

AAONHC

THE AMERICAN ASSOCIATION OF NAVY HOSPITAL CORPSMEN

BYLAWS (REVISED 2011)

FOUNDED 1993

FOUNDING PURPOSE:

THE NAME OF THE ORGANIZATION SHALL BE THE AMERICAN ASSOCIATION OF NAVY HOSPITAL CORPSMEN (AAONHC), FOUNDED IN 1993 AT MEMPHIS, TENNESSEE. THE ASSOCIATION'S FOUNDER IS JOE B. HAVENS, SENIOR CHIEF HOSPITAL CORPSMAN, U.S. NAVY RETIRED, WHO SHALL BE PRIVILEGED TO SERVE AS PRESIDENT EMERITUS AND PERMANENT MEMBER OF THE ASSOCIATION'S BOARD OF DIRECTORS.

THE MISSION OF THE ASSOCIATION:

WE HONOR THOSE WHO SERVED TO FORGE THE HERITAGE OF THE HOSPITAL CORPS OF THE UNITED STATES NAVY AND TO PROVIDE PEACE AND SECURITY FOR AMERICA. WE GIVE TRIBUTE TO THOSE WHO PERISHED AND TO THOSE WHO PRESENTLY SERVE.

ARTICLE I: OFFICES

THE PRINCIPAL OFFICE OF THE ASSOCIATION WAS FOUNDED IN THE STATE OF TENNESSEE. THE ASSOCIATION WAS INCORPORATED IN THE STATE OF MISSOURI. THE ASSOCIATION SHALL DESIGNATE A REGISTERED OFFICE IN ACCORDANCE WITH LAW AND SHALL MAINTAIN IT CONTINUOUSLY. THE ASSOCIATION MAY HAVE OFFICES AT SUCH OTHER PLACES WITHIN AND WITHOUT THE STATES OF TENNESSEE AND MISSOURI AS THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, DETERMINE.

ARTICLE II: MEMBERS

SECTION I: QUALIFICATION

TO QUALIFY FOR MEMBERSHIP, ELIGIBLE PERSONS ARE MEN AND WOMEN WHO HAVE SERVED AS PHARMACIST MATES OR HOSPITAL CORPSMEN IN THE UNITED STATES NAVAL SERVICE. ALSO ELIGIBLE ARE NAVY PHYSICIANS, NAVY NURSES AND THOSE IN THE ARMY, COAST GUARD OR AIR FORCE WHO SERVED IN SIMILAR CAPACITY IN THE UNITED STATES NAVAL SERVICE. WIDOWS AND WIDOWERS OF THOSE IN THE ABOVE CATEGORIES ARE ALSO ELIGIBLE. DENTAL TECHNICIANS ARE NOW ELIGIBLE TO JOIN THIS ASSOCIATION AS THE DT RATING IS NOW HM.

SECTION 2: HONORARY MEMBERS

HONORARY MEMBERSHIP IS RESTRICTED TO INDIVIDUALS WHO HAVE DISTINGUISHED THEMSELVES IN BEHALF OF THE HOSPITAL CORPS. SUCH AN INDIVIDUAL MUST BE RECOMMENDED BY A MEMBER AND APPROVED BY A MAJORITY OF THE MEMBERSHIP IN ATTENDANCE AT THE ANNUAL MEETING OF THE ASSOCIATION. HONORARY MEMBERS SHALL BE NON-VOTING MEMBERS.

SECTION 3: DUES

MEMBERSHIP DUES SHALL BE TWENTY (\$20.00) PER YEAR OR SUCH SUM AS MAY BE DEEMED BY THE BOARD OF DIRECTORS AND RATIFIED BY THE MEMBERSHIP IN ATTENDANCE AT AN ANNUAL MEETING. DUES WILL BE COLLECTED ON JANUARY 1ST OF EACH YEAR AND WILL BE CONSIDERED DELINQUENT AFTER MARCH 31ST OF THE SAME YEAR. A LIFETIME MEMBERSHIP MAY BE INITIATED BY THE BOARD OF DIRECTORS WITH A SIMPLE MAJORITY VOTE. THERE WILL BE NO DUES COLLECTED FROM LIFE MEMBERS AFTER THE COLLECTION OF THE ONE TIME FEE.

SECTION 4: ANNUAL MEETINGS

THE DATE AND PLACE OF THE ANNUAL MEETING SHALL BE DECIDED BY THE MEMBERS, OR BY THE BOARD OF DIRECTORS, SHOULD THE MEMBERS FAIL TO MAKE A DECISION. THE PURPOSE OF THE ANNUAL MEETING IS TO ELECT THE BOARD OF DIRECTORS AND OFFICERS AND TO TRANSACT SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEMBERSHIP. THE ANNUAL MEETING OF MEMBERS FOR ANY YEAR SHALL BE HELD NO LATER THAN THIRTEEN (13) MONTHS AFTER THE LAST ANNUAL MEETING OF MEMBERS. HOWEVER, FAILURE TO HOLD AN ANNUAL MEETING SHALL IN NO WAY AFFECT THE TERMS OF OFFICERS OR DIRECTORS OF THE ASSOCIATION OR THE VALIDITY OF ACTIONS OF THE ASSOCIATION.

