



BYLAWS OF THE 786 CLUB

(APPROVED BY THE BOARD OF DIRECTORS ON AUGUST 04, 2021)



ARTICLE I NAME

The name of this organization is the 786 Club (also called the Club herein). The 786 Club is a subdivision of the Armed Forces Council of Chicago, an Illinois Not-for-Profit Corporation, IRS EIN 36-3100750, and is established for the purposes set forth herein.

ARTICLE II VISION, MISSION, AND OBJECTIVES

Vision. Sailors and civilians, knowledgeably and genuinely allied.

Mission. The 786 Club is a volunteer organization dedicated to supporting the crew and families of the USS ILLINOIS (SSN 786). It is organized and shall be operated to support the purposes and mission of the Armed Forces Council of Chicago located at the Union League Club of Chicago.

Objectives. The 786 Club raises and responsibly manages resources (money, gifts, services and civilian network), which are dedicated solely to support for the active duty crew, and to be a supportive presence to the families of the active duty crew.

Planned activities bring crew and club members together in both military and civilian situations that allow each party to inform, teach, say "Thank You" and show appreciation for service and support.

In addition, the 786 Club encourages and promotes civic and cultural activities, social exchanges and interaction among and between the citizens of the State of Illinois and the active duty crew of the USS ILLINOIS and their immediate families.

The Club contributes financially and otherwise to provide support to the active duty crew in whatever form the Club determines appropriate and contributes to the welfare of the immediate families of those crewmen. To this end the Club solicits donations and accepts money, goods, services, or personal property in aid of such objectives in order to maintain the work of the organization. However, the organization shall not raise or use funds for a political purpose.

The Club is managed by volunteer and elected officers, who bring professional acumen and commitment to managing the Club's resources and activities to ensure long-term viability and, reputation as the premier civilian support organization to a US Navy ship. The Club exists and carries out this stated mission for as long as the USS ILLINOIS (SSN-786) is in commissioned service.

ARTICLE III MEMBERSHIP AND DUES

Members. Any individual, association, or corporation that subscribes to the purposes and basic policies of this organization, irrespective of their geographic location, may become a Member of 786 Club subject only to compliance with the provisions of these bylaws. Membership in 786 Club shall be available without regard to race, color, creed, gender or national origin. While current crew members of the USS ILLINOIS (SSN-786) are not eligible for membership, the Club desires and welcomes former crew members to join and continue supporting the crew and families, and former crew members are encouraged to apply for such voting membership.

Categories and Definitions

Individual and Group Membership Categories. An Individual Membership is defined as any individual, association, corporation, or other business entity that joins the club after December 31, 2016 and maintains their membership status by paying dues. A Group Membership is defined as one or more persons designated by an Individual Member, whether family of the Individual Member or otherwise. If a Group Membership is elected by an Individual Member the Individual Member must pay half the Initiation Fees and half the Annual Dues described below for each additional Group Member.

Waived Initiation Fees. Initiation Fees are waived for: a. Any member who personally donated more than \$2,500 to The USS ILLINOIS (SSN-786) Commissioning Committee (Committee); b. A member who was included in the incentive pledge on the Committee's Sponsor Sheet for waived initiation by these \$2,500 and up donors; c. The USS ILLINOIS (SSN-786) Commissioning Committee members listed on the Committee's final roster, both Regular and Honorary Committee members; d. Former officer and enlisted crew members of the USS ILLINOIS (SSN-786) who are no longer on active duty and wish to become Individual or Group Members; e. Any individual, association, or corporation that is exempted by a majority vote of the Executive Committee/Officers of the Club; and, f. Anyone meeting the requirements for Life or In-Kind Membership.

Life Member. Any individual, association, corporation, or other business entity that donates a lump sum of \$5,000 or more, whether financially or in-kind, to the USS ILLINOIS Commissioning Committee or to the 786 Club, shall be granted a Life Membership. Non-Individual Life Members may appoint a total of two individuals to represent it as a member in Good Standing and may replace these persons from time to time upon advisement to the Club Secretary. Life Members are exempted from Initiation Fees and Annual Dues for himself/itself plus one other person that he/she/it may designate for the lifetime of the 786 Club. The Club Secretary will solicit additional donations from Life Members annually during the time annual dues invoices are issued.

