



**OPERATIONAL BYLAWS**

**of the**

**NAVY NUCLEAR WEAPONS  
ASSOCIATION**

(A NOT FOR PROFIT CORPORATION)

Original: 28 September 1990  
Revised: 15 September 2022

## Record of Changes

Change Number	Date	Reason for Change
Original	28 SEP 90	Constitution of the Navy Special Weapons Association Reunion established.
1	6 JUN 02	Various updates
2	28 SEP 02	Various updates
3	1 OCT 04	Various updates – see Appendix A
4	22 OCT 05	Update to Article IX Section 3 - see Appendix A
5	22 SEP 07	Update to Article VIII Section 3 - see Appendix A
6	31 OCT 10	Update to Article VI Section 8 - see Appendix A
7	17 OCT 14	Various Updates – record of changes undocumented
8	16 SEP 16	Updates to Article IV Section 2A and Article IX Section 3. See Appendix A under 2015.
9	1 DEC 19	Change to Article IV, Section 2A - see Appendix A
10	20 OCT 20	Update to Article IV, Section 2 – see Appendix A
11	17 JAN 21	Established ROC page and TOC, added dates to Title Page, various formatting changes.
12	10 OCT 21	Deleted Service Officer requirement, added missing Section Titles, standardized use and spelling of ABM, BOD, Bylaws, and added Appendix B. See Appendix A
13	15 SEP 22	Updates to Article VI Section 1 and Article VIII Section 6 – see Appendix A

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# **ARTICLE I**

## **NAME AND LOCATION**

### **SECTION 1 NAME**

The name of the Corporation shall be the "Navy Nuclear Weapons Association". It shall be identified by its various symbols and the legend "Keepers of the Dragon."

### **SECTION 2 LOCATION**

The principal office for the transaction of business of the Corporation shall be in the City of Wilmington, County of New Castle, State of Delaware; but the Corporation may have other offices and may transact business anywhere in the United States of America.

Incorporation details are documented in Appendix B.

# **ARTICLE II**

## **PHILOSOPHY**

The Corporation believes that the Navy nuclear weapons program was and is an important part of this nation's history and heritage and, further, that the men and women who served, in both military and civilian roles, made a significant contribution to the freedoms we enjoy today.

## ARTICLE III

### OBJECTIVES

The Corporation has been formed and exists for the following purposes:

To promote the social welfare of the members of the Navy, Marine Corps, Naval Civil Service and Support Contractors of the Navy Nuclear Weapons community, hereafter called the "Community."

- A. To provide information and assistance to the disabled and needy members of the Community.
- B. To carry on programs to perpetuate the memory of deceased members of the Community and to comfort their survivors.
- C. To conduct unclassified educational programs to perpetuate the Navy Nuclear Weapons historical record.
- D. To maintain a written history of the Navy Nuclear Weapons program.
- E. To sponsor and participate in activities of a patriotic nature.
- F. To provide informational, social and recreational programs for its members.
- G. To provide charitable and/or educational benefits for the members and their families.
- H. To utilize appropriate means to carry forward the purposes of the Corporation and to do what is necessary and proper for the attainment of the objectives and purposes for which this Corporation is formed.
- I. To perpetuate the memory of nuclear unit administration, team training, team deployment and concepts as a unique and significant part of U.S. Naval history.
- J. To instill in family, friends and other non-members, by whatever unclassified means are available, an awareness of the objectives of the overall nuclear deterrence and protections by providing anecdotes on the diversity of the nuclear ratings and personnel involved, the skill levels required, the security measures imposed, the safety inherent in the program, the pride craftsmanship, and the humor and esprit-de-corps displayed by the members during the lifespan of the nuclear program.

## ARTICLE IV

### ELIGIBILITY

#### SECTION 1 MEMBERSHIP IN THE CORPORATION

Membership in the Corporation shall be without regard to age, race, color, creed, gender, national origin, ethnicity, or disability.

