

# USS Inchon Association Constitution

## Article I. The Organization

1. **The Name:** The name of this organization shall be the USS Inchon Association, herein after referred to as the "Association" and "UIA".
2. **Status:** The Association shall file under Section 501(c)(19) of the Internal Revenue Code.
3. **Purpose:** The purposes of the Association are to honor and preserve the history and memory of the USS Inchon, its Naval crews and embarked Marines; to foster and strengthen the fraternal, civic and patriotic ties among shipmates; to memorialize departed shipmates who served in USS Inchon; to render financial aid or other support to appropriate qualified historical, educational, patriotic, or charitable organizations; and to maintain liaison with the Department of the Navy.
4. **Fiscal Year:** The fiscal year of the Association shall be 1 January through 31 December.

## Article II. Membership

1. **Membership:** All personnel who served in USS Inchon (LPH-12), (MCS-12) or a successor namesake are eligible to become Regular Members in the Association. Rights and privileges accorded to Regular Members include voting, holding elected office in the Association; serving on Committees; attendance at reunions and other meetings; participation in USS Inchon and other Navy and Marine Corps official functions; and participation in all historical and memorial functions sponsored by the Association.
2. **Special Membership:** Any person then serving on board a commissioned USS Inchon shall be designated a Special Member of the Association. Special Members enjoy all rights and privileges of Regular Members, but shall not be required to pay dues. On termination of such duty, Special Members will be eligible for Regular Member status and will be required to submit annual dues to maintain membership in good standing.
3. **Honorary Membership:** Any person who is not eligible to be a Regular Member and who is not a Special Member, but who has made a significant contribution to the Association, may be designated an Honorary Member upon recommendation of the Executive Committee and approval by the Regular Membership. Honorary Members will enjoy all rights and privileges of Regular Members, but will not be required to pay dues.
4. **Associate Membership:** Any person who has not served in a USS Inchon but has close ties or kinship to a ship of that name or this Association is eligible to be an Associate Member by application to the Secretary, recommendation of the Executive Committee, and approval by the Regular Membership. Associate Members will enjoy all of the rights and privileges of Regular Members with the exception of voting privileges, holding office, and serving on committees.

## Article III. Elected and Appointed Officers

1. **Elected Officers:** The elected officers of the Association shall be a President, Vice President, Treasurer and Secretary, all of whom shall be elected at the General meeting. The term of office for all officers shall run from the time of election until the next election, which will be held at the following General meeting.
2. **The President:** The UIA President shall preside over the General meeting of the Association. He shall perform, delegate, or supervise the activities and purposes of the Association as described in this Constitution.
3. **The Vice President:** The UIA Vice President shall preside over the General meeting of the Association and perform all duties of the President in his absence.
4. **The Treasurer:** The UIA Treasurer shall keep the accounts and be the custodian of all funds of the Association. He shall maintain accurate records of the amounts and sources of each payment made to the Association and the amount and payee of each payment made. He shall promptly deposit all funds upon receipt in an FDIC insured financial institution of convenience to him. He shall exercise conservative fiduciary judgment in the custody and maintenance of Association funds. He shall be prepared to render a

report on the accounts at the General meeting and at such other times as the Executive Committee may require. Using budget estimates from the Executive Committee, he shall prepare and submit an operating budget to the members of the Executive Committee by September 15th preceding the beginning of the following fiscal year or by the day preceding the reunion date, whichever is more convenient to him. Upon receipt of a detailed expense report, he shall reimburse the Secretary for expenses incurred in the business of the Association. He may advance sums to the President, Secretary and General Chairperson, but the use of each advance shall be reported to the Treasurer in detail after the expenses have been incurred. He shall reimburse any other officer or member of the Association for expenses incurred on behalf of the Association upon receipt of a detailed account of such expenses and which have been included in the adopted budget or specifically approved by the President. He will keep the Association advised of receipt of dues and other contributions made. If not re-elected, he shall, within 30 days, transfer the bank accounts and a complete set of financial books and records in his possession to his successor.

**5. The Secretary:** The UIA Secretary shall give notice of the annual and all special meetings of the Association and shall conduct the general correspondence of the Association. He shall maintain a complete record of membership addresses and Association activities. He shall, from time to time, publish and distribute newsletters to members containing information and notices of interest in the Association. He shall record minutes of each Executive Committee meeting and General meeting and preserve such minutes after their approval by the body involved. He shall be responsible for efforts to maintain members in an active status, for conducting programs to encourage the participation of active members and to locate shipmates whose whereabouts are not known. He shall forward to the Treasurer an account of all expenses incurred in his duties for reimbursement.