In-Kind Member. An In-Kind Membership may be granted by the Board to an individual, association, corporation, or other business entity that donates skills, services, or goods needed by the 786 Club which it would normally need to pay for, e.g., Accounting, CPA, IT, Website Development & Maintenance, Legal, Pearl Harbor visit events, etc. Initiation Fees and Annual Dues are waived for such members during the time they provide these in-kind donations to the 786 Club, and they shall be considered members in good standing as defined herein. In-kind membership shall lapse upon termination of such in-kind donations, but they may continue to be a member in good standing with payment of Annual Dues. In-Kind donations that equal or exceed \$5,000 shall qualify the In-Kind Member for Life Member status.

Honorary Member. From time to time the organization may award honorary membership status to an individual, association, corporation, or other business entity that provides special support to the 786 Club mission. Honorary Members enjoy all the rights of membership except voting and serving as an officer but are not required to pay Annual Dues or Initiation Fees. Honorary members include former officer and crew members of the USS ILLINOIS (SSN-786) who remain on active duty and apply for such non-voting membership. In the event any former officer or crew member of the USS ILLINOIS (SSN-786) is no longer on active duty such officer or crew member may convert their non-voting Honorary Membership to full voting Individual or Group Membership upon payment of Annual Dues as required for Individual or Group Memberships but shall have all Initiation Fees waived.

Good Standing. Only Members in good standing in 786 Club shall be eligible to participate and vote in the Club's activities, business meetings or to serve in any elective or appointive position. A Member is in good standing if the Member has timely paid dues and has complied with all bylaws, resolutions, rules and procedures of the 786 Club. Life and In-Kind Members are exempt from paying dues as described herein. The membership of Members found not to be in good standing by the Board may be revoked in the Board's sole discretion. The Board may in its discretion waive renewal of dues for a member in good standing. It shall limit waivers to cases involving extreme hardship issues of health, and other circumstances it determines worthy of consideration.

Initiation Fee and Dues. New or reinstated Individual members shall pay an initiation fee of \$200 except as might be waived above. Each Individual Member of the 786 Club shall pay annual dues of \$100. Group membership is 50 per cent of an Individual Membership (Initiation Fee and Dues) and is paid for each additional person in the Group membership. An Individual and/or Group member shall cease to be a member in good standing and shall be

suspended if the member's annual dues are not paid within 30 days of the due date, which shall be on March 31st of each year, payable for the following year; the suspension shall be lifted if the dues are paid within 180 days of the due date. After 180 days, the member shall be dropped from the membership roster and must re-apply for membership. The initiation fee and annual dues amounts shall be reviewed and adjusted periodically by the Executive Committee/Officers of the Club, who will then request the Board to incorporate these changes in the Club's bylaws.

ARTICLE IV MEETINGS OF MEMBERS

Annual Meeting.The Annual Meeting of the Members shall be held on the third Friday of June, at the hour of 12:00 Noon, at the Clubhouse of the Union League Club of Chicago, at Chicago, Illinois or at such other time and place as the Board of Directors may designate. The purpose of the Annual Meeting shall be to elect Board members and to transact such other business as may properly come before the meeting.

Special Meetings.Special meetings of the Members may be called by a majority of the Board of Directors or Officers, or by not less than ten Members of 786 Club, at least three of whom must be members in good standing of the Union League Club of Chicago. Special meetings of the Members may be held at the Clubhouse of the Union League Club of Chicago, at Chicago, Illinois, or at any other location in The State of Illinois as the person or persons calling the meeting specifies in the Notice of Members' Meetings. Written or electronic notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than five or more than forty days before the date of the meeting.

Quorum of Members.Five percent of the Members in good standing shall constitute a quorum for the transaction of business at any meeting; provided that, if less than that number of Members is represented at a meeting, either in person or by proxy, a majority of the Members present and represented at the meeting may adjourn the meeting without further notice. The act of the majority of the Members present at a meeting of Members at which a quorum is present shall be the act of the Members. Once a quorum is established, no Member absenting himself or herself shall negate the quorum.

Proxies.At all meetings of the Members, a Member may vote by proxy executed in writing by the member or the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE/OFFICERS RESPONSIBILITIES

Board of Directors.Five (5) Directors, each a member of the 786 Club, will comprise the Board, and will provide oversight of and guidance to the Officers to ensure they execute the Vision and Mission, and adhere to the bylaws of The Club as efficiently and effectively as possible. The Board may promulgate, by resolution approved with a 2/3 majority vote, rules and procedures for the operation and administration of the 786 Club and all 786 Club sponsored activities.

