plan to institute a semi annual newsletter for members.

The Board then formed a committee of the whole to explore and develop a Logo for the organization.

The meeting was adjourned at approximately

Respectfully submitted,

John C. Sigler
Secretary of the Meeting