

Article I (Name)

The name of the Association shall be "The Viking Association, Inc." (hereinafter referred to as the "Association").

Article II (Mission Statement)

Section 1. The Association was chartered in perpetuity on April 25, 2008, under articles of incorporation filed with the Florida Division of Corporations. The Association is constituted as a Not for Profit Corporation under the State of Florida. Its corporate EIN is 26-2559531.

Section 2. The Association is a professional fraternity, the goals of which are: to facilitate and maintain contact among the former members of the Sea Control community; be the repository and guardian of the Sea Control legacy; provide support to Association member's family in the event of the members death; contribute to selected philanthropic organizations which support our mission; and to sponsor and participate in reunions and other social events of the Sea Control fellowship.

Section 3. As an adjunct to disseminating authoritative information regarding the history and accomplishments of Sea Control aircraft, the squadrons that operated them, and the individuals who flew and maintained them, the Association will maintain an historical archive, participate in memorial and other services as appropriate, and assist the many carrier and land museums regarding the display of Sea Control aircraft.

Section 4. In addition to being composed of individual members, the Association encourages formation of squadrons/chapters in areas where there are sufficient numbers to enable the viability of such groups. These "splinter groups" have two functions: first, to enable more frequent meetings of members at the local level to support naval aviation and inform the general public about the magnificent job done by the men and women formerly associated with the venerable Sea Control community; second, to reminisce and share in the camaraderie and excitement of once having been a part of this very special community that played a vital role in the defense of this great nation for over 50 years.

Section 5. The Association will host one national reunion every other year to enable former members of the Sea Control community to renew old friendships. The function will be held at a location determined by the Board of Directors with inputs from the membership-at-large, alternating between the east and west coasts. Additionally, the Association, or its splinter groups, may hold additional social functions at various locations as the situation arises and at the behest of the membership.

Article III (Membership)

membership. This class of membership enjoys all membership benefits except for voting privileges.

Section 2. Once enrolled, members are expected to promptly pay their annual dues to the Treasurer of the Association when renewal is due. Three months prior to each individuals renewal deadline, the Association will make a good faith effort by e-mail (or by regular mail, for those who are not connected to the Internet) to notify members that their membership is coming up for renewal.

Section 3. All members in good standing are eligible to vote and hold office and will automatically be issued electronic keys (passwords or PINs, as necessary) to access the "Members Only" section of the Association web site. Those members not having access to the Internet or e-mail will receive annually a revised issue of the membership directory. Members not having a computer and access to the Internet will not be eligible to hold office or committee assignments in the Association because Association business is conducted almost entirely on the World Wide Web.

Section 4. Those members of the Association whose dues are in arrears will be transferred automatically to inactive status one month after becoming delinquent. Those members in inactive status will not receive revised membership directories or other mailings nor be given continued access to the "Members Only" section of the Association web site until clearing arrears.

Article IV (Officers)

The elected and appointed Officers are responsible for the daily management and execution of Association affairs and activities, in compliance with Association by-laws and the AdMan. Officers shall consist of a President, Vice President, Secretary, and Treasurer (or a single billet Secretary/Treasurer at the Boards discretion), each of whom shall be elected from and by the membership-at-large for two year terms and shall hold their offices until their successors are elected. These Officers may be re-elected to serve one additional term. Additionally, a Webmaster, an Historian, a Maintenance Officer and a Membership Officer will be appointed by the President to serve as Officers to assist in carrying out the every day duties of running the Association. The terms of the Officers shall be staggered to the end that all of the Officers are not replaced at the same time.

Section 1. The President shall preside at all general meetings of the Association, sign or countersign all contracts or other instruments of the Association, make reports to the membership, and perform all such other duties as are incident to the office.

Section 2. The Vice President shall assist the President in all matters of Association business, and will fill in for him during periods of the President's absence. He will also head up the Nominating Committee, and provide timely recommendations to the President and Board of Directors whenever an election slate is required for membership

execute global mailing lists and generate postal mailings (when necessary) to disseminate urgent notices to the Association membership-at-large.

Section 4. The Treasurer shall maintain custody of all funds and securities of the Association and deposit same in such banks or pay out or dispose of same in the name of the Association in such manner as the Directors may specify. The Treasurer shall make detailed reports of the financial condition of the Association to the Directors at the end of each six month period; further, at the end of each quarter, the Treasurer shall generate the financial reports which the Webmaster will post in the "Members Only" section of the Association web site. He will also prepare the financial data necessary to satisfy an annual May audit by the audit committee.

Section 5. Checks and drafts may be signed by the President and or the Treasurer. Expenditures of more than \$500 must be approved by the Board of Directors.

Section 6. An interim vacancy occurring in the fiscal year in any elected office other than that of the President shall be filled only for the remainder of that term by a member of the Association elected by majority vote of the Nominating Committee. Thereafter, the office shall be filled by the regular elective process. In the event of the President's vacancy, the Vice President will take over until such time as a timely election by the membership of a new President can be accomplished.

Article V (Directors)

The Association Board of Directors is responsible for the overall policy and financial integrity of the Association, as well as guidance and supervision to the Association Officers. They shall all be elected by the membership at large. Board membership includes a Chairman, and 3 directors.. They will be joined on the Board by the elected Association Officers, i.e., The President, the Vice President, the Secretary and the Treasurer. Directors shall serve two year terms and may be re-elected to serve one additional two-year term. The terms of the Directors shall be staggered to the end that, insofar as possible, only half of the Directors are changed at any one time.