#### SECTION 2 ELEGIBILITY

The REGULAR MEMBERSHIP in the Corporation shall be limited to present or former Navy and Marine Corps personnel, Navy Civil Service personnel, or Navy Contractor Support personnel who:

- A. Were attached to a Naval or Marine Corps command and whose primary responsibility with Nuclear Weapons included or includes any of the following:
  - 1. Depot, Intermediate or Organizational Level Maintenance of Nuclear Weapons, or
  - 2. Nuclear Weapons Safety, Nuclear Weapons Security, Personnel Reliability Program (PRP) management, Nuclear Weapons Supply, Nuclear Weapons Administrative Support, or Nuclear Weapons Technical Inspections.
- B. Excepted from eligibility are duties solely involving accident/incident response, aircraft loading teams, aircraft pilots, guard force or reaction force activities, ordnance handling teams, submarine crew members, and transshipment teams.

#### SECTION 3 OTHER MEMBERSHIP OPPORTUNITIES

Other membership opportunities and their respective eligibilities shall be defined in Article V of these Bylaws.

#### SECTION 4 CHANGE OF ELIGIBILITY REQUIREMENTS

Any member in good standing whose membership status is affected at the time of change of eligibility requirements shall continue in their original membership status provided that they continue to be a member in good standing.

#### SECTION 5 NON-MILITARY PORTION OF THE MEMBERSHIP

Notwithstanding any provision elsewhere within these Bylaws, under no circumstances will the non-military portion of the membership exceed the statutory limit of 2.5% for the Association's tax exempt status under IRS Code 501 (c) (19).

# ARTICLE V

## MEMBERSHIPS

### SECTION 1. TRANSFER OF MEMBERSHIP.

Membership in the Corporation is not transferable. Membership requirements to maintain the Association's tax exempt status is dictated with the provisions of the current IRS Code 501(c) (19).

### SECTION 2. CLASSES OF MEMBERSHIP

**REGULAR MEMBER.** Those individuals who meet the criteria defined in Article IV, and have paid the appropriate dues and fees set by the Corporation. A REGULAR Member shall have voting rights. REGULAR MEMBERS are hereafter referred to as 'MEMBERS'.

**LIFE MEMBER.** Automatically bestowed on the surviving spouse (widows and widowers) of a REGULAR Member. All dues and fees are waived. LIFE Members will have no voting rights.

**HERITAGE MEMBER.** Heritage individuals are defined as ancestors or lineal descendants. Specifically, these individuals must be related to a past or present Association Regular Member in good standing. If related to a Past Regular Member who has passed, the Past Member must have been a member in good standing at the time of passing. Heritage members are considered as being related to an Association Member within two degrees of consanguinity (i.e., grandparent, brother, sister, grandchildren represent the most distant allowable relationships). HERITAGE Members will have no voting rights.

**ASSOCIATE MEMBERS.** Individuals who do not meet the previous stated membership requirements may be considered for ASSOCIATE Membership. These individuals must be recommended by at least one Regular Member in good standing and must have paid the appropriate dues and fees set by the Corporation. Such members will have no voting rights. The total number of ASSOCIATE MEMBERSHIPS allowed by IRS regulations currently restrict these types of memberships to a total of 2.5% of total membership.

**HONORARY MEMBER.** The Board of Directors may bestow to an individual who has made a significant contribution in furtherance of the Corporation's objectives and purposes an HONORARY membership. All dues and fees are waived. Such members will have no voting rights.



# ARTICLE VI

## MEMBERSHIP MEETINGS

### SECTION 1 BUSINESS MEETING

A business meeting of the Corporation membership shall be held at least annually. The location of the meeting shall rotate between the Eastern, Central and Western areas of the continental United States. The location of the meeting area shall be selected by a vote of the membership at the prior year's meeting. Specific location, dates and times shall be at the direction of the Board of Directors. Every effort shall be made to conduct the reunion and associated Annual Business Meeting between September 15th and October 15th of each year; however the BOD may schedule reunions outside these dates to allow for more flexibility in working with reunion hosts and providers.

In the event a Force Majeure condition (primarily as a result of Acts of Nature) requires the cancelling of a scheduled annual reunion, the Board of Directors will ensure that as much advance notice as possible is provided to the membership.