SECTION 5: SPECIAL MEETINGS

SPECIAL MEETINGS OF MEMBERS MAY BE RECOMMENDED BY THE PRESIDENT OR CALLED BY A MAJORITY OF THE BOARD OF DIRECTORS THEN IN OFFICE OR BY A MAJORITY OF THE MEMBERSHIP IN GOOD STANDING. THE PURPOSE OF EACH SPECIAL MEETING SHALL BE STATED IN A NOTICE AND MAY ONLY INCLUDE PURPOSES WHICH ARE LAWFUL AND PROPER FOR MEMBERS TO CONSIDER.

SECTION 6: PLACE OF MEETING

THE BOARD OF DIRECTORS MAY DESIGNATE ANY PLACE OF MEETING FOR ANY MEETING OF MEMBERS. THE PRESIDENT AND/OR THE BOARD OF DIRECTORS SHALL DESIGNATE AN ANNUAL CHAIRPERSON FOR THE ANNUAL MEETING.

SECTION 7: NOTICE OF MEETING

WRITTEN NOTICE STATING DATE, PLACE AND HOUR OF THE ANNUAL MEETING SHALL BE DELIVERED TO MEMBERS NOT LESS THAN THIRTY (30) DAYS OR MORE THAN NINETY (90) DAYS BEFORE THE DATE OF SUCH MEETING. SUCH NOTICE SHALL BE CONSIDERED DELIVERED WHEN SENT TO MEMBER'S E-MAIL ADDRESS OR DEPOSITED IN THE U.S. MAIL, WITH POSTAGE PREPAID THEREON, ADDRESSED TO THE MEMBER AT THE INDIVIDUAL'S ADDRESS AS IT APPEARS ON THE RECORDS OF THE ASSOCIATION.

SECTION 8: QUORUM

THE AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERS ENTITLED TO VOTE, AT THE ANNUAL MEETING OR ANY SPECIAL MEETING, ON ANY SUBJECT MATTER SHALL BE THE ACT OF THE MEMBERS.

SECTION 9: VOTES

EACH VOTING MEMBER IN GOOD STANDING SHALL BE ENTITLED TO ONE VOTE AT A MEETING ON EACH MATTER SUBMITTED TO A VOTE OF THE MEMBERSHIP.

SECTION 10: IN GOOD STANDING

"IN GOOD STANDING" SHALL MEAN A MEMBER AS DEFINED IN ARTICLE II, SECTION 1, WHO HAS PAID DUES AS PROVIDED IN ARTICLE II, SECTION 3.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1: QUALIFICATIONS

THE AFFAIRS OF THE ASSOCIATION SHALL BE MANAGED BY A BOARD OF DIRECTORS, WHO SHALL BE ELECTED AT THE ANNUAL MEETING. ALL BOARD OF DIRECTORS SHALL BE MEMBERS IN GOOD STANDING.

SECTION 2: NUMBER OF DIRECTORS:

THE BOARD SHALL CONSIST OF NOT LESS THAN FIVE (5) AND NOT MORE THAN NINE (9) DIRECTORS. THE BOARD OF DIRECTORS MAY INCREASE OR DECREASE THE NUMBER OF DIRECTORS. EACH DIRECTOR SHALL HOLD OFFICE UNTIL A QUALIFIED SUCCESSOR SHALL HAVE BEEN ELECTED. THE ASSOCIATION'S FOUNDER, HMCS JOE B. HAVENS, USN RETIRED SHALL BE A PERMANENT MEMBER OF THE BOARD OF DIRECTORS.

SECTION 3: TERM OF OFFICE

THE TERM OF OFFICE FOR THE DIRECTORS SHALL BE TWO YEARS. HOWEVER, ONE-HALF (1/2) OF THE FIRST DIRECTORS SO ELECTED SHALL SERVE FOR A TERM OF ONE YEAR, SO THAT NOT MORE THAN ONE-HALF (1/2) OF THE BOARD WILL BE SUBJECT TO ELECTION IN ANY ONE YEAR.

SECTION 4: VACANCIES

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO FILL ANY VACANCY OCCURRING ON THE BOARD OR BY REASON OF ANY INCREASE IN THE NUMBER OF DIRECTORS.

