

BYLAWS OF
THE USS LIBERTY VETERANS ASSOCIATION
a California Nonprofit Corporation

ARTICLE I

NAME

The name of this corporation shall be the USS Liberty Veterans Association.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE.

The principal office for the transaction of the business of the corporation ("principal executive office") is located at 1017 Marklee Way, Modesto, California 95355. The directors may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

MEMBERSHIP

SECTION 1. MEMBERS

The members of the corporation shall consist of the following persons:

- (a) The directors of the corporation;
- (b) The voting members of the unincorporated association known as the USS Liberty Veterans Association; provided that any such virtue of his or her membership in said unincorporated association only for the period commencing from the date of incorporation of the corporation and ending one year after his or her most recent payment of dues to the association;
- (c) Any person who served on board the USS Liberty and who has paid dues to the corporation for the period coinciding with the fiscal year of the corporation to which such dues relate;
- (d) Any person who has paid dues to the corporation for the period coinciding with the fiscal year of the corporation to which such dues relate;
- (e) Any blood relative (spouse, child, brother, sister, etc.) of a deceased USS Liberty crew member and have paid LVA dues for the period coinciding with the fiscal year. They shall have full voting rights. The Secretary shall maintain a list of interested individuals.

SECTION 2. VOTING MEMBERS.

The members of the corporation entitled to vote on corporate affairs shall include those persons described in subsections (a), (b), (c), and (e) of Section 1 of Article III. The voting members of the corporation shall be its "members"

within the meaning of Section 5056 of the California Corporations Code.

SECTION 3. HONORARY MEMBERS.

The honorary members of the Corporation shall include those persons described in subsection (d) of Section 1 of Article III. Honorary members shall not be entitled to vote.

SECTION 4. EQUAL VOTING RIGHTS.

All voting members shall have equal voting rights in the election of board members and in other corporate affairs subject to a vote of the members.

SECTION 5. VOTING BY MAIL.

When in the opinion of the Board of Directors it is deemed desirable, matters may be submitted to the voting members by a mail vote with the same force and effect as if presented at a meeting of the membership; provided, however, that at least a majority of the voting members cast their ballots; and provided, further, that a mail vote shall be invalid and the matter referred to a meeting of the membership, if twenty percent (20%) of the voting members so request. Every ballot used in a mail vote shall state that twenty percent (20%) of the voting membership have the right to call a meeting of the membership for the consideration of the questions submitted to them by mail.

SECTION 6. APPLICATION FEE.

There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be nonrefundable.

SECTION 7. DUES.

The annual dues payable to the corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. The Board may revise the schedule of dues annually. The dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board.

SECTION 8. TRANSFERABILITY OF MEMBERSHIP.

Neither the membership in the corporation nor any rights in the membership may be transferred for value or otherwise.

SECTION 9. MEETINGS.

The members shall meet every third year in the month of June at a place and time designated by the Board of Directors. At such time there shall be an election of members of the Board of Directors and any other proper business shall be conducted. Special meetings at other times may be called by the President, by a majority of the Board of Directors, or upon the written request of twenty percent (20%) of the voting members filed with the Secretary.

SECTION 10. NOTICE OF MEETINGS.

Written notice of regular and special meetings shall be given by the Secretary to each voting member by first-class mail not less than ten (10) nor more than ninety (90) days prior to the date of the meeting. Said notice shall state the place, date and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (2) in the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the voting members, but any proper matter may be presented at the meeting for such action unless less than one-third of the voting members are present in person or by proxy. The notice of any meeting at which directors are to be elected shall include the names of those who are nominees at the time the notice is given to members.

SECTION 11. QUORUM.

Five percent (5%) or not less than ten (10) of the voting members in good standing shall constitute a quorum for the transaction of business.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. Any

number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 2. RESPONSIBILITIES OF OFFICERS.

(a) President. The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation. He shall preside at all meetings of the voting members and of the Board of Directors. He shall appoint all committee chairpersons with the approval of the Board and be an ex officio member of all such committees except the Nominating Committee. He shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(b) Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or the Bylaws.

(c) Secretary. The Secretary shall attend to the following matters:

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of the voting members,

the Board and committees of the Board, with the time and place of holding, whether regular or special, how authorized the notice given, the names of those present at such meetings and the proceedings of such meetings.

(ii) Record of members and directors. The Secretary shall keep or cause to be kept, at the principal executive office, a record of the corporation directors and members, showing the names of all directors and members and their addresses, and the membership class of each member.

