

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

**ARTICLE I**

Name

The name of the organization shall be MCB Eleven Association.

**ARTICLE II**

Objectives

Objectives of the Association shall be:

- a. to continue a spirit of friendship among all current members and their dependents.
- b. to participate in and create activities which shall be of service to the Association and the Seabee community.
- c. to exist as a non-profit organization.

**ARTICLE III**

Membership

Section 1. The membership of the Association shall be current or former Seabees or any military members serving or having served in a Seabee unit or in a Seabee rating and their dependents and shall be classified as members or ~~and~~ associate members.

- a. Dues amounts shall be proposed by the Executive Committee and voted upon by the Association.
- b. full voting privileges shall include all dues paid members.
- c. non-voting associate members shall include descendants and/or dependents of current or former members.

Section 2. A member under the terms of Section 1a and Section 1b of this article shall be declared a member of the Association upon payment of the annual dues for the year in which he/she requests membership.

Section 3. The membership year is from 1 January to 31 December. New members' dues will be prorated by month to December 31<sup>st</sup> if joining other than in January. Membership dues paid for three year periods are not prorated.

Section 4. Any member whose dues are not paid by March 1 shall be automatically dropped from membership in the Association.

Section 5. Annual dues payments expire on the same date at the fiscal year of the Association, December 31.

**ARTICLE IV**

Fiscal Responsibility

Section 1. The fiscal year shall begin on the first day of January and shall end on the thirty first day of December.

Section 2. The finance committee shall perform a financial review of the treasurer's records annually and shall report the results to the Association.

**ARTICLE V**

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

Officers

Section 1. The Officers shall be President, President Elect, Secretary, Chaplain and Treasurer.

Section 2. The term of office shall be two years.

Section 3. Officers shall assume their duties immediately following the regular meeting and shall serve for two years or until successors are duly elected.

**ARTICLE VI**

Nominations and Elections

Section 1. Officers shall be elected by vote during a regular meeting of the Association.

Section 2. The immediate past President is chair of the nominating committee and shall appoint committee members as needed.

Section 3. The Chairman of the Nominating Committee shall present the nominees for each office at the regular meeting when officer terms expire.

Section 4. The nominees shall be elected by vote at the regular meeting following action by the nominating committee. If so desired, additional nominees for the offices of President Elect, Secretary, Chaplain and Treasurer, can be made by receiving a nomination, and a second at the regular meeting when elections are scheduled. If for some reason the regular meeting is postponed ballots shall be submitted by mail or e-mail.

Section 5. Vacancies in office shall be handled as follows:

a. in the event of death, resignation, or incapacity of the President, the President Elect shall become the President for the unexpired term.

b. vacancies in all other offices shall be filled for the unexpired term by the Executive Committee.

**ARTICLE VII**

Duties of Officers

Section 1. The President shall be the principal Officer of the Association and shall:

- a. preside at all meetings of the Association, the Executive Committee, and the Advisory Board.
- b. appoint standing and Special Committee Chair with the approval of the Executive Committee.
- c. serve as ex-officio member of all committees except the nominating committee.
- d. appoint two tellers at the business meeting for counting votes.

Section 2. The President Elect shall:

- a. perform the duties of the president in the absence of the president.
- b. become president for the unexpired term in the event of the death, resignation, or incapacity of the president.
- c. serve in such capacities as may be assigned by the president.
- d. become President at the end of current President's term.

Section 3. The Secretary shall: Take and record accurately minutes of the proceedings of all meetings of the Association, the Executive Committee, and the Advisory Board.

Section 4. The Chaplain shall:

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

- a. conduct a memorial service at the annual reunion for those members who have passed away.
- b. when notified of the death of an Association member, send condolences on behalf of the Association.
- c. when notified of the illness of an Association member, send get well cards on behalf of the Association.

Section 5. The Treasurer shall:

- a. be the Membership Committee Chair.
- b. oversee all Association monies.
- c. report annually on the financial status of the Association.
- d. pay all budgeted items of the Association.
- e. be authorized signature on any Association bank accounts.
- f. keep an itemized record in a permanent file and a copy of receipts, invoices, disbursements and any forms (e.g. IRS form 990 N) as required by law.
- g. serve as ex-officio member of the finance committee and serve as a member of all committees which receive or disburse monies.
- h. Treasurer's spouse may act as co-treasurer with the same fiscal authority as the Treasurer.

Section 6: Each Officer, shall deliver to his/her successor within 45 days after completing his/her term of office all accounts, records, books, papers and other properties belonging to the Association.

**ARTICLE VIII**

Association Meetings

Section 1. Regular meetings shall be held as a part of the annual reunion of the Association.

Section 2. Special meetings shall be called by the President or by the Executive Committee provided all members are notified in writing of time, place and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call, or as developed and/or resulting from such action.

Section 3. A simple majority of the attendees shall constitute a quorum when voting.

Section 4. Response from at least thirty (30) members shall constitute an official vote in person, by mail or e-mailed in ballots.

**ARTICLE IX**

Executive Committee

Section 1. The elected Officers of the Association shall constitute the Executive Committee.

Section 2. The Executive Committee shall

- a. supervise the affairs of the Association.
- b. make recommendations for the growth and prosperity of the Association.
- c. make recommendations to the Association regarding proposed amendments to the by-laws.

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

d. transact any business between Association meetings, and report at the next meeting.

Section 3. The Executive Committee shall meet on call of the President.

Section 4. The Executive Committee shall fill the unexpired term of any office except that of the president, made vacant by resignation or other cause.

Section 5. The Executive Committee shall approve standing and special committee appointments made by the President.

