



**CHARLES EDWARD HAWKINS Squadron  
of Galveston, Texas  
Texas Navy Association**

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**BYLAWS**

**Mission Statement**

The Charles Edward Hawkins 'Squadron' of the Texas Navy Association is established to perpetuate and promote the history of the Texas Navies. The Squadron shall, from time to time, provide or present to public and private organizations programs supporting the critical role the Texas Navy provided during the battle for Texas' Independence and the years of the Republic.

**1. Location**

- 1.1** The service area shall be Galveston Island, Texas. The initial base will be the Rosenberg Library.

**2. Unincorporated Nonprofit Association**

- 2.1** This Squadron is organized as a Texas unincorporated, non-profit association, governed by Chapter 252 of the Texas Business Organizations Code. In the event any provision of these Bylaws conflicts with any state or federal statute, said statute shall control the governance of the Squadron.

- 2.2** When the Squadron dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes and exempt under the Texas franchise tax.
- 2.3** Squadron is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 2.4** No part of the net earnings of the Squadron shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the Squadron shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- 2.5** No substantial part of the purpose of the Squadron shall be attempting to influence legislation, and the Squadron shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2.6** Notwithstanding any other provision of this document, the Squadron shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

### **3. Members**

- 3.1** **Classes of Membership:** The Squadron shall have three classes of membership, designated as Admiral, Commander, and Lieutenant and described as follows:

**Admiral:** Any person commissioned by the Governor of the State of Texas as an Admiral in the Texas Navy, shall be eligible for membership in the Squadron as an Admiral.

**Commander:** Any adult shall be eligible for membership as a Commander upon approval by the Squadron Board.

**Lieutenant:** Any minor shall be eligible for membership as a Lieutenant upon approval by the Squadron Board.

- 3.2 Qualifications:** All classes of members shall be required to be a member in good standing of the Texas Navy Association state organization and shall be members of both organizations provided the dues are paid and compliance with all other terms and conditions of membership are met.
- 3.3 Dues:** Dues shall be paid annually with payments commencing on May 21, 2016 for the start-up year and due on the first day of January each year thereafter. The Texas Navy Association state dues shall be paid according to their schedule via this method also.
- 3.4 Amount of Dues:** The Squadron dues shall be \$ 25 per year for Admirals and Commanders. Lieutenants are not required to pay dues . These dues are to be payable to the *Charles E. Hawkins Squadron* and forwarded to the Treasurer for deposit into an account authorized by the Board. Subject to approval by a majority of the Members present at an Annual Business Meeting of the Members or a Special Business Meeting of the Members, the Board may alter the amount of annual dues and determine any fees for membership applications or reinstatement of memberships that have been in default for nonpayment of dues.
- 3.5 Default:** When any member shall be in default in the payment of dues for a period of 90 days from the annual due date his membership may thereupon be terminated by the Officers in the manner provided in these Bylaws.
- 3.6 Privileges of Membership:** Each active member of the Squadron, regardless of classification, shall have the same rights to attend functions of and participate in activities sponsored by the Squadron. *Only Admirals may serve as officers.*
- 3.7 Voting:** An Admiral or Commander Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members at the Annual Business Meeting or Special Business Meetings of the Members.
- 3.8 Resignation:** Any member may resign by letter of resignation to the Commander of the Squadron, but such resignation shall not relieve the member of the obligation to pay any dues that may be in arrears. Membership in the Squadron will lapse for the non-payment of dues after 90 days from the due date.
- 3.9 Reinstatement:** A former member may be reinstated to membership on such terms as the Squadron may deem appropriate and upon the payment of all dues owed.

## 4. Business Meetings of the Members

- 4.1 The Squadron's business that is conducted by its Members shall be done at an Annual Business Meeting of the Members or Regular Business Meetings of the Members as provided by these Bylaws. The business that may be conducted by the Squadron's Members is that business normally reserved to members in non-profit corporations, including, but not limited to, the election of Directors or Officers, approval of amendments to the Squadron's Bylaws, voting on other matters as specified by the Squadron's Bylaws, and voting on fundamental changes to the Squadron (e.g., conversion to a non-profit corporation, mergers with other non-profit business organizations, changes in the business purposes of the Squadron, dissolution of the Squadron).
- 4.2 **Annual Business Meeting of Members**: The Members shall hold an annual meeting in the Month of September for the purposes of electing the Squadron's officers, approving amendments to these Bylaws, and conducting such other business reserved to Members of unincorporated, nonprofit associations. Notice of the time and place of the annual meeting shall be communicated to all members in good standing at least 15 days prior to the Annual Business Meeting. The Annual Business Meeting will be held in conjunction of "Texian Navy Day".
- 4.3 **Regular Business Meetings of the Members**: Regular meetings of the Members may be called by: (a) the Squadron Commander, (b) a majority of the Board, or (c) at least five (5) Members in good standing for the purpose of conducting such business reserved to Members of unincorporated, nonprofit associations. Notice of the time and place of the regular meeting shall be communicated to all members in good standing at least 5 days prior to the Regular Business Meeting along with notice of the matter(s) to be voted on by the Squadron's Members. Regular Business Meetings shall be held bi-monthly, on the first Thursday of the months January, March, May, July and November.
- 4.4 **Non-Business Events**: Nothing in these Bylaws is intended to limit the number of events or meetings that the Squadron's Members may attend in furtherance of the Squadron's mission, including, but not limited to, regular meetings which may feature keynote speakers or outings to visit sites of historical interest.