The requirements to hold Board Membership elections and voting on amendments to the Bylaws which are pertinent to the Association good order and discipline must be accomplished.

- A. A slate of candidates standing for election will be drafted for Association consideration.
- B. Any amendments to the Bylaws deemed necessary for Association membership consideration will be drafted.
- C. The Secretary will prepare, with the board's approval, ballots for elections and amendments and forward them to all regular members. A stamped return addressed envelope will be included with the ballots.
- D. A thirty day timeline will be established to affect the return of completed ballots.
- E. Two members of the Board of Directors, not standing for election, will be designated by the President, to receive, count, verify, compile and publish the voting results of all returned ballots.
- F. Upon completion of the process all ballots will be retained by the Association Secretary for a period of four years.

### SECTION 2 SPECIAL MEETINGS

Special meetings of the Corporation membership may be called by the President of the Board, or the Vice-President acting on the direction of, or in the incapacity of, the

President, or by a majority of the Board of Directors. Regular Members may request a special meeting by submitting a written request to the Board signed by a minimum of ten (10) Regular Members and stating the purpose of calling a special meeting. All special meeting locations, dates and times shall be at the direction of the Board of Directors.

**SECTION 3 NOTICE OF MEMBERSHIP MEETINGS**

The Secretary shall provide a minimum of thirty (30) days' notice of the time and place of all meetings to all members of the Corporation.

**SECTION 4 VOTING**

Only Corporation Regular members in good standing shall have voting privileges. Members in arrears of dues or fees of one (1) year or more are not considered in good standing. Prior to voting all arrears must be resolved.

**SECTION 5 QUORUM**

At least 50 % of the Board of Directors and a minimum of ten (10) additional regular members in good standing present at any membership meeting of the Corporation shall constitute a quorum.

**SECTION 6 PROXY.**

Voting by proxy shall not be permitted.

**SECTION 7 DUTIES OF THE MEMBERSHIP**

The primary duty of the Regular Membership of the Corporation shall be to elect the Board of Directors. In addition, the membership shall uphold the Bylaws of this Corporation and other generally accepted rules of good order and discipline.

**SECTION 8 DUES AND DELINQUENCIES**

Dues shall be determined by the Board and paid annually by Regular, Heritage, and Associate Members. If the member's dues are not paid within two months of their anniversary date a reminder email or letter will be sent. If dues are paid within six months of their missed anniversary there will be no penalty.

After six months, on the anniversary of the second year of delinquency and after the member has been sent a reminder, the member's personal information, less the individual's name, will be removed from the website roster.

On the third anniversary the member will be considered a past member and their name will be stricken from the website membership roster and carried as a Past Member in the Associations official records.

## ARTICLE VII

### BYLAW AMENDMENT PROCESS

#### SECTION 1 PROPOSING AMMENDMENTS

Amendments to these Bylaws of the Corporation may be made in any scheduled meeting of the Corporation that is open to the membership, provided that the proposed amendment(s) are submitted to the Board of Directors at least ninety (90) days in advance of that scheduled membership meeting.

#### SECTION 2 NOTICE OF PROPOSED AMMENDMENTS

The Secretary shall provide the Regular Membership written notice of the proposed amendment(s) at least thirty (30) days prior to the meeting. Passage of any amendment shall require a two-thirds (2/3) majority of the Regular Membership present at the call for vote.

## ARTICLE VIII

### BOARD OF DIRECTORS

#### SECTION 1 ELECTION AND INITIAL MEETING

A Board of Directors consisting of at least Eight (8) members in good standing shall be elected by a majority of Regular Members present at the Annual Business Meeting held by the Corporation. Immediately following the election meeting, the newly elected Board shall meet for the purpose of electing its officers and conducting any business that may be necessary. Election of the Board of Directors shall be on the following schedule:

Even Years	Odd Years
President	Vice-President
Secretary	Treasurer
Chaplain	Historian
Master-At-Arms	Webmaster
Director	Director
Director	Director
And so forth...	