The Board will elect its Chairman and Vice Chairman by itself. The Chairman and Vice Chairman positions may not be filled by Board Members who are currently serving as 786 Club Officers. New Board members will be elected at the Annual Meeting by the Members, from a slate presented to the Members by the Board, or from nominations from the floor.

The terms of the Directors are staggered to ensure continuity and experience among the leadership of The Club, and the normal term of a Director shall be three years. A Director may serve three continuous terms if elected. Each term will be for three years, except at the startup of the Club and **whenever resignations, deaths, etc. require**, where terms will be staggered so that future annual elections will bring forth no more than two Board members for a Membership vote. The five initial Board members will serve terms of 5, 4, 3, 2, and 2 years as determined by the Board and agreed to by individual Board members. All Board members must be members in good standing of the 786 Club and serve their term until his/her successor is elected by the Membership, except

that a Director who is elected to fill an unexpected vacancy shall be elected for the unexpired term of the Director whose death, resignation, or removal caused such vacancy.

The Board membership will comply with the bylaws of the Union League Club of Chicago which currently states that a majority of the Club Board must also be members of the Union League Club of Chicago. The 786 Club Board is responsible for developing and amending these bylaws with a two-third vote of the Board.

Board Nominating Committees.

The Chairman of the Board will appoint a Board Nominating Committee that will be chaired by a Director and two others, including but not limited to Officers and Members of the Club, for the purpose of nominating new Directors for election by the Membership. Such a Committee should be formed not later than sixty days prior to the election of new Directors and forward its nominations to the Board no later than 14 days prior to the scheduled Membership vote. The Board Nominating Committee shall provide the Secretary with its slate of Board candidates, with a copy to the Board, at least fourteen (14) days prior to the Annual Meeting. The Secretary shall notify the Members of the slate not less than seven (7) days prior to the Annual Meeting. The Board Nominating Committee will be dissolved after it completes its work.

The Chairman of the Board will appoint an Officer Nominating Committee that will be chaired by a Director and two others, who may be selected from Officers and Members of the Club, for the purpose of nominating new Officers for approval by the Board. Such a Committee should be formed not later than sixty days prior to the appointment of new Officers and should forward its nominations to the Board no later than 14 days prior to the scheduled Board vote. Such recommended appointments must first be discussed and agreed to by the incoming President who is being nominated before submission to the Board. The Board shall vote on such nominations, either at a Board meeting, or by electronic means. The Officer Nominating Committee will be dissolved after it completes its work.

Executive Committee/Officers. The day-to-day control and management of the affairs and property of the 786 Club shall be vested in the Executive Committee, which consists of the Officers of the 786 Club. The members of the Executive Committee are referred to herein and throughout as "Officers." The Officers of the 786 Club will be appointed by a majority vote of the Board of Directors for a term of two years and serve at the pleasure of the Board of Directors. Any officer may be removed by the Board of Directors by a majority vote of the Board. No officer shall be eligible to serve for more than six consecutive years (three consecutive terms) in the same office. A vacancy in any office may be filled by a member of the Board of Directors. All Officers must be members in good standing of the 786 Club and shall serve until their term expires, and until his/her successor shall be appointed and qualify, except that an Officer who is appointed to fill an unexpected vacancy shall be appointed for the unexpired term of the Officer whose death, resignation or removal caused such vacancy. The President and Vice President may also serve as members of the Board of Directors. The Officers/Executive Committee of 786 Club shall be a President, Vice-President, a Secretary, a Treasurer and the Past President. These officers shall constitute the Executive Committee.

Regular Meetings. A regular meeting of the Board, for the purpose of transacting such business as may come before the meeting, shall be held without prior notice, immediately after, and at the same place as, the Annual Meeting of Members, and additional regular meetings of the Board shall be held at least quarterly on the third Wednesday of each January, April, July and October or, on such date within the month and at such hour as the majority of Board members agree, at such place and time as provided in the notice of such meeting. Regular meetings of the Board are open to all members, their guests, and prospective members. Members may suggest, request, propose subjects for the quarterly Board meetings in writing no later than two weeks prior to the scheduled meeting. The Board will respond in writing to all suggestion/requests/proposals. The Executive Committee will make quarterly reports to the Board in writing, and in person at these quarterly meetings.