It is specifically intended that the Squadron should publicly observe Texian Navy Day.

- 4.5 **Quorum**: A quorum for any Annual or Regular Business Meeting of the Members shall be five(5) Members or 20%, whichever is less, of Members classified as Admirals and/or Commanders in good standing with voting privileges.
- 4.6 **Proxies**: Voting by proxy shall not be allowed in any Annual or Special Business Meeting of the Members.
- 4.7 **Elections of Officers**: The Officers of the Squadron will be elected by a simple majority vote of a majority of the members present at the Annual Business Meeting. In voting for Officers, cumulative voting shall not be allowed.
- 4.8 **Fundamental Changes**: Any action of the Members to approve a fundamental change to the Squadron shall require a two-thirds ( $\frac{2}{3}$ ) supermajority of the of the members present at the Annual or Regular Business Meeting.
- 4.9 **Conduct of Meetings**: At any Meeting of the Members, the Commander, or the Deputy-Commander, as the case may be, shall be the Chairperson of the Meeting. If neither the Commander or the Deputy-Commander can preside, the Commander or the Deputy-Commander, as the case may be, may designate another Officer, excluding the Secretary to preside at the meeting. Meetings shall be conducted pursuant to *Robert's Rules of Order, Newly Revised*.

## 5. Officers

- 5.1 **General Provisions**: The operations of the Squadron shall be conducted by its Officers. Eligible officers must be residents of the State of Texas and shall be Commissioned Admirals in good standing in the Texas Navy by the Governor of the State of Texas. The number of Squadron Officers shall be five (5), as follows: Commander, Deputy Commander, Secretary, Treasurer, and Operations Officer.

5.2 **Description/Duties**

**Commander**: The Commander shall be the principal officer of the Squadron and shall supervise all of the business of the Squadron entrusted to the Commander by the Board. The Commander shall preside at all scheduled meetings of the Officers/Board. The Commander may co-sign, with any other Officer of the Squadron, any agreements, contracts, or other instruments which the simple majority of the Squadron's Officers/Board have authorized to be executed. The Commander shall be

an *ex officio* member of all committees.

**Deputy Commander:** In the Commander's absence, inability, or refusal to act, the Deputy Commander shall perform the duties of the Commander, and when so acting shall have all powers of and be subject to all restrictions normally required of the Commander. The Deputy Commander shall be responsible for creating an agenda for all business meetings of the Squadron. The Deputy Commander shall give notice of meetings in accordance with the provisions of these Bylaws. The Deputy Commander shall facilitate any special Squadron projects and/or functions.

**Secretary** shall insure that the Minutes of the Meetings of the Board and all Business Meetings of the Members are transcribed accurately. In the absence of the Secretary, the Commander shall assign someone for the purpose of taking the Minutes. The Secretary shall be the custodian of the records, archives, and artifacts of the Squadron. The Secretary shall send Minutes to the Commander in a timely manner not to exceed ten (10) days after a meeting of the Board or any Business Meeting of the Members. Minutes will be distributed to the Officers and the Members in advance of the next meeting of the Board or any Business Meeting of the Members, whichever is applicable. The Secretary shall also coordinate and store any and all items needed by the Squadron which will assist the Board and the Members in accomplishing the Squadron's mission, including, but not be limited to, all nature of supplies, stationery, and any items necessary to successfully complete the Squadron's commitments to special projects and events. The Secretary shall regularly maintain and provide a Squadron Membership directory in the format of an Excel spreadsheet that is to be emailed to members at a minimum of once a year on, or near, January 1 of each year, or as needed during the year, to include new members or to delete those who have left the Squadron. The Secretary, in general, and by mutual consent perform all duties incidental to the position of the Secretary, and such other duties as, from time to time, may be assigned.