In the event that any additional Director(s) is/are added to the Board, they shall be added to the schedule first as an even year term and then as an odd year term. Similarly, if there are reductions in the number of Directors, the actions shall be done to maintain a balance of odd and even year terms. Elections of Directors shall be conducted at the Annual Business Meeting.

**SECTION 2            TERM AND VACANCY**

The term of a member of the Board shall be two (2) years except when a Director is elected as an Officer whereupon his/her term shall expire to coincide with the election schedule listed in Article VIII Section 1.

Vacancies may be filled by appointment by the Board and the appointee shall only serve for the remaining term of the Board member being replaced.

**SECTION 3            EX-OFFICIO**

The Immediate Past President shall be an ex officio, non-voting member of the Board of Directors for one year following his/her term as President and may advise the incumbent President of relevant matters spanning their respective terms of office. This member shall be entitled to participate in the deliberations of the Board without a vote unless that individual shall otherwise be serving an elected term on the Board.

**SECTION 4            MEETINGS**

It shall be the responsibility of the Board of Directors to conduct an Annual Business Meeting of the membership at a site and time determined by the Board. Meetings of the Board of Directors are to be determined by the Board with appropriate notice(s) provided.

**SECTION 5            POWERS**

The Board of Directors, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of the Corporation. It shall cause the books and financial statement(s) of this Corporation to be reviewed annually, available to the membership at the Annual Business Meeting, and to meet the prescribed requirements of governing legal bodies.

The Board of Directors shall have the power to receive, use, hold, invest and reinvest gifts, memorials, bequests, devises, grants, or funds from whatever source and use the same of the proceeds thereof for the purposes of this Corporation or any of its activities, or as specifically designated.

The Board of Directors shall incur no indebtedness or liability in any year, exceeding the amount of available funds on hand. No liability shall be incurred

on behalf of the Corporation by any members of the Board, the Corporation or, any group or committee of the Corporation unless the same is authorized by the Board of Directors.

**SECTION 6 QUORUM AND VOTING**

Attendance by at least 50% of the Board of Directors shall be considered a quorum for BOD meetings. In the event that a board member cannot attend a meeting of the BOD or the Annual Business Meeting in person because of a family emergency, emergent medical condition, or other extenuating circumstance then virtual attendance may be made using a technology based solution such as Microsoft Teams, Zoom, or conference calls providing such technology allows for real-time interaction with other members of the association membership and/or BOD.

This virtual attendance provision is to be used to facilitate obtaining a quorum in order to conduct required association business. It is not to be used as a means for a board member to NOT attend such meetings in person under normal circumstances.

The President shall make the determination on whether the requesting board member is approved to attend any meeting(s) via a technology based solution.

No proxy votes are permitted. Votes shall be recorded by the Secretary either verbally, telephonically, or electronically (such as by e-mail). The Secretary shall maintain written records of all Board votes and report the same to the membership at the Annual Business Meeting

**SECTION 7 CONFLICT OF INTEREST**

Business relationships should not exist between this Corporation and its Directors, or members of the immediate families of the Directors or any business concern owned or controlled by any of them.

In instances arising from necessity and/or prudent business, where a business relationship exists, or is proposed to exist, between any of the foregoing, (a) the facts and circumstances of each business relationship must be fully disclosed to the Board verbally and in writing; and (b) the affected Director shall remove himself/herself from any vote or use of his authority that could further any such business relationship. The minutes of the meeting shall reflect the disclosure, along with the written description of the relationship, as well as the vote of the Board.

# ARTICLE IX

## OFFICERS

### SECTION 1 ELECTION AND TERM

The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, and such other positions as the President may direct. It is recommended that the positions of Chaplain, Historian, Master at Arms and Webmaster be filled. The Secretary and Treasurer may be a combined position held by one Director. In such case, that individual shall have a single vote.

Officers are elected from among, and by, the Board of Directors. The normal terms of office of the officers shall be two (2) years, unless conflicting as otherwise provided for in these Bylaws.