Regular meetings of the Executive Committee will be held at least quarterly, as set forth by the President. It is envisioned that these meetings will be held prior to the quarterly Board meetings at the place the Board meetings are held. As with the Board meetings, these Executive Committee meetings are open to all members, their guests,

and prospective members. Members may suggest, request, propose subjects for the Quarterly Executive Committee members in writing no later than two weeks prior to the scheduled meeting. The Executive Committee will respond in writing to all suggestions/requests/proposals.

Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, or by not less than three other Board Directors. Special meetings of the Executive Committee may be called by the President, or by not less than three other Officers. Special meetings of the Board of Directors or Officers may be held at the Clubhouse of the Union League Club of Chicago, or at any other location in Illinois, or by telephonic/electronic means.

Telephonic or Electronic Meetings. Except for the regular annual meeting of the Members, a Board Director or an Officer may attend a regular or special meeting in person or by telephone conference or any other communications device that permits all persons participating in the meeting to communicate with each other. Participation in a meeting via such communications device shall constitute attendance and presence at the meeting of the person or persons so participating.

Notices. Written or electronic notice of each special meeting and regular meeting of the Board and Executive Committee shall be given to each Officer at least three business days prior to such meeting. Any Officer may waive notice of any meeting.

Quorum of Board Directors or Executive Committee. Three Board Directors or three Officers shall constitute a quorum for the transaction of the business at any meeting of the Board or Executive Committee respectively, provided that if less than three Directors or three Officers are present at a respective meeting, a majority of the Directors or Officers present, as the case may be, may adjourn the meeting without further notice. The act of the majority of the Board or Officers present at a respective meeting at which a quorum is present shall be the act of the Board of Directors or the Executive Committee as the case may be.

ARTICLE VI EXECUTIVE COMMITTEE/OFFICERS' SPECIFIC DUTIES

President. The President shall be the Chief Executive Officer of 786 Club reporting to the Board, and its Chairman. The President shall, when present, preside at all meetings of the Executive Committee and the Members, and shall be ex-officio a member of all committees of 786 Club. The President may serve on the Board of Directors but may not be its Chairman or Vice Chairman. The President is ultimately responsible for the health and long-term viability of the Club. This means:

- Ensuring an Officer group that is staffed with numbers and skills needed to carry out the Club's mission.
- That the Club membership and donor list is financially sufficient to support the Club's mission.
- Developing and maintaining relationships with Club members that drive their engagement in the Club's mission as demonstrated through their ready contribution of needed skills, time and money.
- Maintenance of professional and personal relationships with the crew, Family Resources Group (FRG), Ombudsman, Command chain, and Naval Submarine League (NSL), and that the separation of thousands of miles between Club and crew is not a hindrance.
- That the Club's portfolio of support activities properly evolves (changes, grows, and shrinks) as needed to best serve the needs of the crew and families over the life of the Boat
- And that the club's activities always satisfy the Navy's requirements and rules for proper support, as well as complement and fit the boat's priorities and schedule.

The President has the support of the Board, individually and collectively, and they may agree on customary and generally accepted management details for a volunteer support organization as they see necessary to achieve this definition of success.

Vice-President. The Vice-President may perform the duties of the President in the President's absence or inability to serve. The Vice President shall perform such duties as may from time to time be assigned to the Vice President by the President or the Executive Committee. It is expected that the Vice-President would succeed the President, but this decision is left to the discretion of the Board of Directors; in some instances, the outgoing Vice-President

may not wish to become the next President. The Vice-President may serve on the Board of Directors but may not be its Chairman or Vice Chairman.

Secretary. The Secretary shall keep a record of the affairs of 786 Club and of the proceedings of the Board of Directors, the Executive Committee, and of the meetings of the Members. The Secretary shall also serve as the Secretary to the Board of Directors and attend all Board of Director meetings to record and maintain the official minutes of Board Meetings. The Secretary will transmit a draft of the Board Meeting minutes to each Board member for review and comment prior to finalizing the minutes for that meeting.

The Secretary shall conduct the correspondence of 786 Club. Such records shall be open at all reasonable times to inspection by any Member. The Secretary shall keep a correct roster of the members and shall work with the Treasurer and Committees formed for membership maintenance and growth to solicit annual dues from the Members, including providing for tax deductible certifications for initiation fees, monetary donations, dues and in-kind donations. Communications with members is a key to success and the Club will use multiple means to convey its messages. The Secretary is responsible for maintaining the membership roster which includes all means of contact that members chose to share and/or prefer. The Secretary shall prepare and disseminate notices of all meetings of the Board of Directors, the Executive Committee, and the Members. The 786 Club website may be used for this purpose and to this end the Secretary would coordinate with the appropriate Committees for such notices.