**Treasurer** shall have charge and custody of and be responsible for all funds and securities of the Squadron, receive and give receipts of money due and payable to the Squadron from any source whatsoever, and deposit all such monies in the name of the Squadron in such banks, trust companies, and/or other depositories as shall be selected in accordance with the provisions of these Bylaws. Treasurer shall perform all the duties incidental to being the Squadron's Treasurer, including maintaining a simple balance sheet and statement of operating revenue and expenses of accounts. A financial report will be made at each scheduled meeting of the members or upon request by the Commander. In the event the Treasurer is not available to make a Finance report at the regular meetings, the Executive Officer shall make the report. Treasurer shall perform other such duties as from time to time, may be assigned and will

be responsible for all state and / or federal tax filings as required. If required by the Officers, the Treasurer shall give bond for the faithful discharge of their duties, in such sum and with such surety or sureties as the Officers shall determine.

**Operations Officer** shall have custodial responsibilities of historical information collected by the squadron. Shall assist with presentations for squadron and public. Shall assist with public affairs and media communications.

**Commander Emeritus** shall be appointed by the Commander. Shall be a Senior Advisor to Squadron. An honorary, non-voting member of the Board.

**5.3 Term of Office:** All Officers shall be elected to two-year terms beginning on October 1 of the applicable calendar year at the Annual Business Meeting. An Officer may not serve more than (3) consecutive two-year terms.

**5.4 Vacancies:** In the event there is a vacancy in any office, other than the office of Commander, the Commander, with the consent of the Board, may name a Member in good standing who is eligible to hold the Office, to serve the remainder of the term.

## **6. Board of Directors**

**6.1 General:** Except as authorized in Section 5 of these Bylaws or by Resolution of the Board, the management of the Squadron shall be vested in its Board. As used herein the term "Board" is synonymous with a board of directors as that phrase is used in the Texas Business Organizations Code.

The Board consists of all duly elected Officers as described in Section 5 of these Bylaws. The Commander may appoint Squadron Members to various duties with Board membership but no voting rights.

**6.2 Meetings:** The Members of the Board shall meet bi-monthly following the regularly scheduled General Business Meetings. Members of the Board shall be open to any interested Squadron Member, and such Member shall be entitled to address the Board on any matter put to a vote.

In lieu of a meeting, the Members of the Board may agree on any business matter by unanimous written consent, provided that the action unanimously agreed upon is maintained by the Secretary in the Squadron's records.

**6.3 Quorum:** A minimum of three Officers shall constitute a quorum for

the transaction of business at any meeting of the Board.

- 6.4 Conduct of Meetings:** The Commander, or the Deputy Commander, as the case may be, shall be the Chairperson of the Meeting. Meetings shall be conducted pursuant to *Robert's Rules of Order, Newly Revised*.

Officers may participate in meetings of the Board in person or electronically employing duplex audio and/or video communications (e.g., telephone, Skype, FaceTime, or other technology that allows simultaneous, two-way communications). Proxy voting shall not be allowed for any business of the Board.

- 6.5 Salaries, Stipends, Payments:** Squadron Officers shall not receive any stipend, salaries or payments for their services. Reimbursement for incidental expenses incurred in the business of this Squadron and its overall Mission, such as postage, letterhead, software, rental of meeting space, and refreshments may be reimbursable upon the presentation of a receipt or other proof of payment for said goods and services to the Treasurer.

- 6.6 Conflicts of Interest:** Upon assuming office, and annually thereafter, Officers shall execute an acknowledgement of the Squadron's conflicts of interest policy which shall be maintained in the Squadron's business records.

## **7. Committees**

- 7.1** The Commander may create committees and appoint Committee Chairpersons to conduct Squadron business as needed.
- 7.2** Each member of a committee shall continue until their successor is appointed, they resign, or the committee is dissolved. It is intended that there be three standing committees: the Bylaws Committee, the Membership Committee, and the Nominating Committee.

## **8. Contracts, Checks & Deposits**

- 8.1** Except as authorized in Section 5 of the Bylaws, the Board may authorize the Commander, or other Officer, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Squadron. Such authority may be general or confined to specific instances and shall be authorized by a minimum of three of the officers. Business that might have legal consequences must be presented to the membership for approval.
- 8.2** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Squadron shall be signed by such



Officer or Officers, in compliance with the by-laws or special approval of the membership by a simple majority vote at a meeting of the Squadron and in such manner as needed. All checks or drafts issued shall be signed by the Treasurer or the Commander, except that both the Treasurer and Commander signature will be required on checks in excess of \$1,000.00.