### SECTION 2 REMOVAL FROM OFFICE

Any member of the Board of Directors may be removed from office and the Board, with or without cause, by a vote of not less than two-thirds (2/3) of the members of the Board.

### SECTION 3 DUTIES

Only the descriptions of A, B, C, D & E below will be retained in the Bylaws, all other descriptions for Chaplain, Master at Arms, Historian and Webmaster will be removed from the Bylaws.

- A. **PRESIDENT.** Shall preside at all meetings of the Corporation and shall act as the President of the Board. The President shall be an ex-officio member of any groups or committees that are formed by the Board. The President shall perform all duties usually associated with the office or as assigned by the Board; shall be directly responsible to the Board; shall report to the Board all important matters pertaining to the welfare of the Corporation. The President shall assume the duties of the Treasurer in the event the Treasurer is unable to perform his/her duties until such time that the Treasurer can assume his/her duties or until the Treasurer's position is filled by the Board of Directors.
1. Ensure that an annual audit of the Treasurer's records is conducted by two board members, and provide the Secretary with a file copy of the results.
  2. Authorize the issue of an annual stipend to the Secretary for use in covering association related expenses.

- B. VICE-PRESIDENT. Shall perform such tasks as assigned by the President or the Board. In case of the President's inability to serve, resignation, removal from office, or death, the Vice-President shall fill the remaining term. The office of Vice President so vacated by ascension to President shall be filled from among the remaining Board members and by the majority vote of all Board members.
- C. SECRETARY. Shall keep all records of the meetings of the Corporation and its Board; shall serve notice of all meetings; shall be responsible for and maintain all minutes, correspondence, files, records, and papers of this Corporation. The Secretary may sign on behalf of this Corporation, with other such officers, as are specifically authorized by the Board. The Secretary shall assume other duties that from time to time may be assigned by the Board.
1. Maintain a copy of the annual audit of the Treasurer's records.
  2. Receive an annual stipend from the association for use in paying Secretary related expenses, maintain expense receipts for presentation at the Annual Reunion BOD meeting, and at that time return any unused funds to the Association.
  3. Maintain a copy of the current IRS Application Form for Employer Identification Number (EIN).
  4. Ensure all association correspondence generated by the Secretary has the current Copyright and Trademark information.
- D. TREASURER. Shall be responsible for all the funds of this Corporation; shall authorize the paying out of monies on such approvals and signatures as the Board may determine; shall be responsible for the establishing of financial controls, the maintenance of adequate books of account; shall present to the Board financial statements of receipts and expenditures; and, at the close of each fiscal year, shall present to the Board, financial reports that may include a balance sheet and an income and expense statement required by the Board or governing legal authorities. The Treasurer may assume other duties as assigned by the Board. The Treasurer shall have the power to sign all checks, drafts, notes, warrants, and orders for the Board of Directors.
1. Maintain a current copy of IRS application for Employer Identification Number (EIN) Provide a copy to the Secretary.
  2. Provide the following stipends, for the following board members, to cover expenses associated with the performance of their duties. Each member will

maintain expense receipts and present them to the Treasurer for validation. All expenses and accounts will be balanced during the reunion: Secretary - \$1,000.00, Historian - \$300.00.

### **Note**

This amount does not reflect the funds necessary to cover reunion mileage. Reunion mileage will be an amount agreeable to the BOD and the Historian and will utilize the Federal Guidelines regarding Government Charitable mileage rates for a round trip.

- E. DIRECTOR. Shall perform such tasks as assigned by the President or the Board of Directors.

## **ARTICLE X**

### COMMITTEES

The President, with the approval of the Board, may appoint Standing Committees and/or Special Committees, for such a period as necessary, to study specific initiatives or interests for the Corporation and to make recommendations to the Board. The Chairman of each committee may or may not be a member of the Board, but shall be a Regular member. Committee members shall be appointed by the Chairman and may consist of any category of membership. Each committee member, with the exception of ex-officio members, shall have a vote at committee meetings. Examples of committees may be: Fiscal, Membership, Public Relations, Program, Endowment, Investment, etc. The committees may be dissolved at any time by a majority vote of the Board.