(iii) Notices, seal and other duties. The secretary shall give or cause to be given notice of all meetings of the voting members and of the Board required by the Bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(iv) Treasurer – Treasurer may appoint a Director of Finance with the approval of the remaining board of directors to accomplish the aforementioned duties and responsibilities. The Director of Finance will be supervised by the Treasurer and is a member of the Executive Committee.

(d) Treasurer. The Treasurer shall attend to the following matters:

(I) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial

statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board and shall disburse the funds of the corporation as may be ordered by the Board or the President.

(iii) Reports; Budget. The Treasurer shall submit quarterly financial statements to the Board and shall submit a proposed budget to the Board prior to August 31 of each year. The Treasurer shall also prepare and submit to the voting members and the Board the annual report required by Section 4 of Article IX.

SECTION 3. ELECTION OF OFFICERS.

The officers of the corporation shall be chosen by the Board of Directors from among its own members, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Officers shall hold office for three (3) years and until their successors are elected. Election shall be by voice vote unless additional nominees have been made, in which case a written ballot shall be used. If there is more than one (1) nominee for any office, the nominee receiving the highest number of votes among such nominees shall be

elected. Any officer may be re-elected as long as that person is a director.

SECTION 4. REMOVAL OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any meeting of the Board.

SECTION 5. RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation will be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES.

A vacancy in any office because of death, resignation, removal or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. In the case of disability to act the Board, in its discretion, may reappoint such person at such time that the disability is removed.

ARTICLE V

DIRECTORS

SECTION 1. POWERS AND DUTIES.

Subject to the provisions of the California Nonprofit Corporation Law and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

SECTION 2. NUMBER AND TERM OF DIRECTORS.

This corporation shall have five (5) directors. The number of authorized directors may be decreased or increased by amendment of the Articles of Incorporation or these Bylaws. Each director shall hold office for a term of three years.

SECTION 3. MEETINGS.

There shall be at least four (4) meetings of the Board of Directors every year in January, April, June and September. Special meetings at other times may be called by the President or any three (3) members of the Board. Meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. [Meetings of the Board of Directors may also be held at any place consented to in writing by all the Board members, either before or after the meeting] If

consents are given, they shall be filed with the minutes of the meeting. Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 4. NOTICE.

(a) Manner of giving. Notice of the time and place of meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(b) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(c) Notice contents. The notice shall state the time, place and purpose for the meeting.

SECTION 5. QUORUM.

Three directors shall constitute a quorum for the transaction of business (unless there is only one director then in office), except to adjourn as provided in Section 7 of this Article V. Every act or decision done or made by a majority of the directors, present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 6. WAIVER OF NOTICE.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents and approvals shall be filed

with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 7. ADJOURNMENT.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 8. NOTICE OF ADJOURNMENT.

Notice of the time and place of holding a meeting held to continue the business of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place of the meeting shall be given as prescribed in Section 4 of this Article V.

SECTION 9. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 10. FINALITY OF BOARD DECISIONS.

The decisions of the Board shall be final in all matters, subject only to an appeal of the voting members. Such an appeal may be taken only if twenty-five percent (25%) of the voting members shall file a written demand for such appeal with the Secretary within ten (10) days after announcement of the decision by the Board. A meeting of the voting members for the hearing of such appeal shall be held within twenty (20) days after receipt of such demand, and forty-eight (48) hours' notice of such meeting and the purpose thereof shall be given to all voting members by the Secretary. The decision of the Board shall be reversed only by a two-thirds (2/3) vote, or by a greater majority of the voting members at the meeting at which such appeal is considered.

SECTION 11. COMPENSATION.

All directors of the corporation shall serve without compensation.

ARTICLE VI

ELECTION, REMOVAL AND REPLACEMENT OF DIRECTORS

SECTION 1. ELECTION PROCEDURES.

The President in consultation with the Board shall appoint a Nominating Committee of three (3) voting members who are not directors in April of every third year. The Nominating Committee shall promptly nominate one (1) candidate to fill each of the directorships to be filled at the

regular meeting of the voting members in June. The chairperson of the regular meeting shall also call for additional nominees from the members present. Election shall be by voice vote unless additional nominees have been made, in which case a written ballot shall be used. If there are more nominees for elected directorships than the number of directors to be elected, the nominees receiving the highest number of votes shall be elected.

SECTION 2. TERM OF OFFICE.

Board members shall take office following their election and each shall serve for a term of three years. Elected Board members shall serve on the Board for no more than two (2) consecutive terms; provided that a third consecutive term of two (2) years is permissible with the unanimous recommendation of the Nominating Committee and approval of the Board.