- 8.3** All funds of the Squadron shall be deposited from time to time to the credit of the Squadron in such banks, trust companies, and/or other depositories as the Board may select.
- 8.4** The Officers may accept on behalf of the Squadron any contribution, gift, bequest or devise for the Squadron's general purpose or for any special purpose of the Squadron. Gifts over \$10,000 may require that an investment policy be created for the Squadron.

## **9. Prohibited Acts**

- 9.1** The Squadron may not make distributions of any of its income to its members, directors, or officers; otherwise accrue distributable profits; or permit the realization of private gain. The Squadron may not take any action prohibited by the Texas Business Organizations Code. The Squadron may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Bylaws.
- 9.2** The Squadron may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Bylaws or state law, the Squadron may not:
  - 1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Bylaws and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
  - 2. Serve a private interest other than one clearly incidental to an overriding public interest.
  - 3. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
  - 4. Distribute its assets on dissolution other than for one or more

exempt purposes. On dissolution, the Squadron's assets will be distributed to the State of Texas for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Squadron was organized.

5. Permit any part of the Squadron's net earnings to inure to the benefit of any private officer, director, or member of the Squadron or any private individual.
6. Carry on an unrelated trade or business, except as a secondary purpose related to the Squadron's primary, exempt purposes.
7. Engage in any business or financial transaction with any Member or Officer of the Squadron without fully complying with all applicable state and federal laws regarding transactions of any sort with any Member or Officer of the Squadron and with all written conflict of interest policies of the corporation.
8. Employ any person to provide services for the Squadron who is related within the fourth degree of consanguinity to any Member or Officer.

## **10. Books & Records**

- 10.1** The books and accounts of the Squadron shall be kept by the Squadron's Treasurer, and is subject to review on demand by any elected Officer or Member in good standing. The books shall be kept on a fiscal-year basis which runs from October 1 of each calendar year through September 30.
- 10.2** The Officers shall audit the books and accounts annually.

## **11. Code of Ethics**

- 11.1** The Squadron is committed to conducting its mission in accordance with:
  - (a) All applicable state and federal laws, rules, and regulations; and
  - (b) The highest sense of integrity, honesty, loyalty, and truthfulness.
- 11.2** Members shall conduct themselves civilly and with respect for their fellow members in a manner that does not compromise the stated Squadron Mission.

## **12. Removal of Officers**

- 12.1** An Officer may be removed from office upon a supermajority vote of two-thirds ( $\frac{2}{3}$ ) of the Members attending at any Business Meeting or for absences from three (3) consecutive Regular Meetings, unless otherwise excused by the Commander.

## **13. Revocation of Membership**

- 13.1** Membership can be revoked or removed by a supermajority vote of two-thirds ( $\frac{2}{3}$ ) of the Members attending at any Regular Business Meeting of the Members for the following causes:
- (a) Material and flagrant violations of these Bylaws; or
  - (b) Conviction of a felony.

## **14. Event of Dissolution**

- 14.1** Notwithstanding a vote of the Members to dissolve the Squadron, the failure of the Members to assemble, with a quorum, for two consecutive Annual Business Meetings of the Members shall constitute an event of dissolution, where the duly elected Officers of the Squadron, assembled as the Board shall be specifically authorized to execute any fundamental change by a majority vote of the Officers present. Such fundamental change includes, but is not limited to, amending the Bylaws, approval of a merger with another nonprofit entity, or winding-up the business and dissolving the Squadron.

## **15. Amendments to the Bylaws**

- 15.1** These Bylaws may be amended by the submission of the proposed Amendments by a Squadron Member in good standing or by the Officers in compliance with sections 4.1 and 4.2 of these by-laws.
- 15.2** Notice of the proposed Amendment(s) must be sent to all members upon the regular notice of a Squadron meeting, to be ratified, such Amendment(s) by a two-thirds ( $\frac{2}{3}$ ) supermajority vote of the members present at the Annual Business Meeting of the Members or a Regular Business Meeting of the Members. Any approved Amendment(s) shall be entered into the minutes at the end of the meeting; they shall then be incorporated in the appropriate part of the revised and standing Bylaws.

**15.3** The Bylaws shall be reviewed on a biannual basis by the Bylaws Committee.

The Bylaws of the **Charles E. Hawkins** Squadron located in Galveston, Texas of the Texas Navy were hereby adopted by vote of the Members present at an organizational meeting on the \_\_\_\_ day of \_\_\_\_\_, 2016.

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**Commander**

Attested to by:

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**Secretary**