Section 1. The Chairman will preside over any meetings or actions of the Board; however, any decisions as to implementation of particular courses of action shall be determined by majority vote of the members of the Board. In the case of the Chairman's absence, the President of the Association shall serve in his stead.

Section 2. The Board of Directors shall meet at least one time each calendar year to review the health of the Association, Association compliance with the by-laws and any issues which are raised for discussion and/or vote. Association business may be accomplished by the Board of Directors by meeting in person or by caucus by conference call or by e-mail to consider and decide the matters at issue before the Board. The Secretary of the Association shall record the minutes of any meetings held (or compile a

that may come before the Board. If, for any reason, the Board is unable to reach a decision on any matter, the Board shall refer the matter with the Board's recommendations to the Association's membership-at-large for decision.

Article VI (Committees)

The following committees shall be guided by the terms of reference as indicated.

Section 1. Audit Committee. This committee of two persons is appointed by the President from the membership-at-large and shall conduct an on-site audit of the financial records of the Association during the month of May each year and before each turnover between Treasurers. A report of the results of such audit shall be posted in the "Members Only" section of the Association's web site after approval by the Board of Directors, but before the Association elections in the last week of May.

Section 2. Nominating Committee. This committee consists of four persons, three of which are volunteers appointed by the President, and is chaired by the Vice President of the Association. It has as its sole purpose the nomination of qualified persons from the membership-at-large to serve as Officers and Directors of the Association. A primary consideration in deliberating the qualifications of potential candidates for holding positions as Directors/Officers and prime committee chairmanships is that the candidate must be computer literate and possess a computer with Internet access. The process of slating the nominees shall be completed by March 1 of each year, and the list shall be submitted to the Board of Directors for review and approval well in advance of the elections to be held in the last week of May. The publishing of a formal list of nominees does not preclude submission of nominations from the membership-at-large prior to the actual process of voting.

Section 3. Ad Hoc Committees. From time to time, necessity will require appointment of committees for special purposes and limited objectives. These committees shall be appointed by the President from volunteers among the membership-at-large and composed of numbers as necessary to give due consideration to the matter at hand. The committee shall formulate any such recommendations as may be deemed appropriate with the guidance given by the President and recorded by the Secretary. Reports by the chairmen of these Ad Hoc committees will be given to the President at the end of each quarter until the matter is resolved and the committee is dissolved. The status of the matters under consideration by an Ad Hoc committee shall be posted for review by the membership-at-large before the at-large elections are held. An Ad Hoc committee shall not be continued into the next fiscal year without the approval of the Board of Directors.

Article VII (Satellite Squadrons)

The Association encourages the formation of semi-autonomous satellite squadrons in areas where sufficient numbers of Intruder veterans reside to make this feasible. Those

Section 2. Such groups may define their own geographic area.

Section 3. Such groups must accept and adhere to these Bylaws of the Association. These groups must send a brief report of their planned and accomplished activities annually by 1 July to the Board of Directors.

Section 4. All such groups will have access to the Association web site through the webmaster for such newsworthy items as they may wish to post.

Section 5. Such groups are encouraged to become (or solicit) sponsors or caretakers for Sea Control aircraft on display at various locations around the country. Additionally, the Association may solicit on-site assistance from the members of the satellite squadron in organizing and executing the annual reunion that may occur in the unit's area.

Article VIII (Meetings)

Business meetings, for the most part, will be held to a minimum, due to the remote locations of the Directors. Instead, routine Association business will be accomplished through caucus by means of e-mails and responses thereto. Conference phone calls may be used for urgent matters. If necessary, a brief business meeting may be held coincidentally with a scheduled social, but separately from the main event. A record of the minutes of any business meeting shall be posted on the Association web site. (See procedures/requirements specified in Articles IV and V above.)

Article IX (Elections)

Elections shall be held for those elective positions within the Association in the last week of May. The slate of candidates will be posted on the Association web site in accordance with Article VI, section 5 above. The membership-at-large is invited to vote on the slate of candidates at any time after the slate is posted, but not later than 31 May.

Section 1. Those newly elected or appointed to positions within the Association shall take office on 1 June in the year in which elected.

Section 2. All Officers and Directors are subject to recall for cause by the membership-at-large.

Article X (Funding)

In recognition of the fact that the Association will require some funding for administrative matters, constructing and maintaining the Association web site, executing plans for social event, and other incidental business approved by the Board of Directors, the Board shall set such dues as may be necessary for these needs.

Article XI (Fiscal Year)

The Association operates on a calendar year fiscal basis, from 1 January through 31 December.

Article XII (Miscellaneous)

Section 1. No part of the Association's funding shall inure to the benefit of private individuals who hold any interest in the undertakings of the Association.

Section 2. The Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, or veteran status.

Section 3. In the event of dissolution of the Association, its cash and other assets remaining at such time shall be donated to the Naval Aviation Museum in Pensacola, FL, to the San Diego Aircraft Carrier Museum (SDACM), or to the Navy/Marine Corps Relief Society in Arlington, VA, as determined by the outgoing (final) Board of Directors.

Article XIII (Amendments)

The power to amend or repeal any of these Bylaws and the power to adopt any new Bylaws shall be vested in the membership-at-large. Any amendment proposed by a member must be submitted in writing to the Board of Directors for consideration. The Board shall consider the proposed amendment and then refer it with recommendations to the membership-at-large for adoption or rejection. Decisions and results of referendums will be posted on the Association web site.