SECTION 3. REMOVAL.

Elected Board members may be removed in accordance with Sections 5221 and 5222 of the California Corporations Code.

SECTION 4. VACANCIES.

Vacancies occurring in an elected directorship, except by reason of the removal of an elected director, may be filled by a majority vote of the remaining Board members, though less than a quorum, or by the sole remaining director. Vacancies occurring on the Board by reason of the

removal of an elected director may be filled only by approval of the members. A Board member elected to fill a vacancy shall hold office until his or her successor is elected at a regular or special meeting of the corporation.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and such others as may be appointed by the President with the approval of the board. To include:

- (a) Director of Finance – to assist the Treasurer
- (b) Editor – to organize and assist in the creation of a newsletter
- (c) Director of Operations – maintain a current list of appropriate users and add or delete users as directed by the board. In addition, he shall assist the board to contact various government agencies and civic groups.
- (d) Ship's Store Manager – maintains items for sale and mails items to respective buyers.

SECTION 2. POWERS

The Executive Committee shall be authorized to transact any necessary business on behalf of the Board between Board meetings, except in such matters as the Board shall define, and except that the Executive Committee may not:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval.
- (b) Fill vacancies of the Board or in any committee which has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal Bylaws or adopt new Bylaws.

(e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(f) Appoint any other committees of the Board or the members of these committees.

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve any self-dealing transaction, as defined in Section 5233 of the California Corporations Code.

Actions taken by the Executive Committee shall be recorded in the official minutes of the next regular Board meeting.

SECTION 3. EMERGENCY ACTION.

Four (4) members of the Executive Committee, to include the President and the Treasurer, shall be empowered in an emergency to act, upon unanimous vote, with the authority of the Executive Committee.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

SECTION 1. APPOINTMENT.

The President, in consultation with the Board, shall appoint the chairpersons of all standing and special committees. With the exception of the Nominating Committee, all of whose members shall be appointed by the President in

consultation with the Board, each committee chairperson shall select other members of his or her committee.

SECTION 2. STANDING COMMITTEES.

The standing committees may include, but need not be limited to, the following: Sales and Membership, Educational Policy, and Planning and Development.

SECTION 3. SPECIAL COMMITTEES.

Special committees may be appointed as deemed advisable by the Board.

SECTION 4. DUTIES AND RESPONSIBILITIES.

Duties and responsibilities of standing and special committees shall be assigned by the Board; provided that no such committee shall have the power or authority to take any of the actions specified in subsections (a) through (h) of Section 2 of Article VII.

SECTION 5. TERM OF SERVICE.

Membership on committees having continuing operations shall coincide with the term of the President.

ARTICLE IX

RECORD AND REPORTS

SECTION 1. MAINTENANCE OF ARTICLES AND BYLAWS.

The corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws, as amended to date.

SECTION 2. MAINTENANCE OF OTHER CORPORATE RECORDS.

The accounting books, records and minutes of proceedings of the Board and any committees of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

SECTION 3. INSPECTION BY MEMBERS AND DIRECTORS.

Every member and director shall have the right at any reasonable time to inspect the Articles, Bylaws, membership list, books, records and documents of every kind and the physical properties of the corporation. The right of inspection includes the right to copy and make extracts of documents.

SECTION 4. ANNUAL REPORT TO VOTING MEMBERS AND DIRECTORS.

The corporation shall provide to the voting members and directors within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by California Corporations Code Section 6322.

The annual report shall be accompanied by any report of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that the annual report was prepared without audit from the books and records of the corporation.

ARTICLE X

FISCAL YEAR

This fiscal year of this corporation shall be July 1 to June 30.

ARTICLE XI

AMENDMENTS

These Bylaws may be adopted, amended or repealed by a vote of a majority of the members of the Board of Directors at any Board meeting duly and regularly called, except that a Bylaw fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written

consent of a majority of the voting members of the corporation or by the vote of two-thirds (2/3) of a quorum at a properly convened meeting.

ARTICLE XII

USS Liberty Veterans Association email collective.

The purpose of the collective is provided as a communication tool for the entertainment and quick method of providing necessary advice and/or council

(a) Membership: Only members as defined in Article III, Section 2, will be included in this collective.

(b) The board of directors shall ensure that no vulgar, offensive, contemptible, or fallacious emails are sent. Violators as determined by the board of directors shall be removed from the above (a) list for a period of 30 days after a warning is provided by email to the offender. Continual violation shall result in a total ban of that individual.