SECTION 5: REMOVAL POWER

THE BOARD OF DIRECTORS WILL HAVE THE POWER TO REMOVE, BY MAJORITY VOTE, ANY MEMBER WHO MIGHT HAVE A REAL OR APPARENT CONFLICT OF INTEREST. THE BOARD WILL ALSO HAVE THE POWER TO REMOVE, BY MAJORITY VOTE, ANY ELECTED OFFICIAL OF THE AAONHC WHO IS NOT SUITABLE OR IS NOT FULFILLING THEIR DUTIES/OBLIGATIONS TO THE ORGANIZATION. THE BOARD MAY CONCLUDE THAT DISMISSAL FROM OFFICE OR IMPEACHMENT IS REQUIRED.

SECTION 6: ANNUAL MEETING

THE BOARD OF DIRECTORS SHALL MEET AT LEAST ONCE EACH YEAR. SAID MEETINGS SHALL BE HELD PRECEDING THE ANNUAL MEETING OF MEMBERS AND BE HELD AT THE SAME PLACE AS THE ANNUAL MEETING OF MEMBERS.

SECTION 7: SPECIAL MEETINGS

SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD AT ANY PLACE, TIME OR MANNER WHENEVER CALLED BY THE PRESIDENT OR ANY TWO (2) DIRECTORS. A TRANSACTION OF ASSOCIATION BUSINESS BY MAIL, E-MAIL OR BY TELEPHONE MAY CONSTITUTE A SPECIAL MEETING.

SECTION 8: NOTICE OF MEETING

NOTICE OF TIME, PLACE AND MANNER OF ANY SPECIAL MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN BY MAIL, E-MAIL, TELEPHONE OR OTHER PERSONAL COMMUNICATION. THE NOTICE SHALL SET FORTH THE PURPOSE OF ANY MEETING AND THE BUSINESS TO BE TRANSACTED.

SECTION 9: QUORUM

A MAJORITY OF THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. AT ANY MEETING OF THE BOARD OF DIRECTORS AT WHICH A QUORUM OF THE DIRECTORS IS PRESENT, ANY BUSINESS MAY BE TRANSACTED AND THE BOARD MAY EXERCISE ALL ITS POWER.

SECTION 10: FINANCES

THE BOARD OF DIRECTORS SHALL HAVE ULTIMATE OVERSIGHT RESPONSIBILITY FOR ALL FINANCES OF THE AAONHC.

ARTICLE IV: OFFICERS

SECTION 1: OFFICERS

THE OFFICERS OF THE ASSOCIATION SHALL BE PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER/MEMBERSHIP CHAIRMAN. THE OFFICERS SHALL BE NOMINATED BY THE BOARD OF DIRECTORS AND ELECTED BY THE MAJORITY OF MEMBERS IN GOOD STANDING ATTENDING THE ANNUAL MEETING. THE TERM FOR OFFICERS SHALL BE TWO (2) YEARS. OFFICERS DO NOT HAVE A VOTE ON THE BOARD OF DIRECTORS. APPOINTED POSITIONS SHALL BE CHAPLAIN, SHIP'S STORE MANAGER AND WEBMASTER.

SECTION 2: PRESIDENT

THE PRESIDENT OF THE ASSOCIATION SHALL PRESIDE AT ALL MEETINGS OF THE MEMBERS, SHALL HAVE GENERAL MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION SUBJECT ALWAYS TO THE APPROVAL OF THE BOARD OF DIRECTORS AND SHALL PERFORM ALL SUCH OTHER DUTIES AS ARE INCIDENT TO HIS/HER OFFICE OR AS MAY BE REQUIRED BY THE BOARD OF DIRECTORS.

SECTION 3: VICE PRESIDENT

THE VICE PRESIDENT OF THE ASSOCIATION SHALL IN THE ABSENCE OR INCAPACITY OF THE PRESIDENT, PERFORM THE DUTIES OF THE PRESIDENCY. THE VICE PRESIDENT SHALL ASSIST THE PRESIDENT AS REQUIRED AND PERFORM ANY ADDITIONAL DUTIES THAT THE PRESIDENT MAY REQUEST.

SECTION 4: SECRETARY

THE SECRETARY OF THE ASSOCIATION SHALL ATTEND AND KEEP THE MINUTES OF ALL MEETINGS OF THE DIRECTORS AND MEMBERS AND SHALL PERFORM ALL SUCH OTHER DUTIES AS ARE INCIDENT TO HIS/HER OFFICE OR AS MAY BE REQUIRED BY THE PRESIDENT OR BY THE BOARD OF DIRECTORS.