Section 6. A simple majority of the members of the Executive Committee shall constitute a quorum.

**ARTICLE X**

Advisory Board

Section 1. The elected Officers, the standing and special committee Chair, and the immediate past president shall constitute the Advisory Board.

Section 2. The Advisory Board shall hold a minimum of one meeting during the year.

Section 3. Special meetings of the Advisory Board may be called by the President or written request of three (3) members of the Advisory Board.

Section 4. A simple majority of voting members of the Advisory Board shall constitute a quorum.

Section 5. No Advisory Board members shall have more than one vote and no voting by proxy shall be allowed.

**ARTICLE XI**

Standing Committees

Section 1. The standing committees of the Association shall be Finance, Membership, Newsletter, History, Reunion, Web Site and By-laws and ships store (if operating).

Section 2. Committee Chair and committee members shall be appointed for a term of two years.

Section 3. The Finance Committee shall be composed of a Chair and two (2) members with the Treasurer as a member ex-officio without vote. It shall be the duty of the finance committee to review the financial records in accordance with Article IV and report recommendations to the Executive Committee.

Section 4. The Membership Committee shall be composed of a Chair and such members as circumstances require. It shall be the duty of the membership committee to receive the annual dues of members and to deposit all monies, sending a copy of the deposit slip to the treasurer, to keep a permanent file of members, to promote, expand, and stabilize membership.

Section 5. The Newsletter Committee shall be composed of a Chair (Editor) and such members as circumstances require. It shall be the duty of the newsletter committee to edit and publish the Associations newsletter.

Section 6. The History Committee shall be composed of the Chair (Historian) and such members as circumstances require. It shall be the duty of the history committee to compile, update and publish the MCB Eleven history.

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

Section 7. The Reunion Committee shall be composed of the Chair and such members as circumstances require.

- a. It shall be the duty of the reunion committee to plan and make all arrangements for the Association reunion and regular meeting.
- b. The chair of the committee shall sign any required contracts, receive all registration fees, pay all reunion invoices, maintain a reunion checking account, and provide financial reports to the Treasurer.
- c. The Reunion Chair's spouse may act as co-chair with the same fiscal authority as the chair of the reunion committee.

Section 8. The Web Site Committee shall be composed of a Chair and such members, as circumstances require. It shall be the duty of the web site committee to maintain and upgrade the Association web site.

Section 9. The By-laws Committee shall be composed of a Chair and such members, as circumstances require. It shall be the duty of the committee to review, edit and submit to the Executive Committee recommendations for amendments to the by-laws.

Section 10. The Ships Store Committee, if needed, shall be composed of a Chairman and such members as the circumstance require. It shall be the duty of the committee to establish their operating procedures and to keep accurate financial records as directed by the Treasurer.

**ARTICLE XII**

AD-HOC Committees

Ad hoc or special project committees, shall be appointed as circumstances require. The committees shall have a Chair and such membership as circumstances require. They shall submit their recommendations to the Executive Committee.

**ARTICLE XIII**

Dissolution

Section 1. In the event that the Association membership decreases to the point that the Association is no longer viable, the Association shall be dissolved.

Section 2. If the Executive Committee determines that in the best interests of the membership the Association should be dissolved, the Executive Committee, in accordance with Article IX, shall make a recommendation via mail or e-mail to the membership on dissolution that outlines the reasons for the recommendation. Members shall have sixty (60) days to offer comments or raise questions.

Section 3. After the sixty (60) day comment period has ended and the Executive Committee has discussed all comments that were received, if dissolution is still recommended, a mail or e-mail will be sent to all members by the Membership Committee Chairman or Secretary along with a report from the Treasurer of the Association that provides an accounting of all funds held by the Association and any inventory owned by the Association.

Section 4. The mail or e-mail shall also include a vote on dissolution with a sixty (60) day voting period. The votes shall be counted by the Executive Committee and determined by a simple majority of the votes received.

**BY-LAWS**  
**MCB ELEVEN ASSOCIATION**

Section 5. If dissolution is approved, any inventory shall be liquidated by sending all members and inventory list and prices. Inventory will be sold on a first-come basis. After sixty (60) days, any remaining items will be disposed of as determined by the Executive Committee.

Section 6. After all dissolution costs have been paid, Treasurer shall forward remaining Association funds to the Seabee Memorial Scholarship Association (SMSA).

Section 7. The Secretary of the Association shall coordinate the filing of any documents required for dissolution of the Association with the state registered in at that time.

Section 8. The Treasurer shall file all required IRS forms showing Association has been dissolved.

**ARTICLE XIV**

Amendments

Section 1. Amendments to these by-laws may be proposed by the Advisory Board, Executive Committee or **By-laws Committee**.

Section 2. All proposed amendments shall be presented to the Executive Committee prior to presentation to the Association.

Section 3. All proposed amendments shall be presented at an Association regular meeting.

Section 4. These by-laws may be amended by a two-thirds (2/3) vote of members present at the regular meeting and mail-in or e-mailed votes received within 60 days prior to the regular meeting.

Approved by Association members present at the regular meeting in Branson, MO on 25 September 2004.

Approved by Association members present at the regular meeting in Washington, DC on 15 October 2005.

Approved by Association members present at the regular meeting in Albuquerque, NM on 23 September 2006.

Approved by Association members present at the regular meeting in Gulfport, MS on 11 September 2007.

Approved by Association members present at the regular meeting in Saint Louis, MO on 27 on September 2008.

Approved by Association members present at the regular meeting in Corpus Christi, TX on 17 October 2009.

Approved by Association members present at the regular meeting in Charleston, SC on 26 April 2023.