Treasurer. The Treasurer shall manage the accounts and records of the funds of 786 Club in the account of 786 Club established for such purpose. The Treasurer shall be in charge of collecting and depositing donations, initiation fees, and annual dues from prospective and existing Members, and shall coordinate with the Secretary in this regard as well as all appropriate Committees. The accounts and records of the 786 Club shall be open at all reasonable times to inspection by any Member. The Treasurer shall work with the Public Affairs office of the Union League Club of Chicago in the administration of the Club's accounts and records as well as with all professional accounting oversight that the Club might provide for. A financial accounting will be made by the Treasurer or other Club Officer at each quarterly meeting.

Past President. The Past President shall perform such special assignments as the President deems appropriate.

ARTICLE VII INSTRUMENTS

Contracts. The Board Directors, by resolution, may authorize any Director, officer, or officers, agent or agents of the organization, in addition to the officers so authorized by these bylaws, to the extent authorized by law, to enter into any contract or execute and deliver any written instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Checks, Drafts, Deposits, Gifts. All checks, drafts or other orders for payment of money and in the name of the organization shall be signed by such Director, officer, or officers, agent or agents of the organization in such manner as shall from time to time be determined by resolution of the Executive Committee/Officers. All funds of the organization shall be deposited from time to time to the credit of the organization in such banks or other depositories as the Directors and/or Executive Committee/Officers may select. The Directors and Officers may accept on behalf of the organization any contribution, gift, bequest, or devise for the general benefit of the organization and its mission.

ARTICLE VIII COMMITTEES

Nominating Committees. Two Nominating Committees will be formed, one for identification of new Board Directors and the other for new Officers, as provided in ARTICLE V of these bylaws.

Other Committees. In order to enhance commitment and participation of Members, and to distribute the work of the Club among its Members, the President shall appoint from among the Directors, Officers, and Members one or

more other committees, each with a Chairman... Examples of possible Committees are: Membership; Special Projects; Information Technology (IT); Family Resources Group (FRG) Interface; Quarterly Luncheon; Home Port Visit Planning; Various Ad Hoc Committees; etc. (This should not be considered an exhaustive list.) All committees, to the extent provided in said resolution, shall have and exercise such authority as the Officers shall prescribe. The President shall report on the activities of the Committees at the quarterly meetings. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Directors, Executive Committee, or any individual Officer, of any responsibility imposed on him or her by law or these bylaws.

Subcommittees. The committees provided for in this Article shall have the power to create subcommittees whenever the occasion arises, subject to the approval of the President.

ARTICLE IX PROCEDURE

Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the 786 Club, its Board of Directors, the Executive Committee, and all committees and subcommittees.

ARTICLE X FISCAL YEAR

The fiscal year of 786 Club shall be the same as the fiscal year of the Armed Forces Council of Chicago, which as of this time is the Calendar Year.

ARTICLE XI AMENDMENTS

These bylaws maybe modified, altered, amended or repealed, or new bylaws may be adopted, by two-thirds vote of the Board of Directors. Electronic votes are authorized, e.g., email. The Board is envisioned working closely with the Executive Committee on any bylaw changes.

ARTICLE XII MISCELLANEOUS

Official Notices. Wherever in these bylaws there is a requirement that notice be given to any Director, Officer or Member, or by several of such persons, written or printed notice shall be given within the prescribed period by any of the following means: by personal delivery, by U.S. Mail, or by electronic means such as facsimile machine, texting, email, etc. Service by mail is effective four business days after mailing. Service by facsimile machine or other electronic means is effective on the first business day following transmission. The duties of the Secretary set forth in ARTICLE VI covers notifications to members who do not have the particular electronic communication mechanism being used for a particular notification.

ARTICLE XIII DISSOLUTION

In the event the 786 Club dissolves or discontinues activities, all assets and monies of the organization shall be redirected as decided by the Board of Directors, except that the highest priority for reallocation of such assets and monies should be targeted toward the USS ILLINOIS crew and families, or if that is not practical or possible, for such purpose as to support other submarine crews and families in the United States Submarine Force.