

GATEWAY CHAPTER NAVAL CRYPTOLOGIC VETERANS ASSOCIATION

CONSTITUTION/BY-LAWS

Rev03 dated 21May2011

ARTICLE I - Name

The name of this organization is **GATEWAY CHAPTER - NAVAL CRYPTOLOGIC VETERANS ASSOCIATION**, hereafter referred to as **GATEWAY CHAPTER - NCVA**.

ARTICLE II - Purpose and Objectives

The **GATEWAY CHAPTER - NCVA** is a not-for-profit Naval Veteran organization that promotes the fraternal, social, spiritual and recreational environment of the United States Armed Services, primarily the United States Navy. The functions of the Chapter include:

- a. Conducting periodic Chapter reunions.
- b. Advocating a strong and adequate U.S. Armed Forces sufficient to maintain security interests worldwide.
- c. Supporting efforts to preserve and strengthen the security capabilities of the Cryptologic Elements of the Armed Services, the Department of Defense and other Agencies of the United States Government.
- d. Encouraging membership in the National NCVA and supporting the preservation of the history of cryptology by the members and appropriate Federal Agencies.
- e. Hosting the National NCVA Reunion, when appropriate.

ARTICLE III - Membership and Dues

The **GATEWAY CHAPTER - NCVA** membership region, centered in St. Louis, MO, covers an approximate 250 mile radius. This region makes contact with eight states and is bounded on the West by Kansas City, Kansas; on the North by Des Moines, Iowa and Chicago, Illinois; on the East by Indianapolis, Indiana and Louisville, Kentucky; and on the South by Memphis, Tennessee and Little Rock, Arkansas.

The **GATEWAY CHAPTER - NCVA** does not desire or intend to infringe upon regions of other Chapters of the Naval Cryptologic Veterans Association. Members of other NCVA Chapters are welcome to attend our Chapter meetings and functions.

Eligibility for membership in the **GATEWAY CHAPTER - NCVA** requires the prerequisite of membership in the National NCVA and follows the same criterion which includes:

- a. Regular or Reserve veterans of the U.S. Naval Cryptologic organization.
- b. Regular or Reserve veterans of the U.S. Marine Corps, U.S. Coast Guard, U.S. Army and U.S. Air Force who served on permanent duty with the U.S. Naval Cryptologic organization.
- c. U.S. Federal Service personnel who have served ten (10) or more years in the U.S. Naval Cryptologic organization.
- d. Spouses of deceased personnel who were members or were qualified for membership.

Only **GATEWAY CHAPTER - NCVA** members, with residence within the regional boundaries, may vote on this Chapter's issues and hold office within this Chapter. Spouses of members are allowed voting privileges on Chapter's issues, but are not allowed to hold a Chapter Officer position; follow same verbiage as National NCVA when published.

There is no initial charge or annual dues for membership in the **GATEWAY CHAPTER - NCVA**.

ARTICLE IV - Meetings

The **GATEWAY CHAPTER - NCVA** Membership shall initially elect five (5) members to the Board of Directors. The Board of Directors shall convene annual Chapter meetings to appoint Officers of the Chapter and conduct other business as required. Three (3) members shall constitute a quorum.

ARTICLE V - Board of Directors

The **GATEWAY CHAPTER - NCVA** shall be governed by the Board of Directors. Each elected Director shall serve for five (5) years, with the terms of office arranged so the term of at least one (1) Director will expire annually. The Board of Directors shall function as the Chapter's nominating committee for all appointments and will appoint the Chapter Officers at the annual Chapter meeting. Members may submit nominations to the President at any time prior to the selection. All nominations must have the concurring statement of the nominee, signifying a willingness to serve. If the position of any Director or appointed Officer becomes vacant, the President or Vice-President shall appoint a replacement to complete the remainder of the term. The Board of Directors are authorized to initiate emergency actions to resolve any issue affecting the Chapter and to advise the membership of the reasoning for the action taken at the next following Chapter meeting.

ARTICLE VI - Officers and Duties

The **GATEWAY CHAPTER - NCVA** Board of Directors shall appoint three (3) Officers for the Chapter: a President, a Vice President and a combined Secretary/Treasurer. The Secretary/Treasurer Officer position may be separated if the membership growth becomes unmanageable by the one Officer with concurrence of the Board of Directors.

- a. President - The President shall be the presiding member of the Board of Directors at all meetings and is responsible to the Board and membership for the administration and operation of the Chapter. The initial term of the President, upon establishment of the Chapter, is one year and sequential terms are two years.
- b. Vice-President - The Vice-President shall assist the President in the administration and operation of the Chapter and maintain a staff of assistants for Administration, Finance, Promotion, Advertising and Logistics. The Vice-President shall assume the duties of the President when required. The term of the Vice-President is two years.
- c. Secretary/Treasurer - The Secretary/Treasurer shall perform the duties of Recording Secretary and Membership Secretary which includes maintaining all files and records of the Chapter, recording the Minutes of Meetings and maintaining a membership file; and shall collect, have charge of and disburse all funds and report the financial standing of the Chapter to the Directors at the annual meeting and other meetings as requested. The Secretary/Treasurer is the primary signatory for the Chapter's checking and/or savings accounts. The term of the Secretary/Treasurer is three years.

1. Any member of the Board of Directors has secondary signature rights for the Chapter's checking and/or savings accounts; this attempts to foresee any emergency situations. A letter from the current Chapter President to the selected bank holding or to hold the Chapter's account(s) will list the current Directors with their term of office.
- d. Director-At-Large #1 - The Director-At-Large #1 shall assist the Vice-President in maintaining a staff of assistants for Administration and Finance; and other responsibilities as assigned by the President. The term of the Director-At-Large #1 is two years.
- e. Director-At-Large #2 - The Director-At-Large #2 shall assist the Vice-President in maintaining a staff of assistants for Promotion, Advertising and Logistics; and other responsibilities as assigned by the President. The initial term of the Director-At-Large #2, upon establishment of the Chapter, is one year and sequential terms are two years.

ARTICLE VII - Ownership

The **GATEWAY CHAPTER - NCVA** is a non-stock organization. No part of the net earnings of the chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Chapter.

In the event of dissolution of the **GATEWAY CHAPTER - NCVA**, all of the assets and property remaining after all debts, obligations, and expenses have been paid, shall be distributed to the National NCVA.

ARTICLE VIII - Amendments

Only **GATEWAY CHAPTER - NCVA** members, as described in Article III, may introduce changes to these constitution/by-laws. The proposed amendment changes will be accepted by a 51% vote of the members attending any scheduled Chapter general meeting.

We hereby certify that these constitution/by-laws have been adopted by this Chapter of the Naval Cryptologic Veterans Association.

Cameron Cook – Director and President	<u>21May2011</u> Date
Cal Fulmer – Director and Vice President	<u>21May2011</u> Date
John Whitworth – Director and Secretary/Treasurer	<u>21May2011</u> Date
Samuel Thompson – Director-At-Large #1	<u>21May2011</u> Date
Larry Gifford – Director-At-Large #2	<u>21May2011</u> Date