## **ARTICLE XI**

### RULES AND PROCEDURES

Unless otherwise provided for in these Bylaws "Roberts Rules of Order" in its current edition shall be observed as the rule of procedure for all meetings.



## **ARTICLE XII**

### FISCAL YEAR

The fiscal year of the Corporation shall begin on October first of each calendar year and end on September thirtieth (30<sup>th</sup>) of the succeeding calendar year.

## **ARTICLE XIII**

### INUREMENT

The Corporation shall have no power whatsoever to issue capitol stock. No dividends or pecuniary profits shall be declared, or paid to, or inure to any member, director, or officer of this Corporation.

## **ARTICLE XIV**

### DISSOLUTION

No member, director or officer of the Corporation shall be entitled to share in the distribution of Corporation's assets upon the dissolution of the Corporation. In the event of liquidation, dissolution or abandonment of this Corporation, no portion of the property or assets shall inure to the benefit of any private person, but the same shall be distributed to a fund, foundation, corporation or association, as identified by this Corporation's Board of Directors. The identified entity shall conform to the requirements of the Internal Revenue Code and corresponding sections of subsequent revenue acts that have been adopted thereto.

Those historical and/or educational items and materials that may have been placed on loan to the Corporation for the furtherance of its purposes shall be returned to the rightful owners.

## **ARTICLE XV**

### **INDEMNIFICATION**

The Corporation shall indemnify and hold harmless each of its former, existing, and future Directors and officers to the maximum extent possible and/or permitted by law. Without limiting the foregoing, a Director or officer shall not be personally liable to the corporation or any of its members for monetary damages for action taken or for failure to take any action as a Director or officer except as otherwise provided by law.

For purposes of this Article XV, this indemnification includes those properly appointed to any committee of the Corporation. Excepted from this indemnification is anyone otherwise covered who acts outside their authorization for the Corporation, who acts in a criminal capacity, or who acts with gross negligence.

## **ARTICLE XVI**

### **AGENCY**

The law firm of Elson, Austin, Reardon, Taro & Modell PA, its successors, heirs and assigns, whose address is 300 Delaware Avenue, Wilmington, Delaware; and which is and has been a bona fide resident of New Castle County, Delaware is hereby appointed the Statutory Agent for this Corporation in the State of Delaware, upon which service of process may be made.

## Appendix A

### Amendments Passed by the Membership at Annual Meetings

Year Passed	Summary of Amendment
<b>2004</b>	
Article VI Section 5	Requires at least 50% of the Directors for a quorum
Article VIII Section 1	Changes one Director title to Webmaster
Article VIII Section 6	Requires at least 50% of the Directors for a quorum
Article IX Section 1	Rewording of the last sentence for clarification
Article IX Section 2	Reworded for clarification
Article IX Section 3	Adds duties of additional officers/directors and allows for the President's subsequent approval of duties and reflecting same in the Bylaws.
<b>2005</b>	
Article IX Section 3	Provides expanded and refined duties of all officers and directors.
<b>2007</b>	
Article VIII Section 3	Rewords the provision for the immediate past president as an ex-officio member of the Board of Directors and limits it to one year
<b>2010</b>	
Article VI Section 8	Rewords the provision defining outcomes for non-payment of dues. See Note 1.
<b>2012</b>	
Article VII Section 1	Adds a new final paragraph addressing the adding/deleting the numbers of Directors and providing for the election of Directors.

## 2015

Article IV Section 2A Clarified the eligibility requirements for Regular membership.

Article IX Section 3 Removed items F. through J., the descriptions of the duties of various officers.

## 2019

Article IV Section 2A Clarified the eligibility requirements for Regular membership.

## 2020

Article IV Section 2 Clarified the eligibility requirements for Regular membership.

## 2021

Article VIII Section 1 and Article IX  
Section 1 and 3 Eliminated the requirements for the BOD Service Officer position.

## 2022

Article VI Section 1 and Article VIII  
Section 6 Clarified reunion scheduling date flexibility by BOD; and provided virtual meeting attendance provisions by BOD in extenuating circumstances to facilitate obtaining a quorum.