SECTION 5: TREASURER/MEMBERSHIP CHAIRMAN

THE TREASURER/MEMBERSHIP CHAIRMAN OF THE ASSOCIATION SHALL KEEP COMPLETE BOOKS OF ACCOUNT OF ALL MONIES RECEIVED AND DISBURSED AND SHALL SUBMIT THEM, TOGETHER WITH ALL OF HIS/HER OTHER RECORDS AND PAPERS TO THE BOARD OF DIRECTORS AT ANY MEETING WHEN REQUIRED TO DO SO. THE TREASURER/MEMBERSHIP CHAIRMAN SHALL COLLECT ALL DUES FROM MEMBERS AND ISSUE ANNUAL MEMBERSHIP CARDS IMMEDIATELY AFTER RECEIPT OF THE DUES. THE TREASURER/MEMBERSHIP CHAIRMAN SHALL SIGN ALL CHECKS. THE TREASURER/MEMBERSHIP CHAIRMAN SHALL BE REQUIRED TO DO SO BY THE BOARD OF DIRECTORS, GIVE SUCH BOND FOR THE FAITHFUL PERFORMANCE OF HIS/HER DUTIES AS THE BOARD MAY DETERMINE. HE/SHE SHALL PERFORM ALL SUCH OTHER DUTIES AS ARE INCIDENT TO THE OFFICE OR AS MAY BE REQUIRED BY THE BOARD OF DIRECTORS IN CONFORMANCE WITH THE BOARD'S FINANCIAL OVERSIGHT RESPONSIBILITIES. THE TREASURER/MEMBERSHIP CHAIRMAN SHALL MAINTAIN A CURRENT MEMBERSHIP ROSTER WITH NAMES AND ADDRESSES OF MEMBERS IN GOOD STANDING.

SECTION 6: VACANCIES

VACANCIES IN ANY OFFICE MAY BE FILLED BY THE BOARD OF DIRECTORS UNTIL THE NEXT ANNUAL OR SPECIAL MEETING. A MAJORITY VOTE OF THE DIRECTORS IS REQUIRED TO FILL A VACANCY.

ARTICLE V: ADMINISTRATIVE AND FINANCIAL

SECTION 1: FISCAL YEAR

THE FISCAL YEAR OF THE ASSOCIATION SHALL BE JANUARY 1ST TO DECEMBER 31ST OF EACH YEAR OR AS DETERMINED BY THE BOARD OF DIRECTORS.

SECTION 2: NEWSLETTER

THE BOARD OF DIRECTORS SHALL NAME A MEMBER IN GOOD STANDING TO BE THE EDITOR OF THE AAONHC NEWSLETTER. THE EDITOR SHALL COMPILE, EDIT, PUBLISH AND MAIL THE NEWSLETTER ON A PERIODIC BASIS. THE PUBLICATION SHALL BE QUARTERLY OR AS SUFFICIENT MATERIAL IS PRESENT TO JUSTIFY THE EXPENSE.

SECTION 3: AMENDMENTS OF BYLAWS

AMENDMENTS TO THE BYLAWS MAY BE MADE BY A MAJORITY VOTE OF MEMBERS AT ANY ANNUAL OR OTHER MEETING, OR BY A TWO-THIRDS (2/3) VOTE AT A MEETING OF THE BOARD OF DIRECTORS. THE VOTE OF MEMBERS SHALL TAKE PRECEDENCE.

SECTION 4: RULES OF PROCEDURE

ROBERTS RULES OF ORDER SHALL GOVERN THE CONDUCT OF BUSINESS

SECTION 5: ORDER OF BUSINESS

AT THE ANNUAL OR OTHER MEETING OF THE MEMBERSHIP, BUSINESS SHALL BE CONDUCTED AS FOLLOWS:

1. CALL TO ORDER
2. ROLL CALL OF OFFICERS, BOARD OF DIRECTORS AND OTHERS PRESENT
3. READING AND ACTION UPON THE MINUTES OF THE LAST MEETING
4. REPORT OF OFFICERS AND OF COMMITTEES
5. UNFINISHED BUSINESS
6. NEW BUSINESS
7. RESOLUTIONS
8. ELECTION OF OFFICERS AND BOARD OF DIRECTORS AND THEIR INSTALLATION

SECTION 6: SALARIES

OFFICERS AND DIRECTORS OF THE ASSOCIATION SHALL NOT RECEIVE A SALARY

SECTION 7: COMMITTEES

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO ESTABLISH COMMITTEES AS NECESSARY. THE LIST OF COMMITTEES AND THEIR CHAIRMEN SHALL BE PUBLISHED IN THE NEWSLETTER OF THE ASSOCIATION.

**THE AMERICAN ASSOCIATION OF NAVY HOSPITAL CORPSMEN
BYLAW CHANGES**

FOR YEAR: 2011

Meeting held Camp Lejeune, N.C.

SIGNATURES OF BOARD OF DIRECTORS:

Russell Henderson (Chicopee, MA) Senior Board Member

Fred Elliott (Milan, IN) Board Member

Russ Johnson (Toledo, OH) Board Member

Helen Dailey (Jacksonville, AR) Board Member

absent
Steve Scanlon (Boise, ID) Board Member