**Note 1.** This amendment was approved by written mail-in ballot since the 2010 annual reunion and meeting were cancelled.

## Appendix B

### Certificate of Incorporation of NNWA

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/25/2002  
020214044 - 3501301

### CERTIFICATE OF INCORPORATION OF NAVY NUCLEAR WEAPONS ASSOCIATION

#### A DELAWARE NON-PROFIT, NON-STOCK CORPORATION

**First:** The name of this Corporation is Navy Nuclear Weapons Association.

**Second:** The registered agent of the Corporation in the State of Delaware is Elzefon Austin Reardon Tarlov & Mondell, P.A., and the address of its registered office in the State of Delaware is c/o Edward A. Tarlov, Esq., 300 Delaware Avenue, Suite 1700, P.O. Box 1630, Wilmington, New Castle County, Delaware 19899-1630.

**Third:** This Corporation is a non-profit, non-stock corporation. The Corporation shall be operated exclusively for the following purposes:

1. To promote the social welfare of the members of the Navy, Marine Corps, Naval Civil Service and Support Contractors of the Navy Nuclear Weapons Community, as said community is defined in the Bylaws;
2. To provide charitable and/or educational benefits to members of the Navy Nuclear Weapons Community, including information and assistance to disabled or needy members of the community and their families;
3. To provide social and recreational activities for members of the Navy Nuclear Weapons Community;
4. To conduct unclassified educational programs to perpetuate the Navy Nuclear Weapons historical record and to maintain a written history of the Navy Nuclear Weapons program;
5. To carry on programs to perpetuate the memory of deceased members of the Navy Nuclear Weapons Community and comfort their survivors;
6. To sponsor and participate in activities of a patriotic nature; and
7. To utilize appropriate means to carry forward the purposes of the Corporation and to do what is necessary and proper for the attainment of the objectives and purposes for which the Corporation is formed.

**Fourth:** The Corporation shall not have any capital stock, and no part of its net earnings shall be inure to the benefit of any private shareholder or individual. The conditions of membership shall be set forth in the Bylaws.

SENT BY:

3-25- 2 : 1:43PM :

ELZUFON&AUSTIN-

302 738 6483:# 3/ 3

**Fifth:** The name and mailing address of the incorporator is as follows:

Mark L. Reardon, Esq.  
Elzufon Austin Reardon Tarlov & Mondell  
300 Delaware Avenue, 17<sup>th</sup> Floor  
P.O. Box 1630  
Wilmington, DE 19899-1630

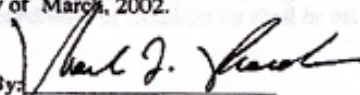
**Sixth:** The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name and mailing address of the persons who are to serve as the directors until the first annual meeting of the members is as follows:

1. James G. Hambley, 3332 Middle Plantation Quay, Virginia Beach, VA 23452
2. Sidney P. Hart, 121 Addie Lucas Road, Lexington, SC 29073
3. Ellamae S. Weaver, 170 Saint Andrews Loop, Kerrville, TX 78028
4. Charles J. Weber, PO Box 157, Albrightsville, PA 18210
5. Henry G. Stephens, 305 Chelsea Drive, Warner Robbins, GA 31088
6. Michael D. Snyder, 17618 Sir Galahad Way, Ashton, MD 20861
7. Frank Cantrell, 2772 Greenville Hyw., Liberty, SC 29657
8. Ray C. Margeson, 172 Bower Road, Elmira, NY 14905
9. William A. Grizzard, 4001 Azalea Drive, Las Cruces, NM 88005

**Seventh:** A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

**Eighth:** The members and directors shall have power to hold their meetings and keep the books, documents and papers in places as may be from time to time designated by the Bylaws or by resolution of the members or directors, except as otherwise required by the laws of Delaware.

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true: and I have accordingly hereunto set my hand this 22nd day of March, 2002.

By:   
Incorporator: Mark L. Reardon, Esquire