**6. The General Chairman and Reunion Organizer:** The UIA General Chairman or contracted firm shall act as the CEO for the Association and Reunion Organizer and shall be appointed and serve at the pleasure of the President and Executive Committee. The General Chairman or contracted firm shall continue to serve until he/she resigns or is terminated by the Executive Committee. The General Chairman or contracted firm shall be responsible for the planning and executions of all actions required to schedule and conduct the reunions of the Association. To this end, he may appoint members to the UIA Reunion Committee and subcommittees to assist. The responsibilities of the Reunion Organizer or contracted firm include:

- Promote attendance of Association members at reunions;
- Arrange for accommodations for members at reunions;
- Arrange for banquets and other meals;
- Arrange for entertainment and activities;
- Set the agenda for all meetings;
- Obtain and disseminate information on travel and transportation;
- Arrange for appropriate registration and hospitality space at the meeting site; and
- Sale of storekeeper items

The General Chairman or contracted firm shall provide the Secretary information necessary to publish reunion news that will promote attendance and allow members sufficient time to schedule attendance and make personal arrangements.

**7. Appointed Officers:** The Appointed Officers of this Association shall be a Storekeeper, Auditor, Historian, Web-Master, Master at Arms and Parliamentarian who shall be appointed from qualified members by the President. The term of office for all appointed officers shall be from the time of appointment to the time when the appointed President is relieved from duties of office.

**8. The Storekeeper:** The UIA Storekeeper shall be responsible for the purchase, custody and delivery of souvenirs and publications of the Association. He shall be responsible for establishing the fair market price of each souvenir or publication at a level to cover all costs of the item which includes shipping. Over cost from sales of items will be deposited in the Association general fund for Association-related uses as determined by the Executive Committee.

**9. The Auditor:** The UIA Auditor shall be chairperson of the Auditing Committee and shall be in charge of the annual audit of the treasurer's accounts and funds as set forth in article IV, section 3.

**10. The Historian:** The UIA Historian shall be responsible for the production of photographs,

publications, cruise and reunion books and videotapes on subjects of historical interest to the Association. He shall encourage members to submit written or taped memoirs or records of USS Inchon history. He will be responsible for compiling, editing, and printing such records. He shall make recommendations to the Executive Committee for decisions as to material appropriate for publication and sale for the membership. He shall deliver all publications, together with a recommended sales price, to the Storekeeper, who will set the selling price and conduct all sales and distribution. Prior to September 15 of each year, the Historian shall submit to the treasurer a detailed estimate of costs of items to be procured in the coming year.

**11. The Web-Master:** The UIA Web-Master shall be responsible for the production and maintenance of the web site. Must be familiar with copyright infringement laws. Must have strong computer and web building experience. He shall make recommendations to the Executive Committee as to material appropriate for posting on web-page. The Web-Master shall report to the Treasurer a detailed estimate of cost of items as to maintaining the web services.

**12. The Master at Arms:** The UIA Master at Arms shall assist the presiding officer in maintaining order, decorum, and good discipline at the general meeting. He takes the official count of votes on all issues and reports the results to the presiding officer and Secretary.

**13. The Parliamentarian:** The UIA Parliamentarian shall ensure the Association meetings will be conducted in accordance with the Roberts Rules of Order.

#### **Article IV. Committees**

**1. Definition and Overview:** The Association shall have three permanent committees: Executive, Auditing and Reunion. The President shall be a de facto member of all committees, although he may not choose to take an active role in them.

**2. Executive Committee:** The Executive Committee shall be composed of the elected officers designated in Article III and the immediate past President. There shall be at least one crewmember from any actively Commissioned USS Inchon to serve on this committee as liaison between the ship and the Association. This committee shall also include the General Chairman. This committee shall act as the senior governing body of the Association. The elected officers shall serve on this committee for the length of their terms. The Executive Committee shall provide advice and assistance to the President for carrying out his duties and take actions on matters set forth in this Constitution.

**3. The Auditing Committee:** The UIA Auditing Committee shall audit the treasurer's accounts and funds as soon as practicable after commencement of the reunion but before the general meeting, and at such other times as may be requested by the President. The committee shall submit a report to the President immediately after completion of any audit. The President shall report the results at the general meeting. The result of the audit shall be placed in the Association's newsletter next published after the General meeting.

**4. The Reunion Committee:** The UIA Reunion Committee shall assist the General Chairman/Reunion Organizer.

#### **Article V. Reunions, Meetings and Conduct of Business**

**1. The Reunion:** Insofar as practicable, no fewer than 12 months nor more than 36 months shall lapse between reunions. The reunion shall be held at a location chosen by majority vote taken at the previous general meeting. At the Executive Committee meeting held before a reunion, the committee will review locations for the next one or two reunions, and the President will present the Committee's recommendations for a vote at the general meeting. The UIA may utilize the services of a professional event planner services company to assist in the site selection for upcoming reunions.

**2. Executive Committee Meeting:** The UIA Executive Committee shall meet the day before the general meeting. Three members shall constitute a quorum to conduct business. The agenda shall include all items of business as referenced in this Constitution. The Executive Committee shall decide on recommendations to be presented to the members for a vote at the general meeting, including a slate of officers and a proposed budget. If the President so determines, he may call an Executive Committee meeting, which may be conducted by mail or telephone, at any time to conduct urgent business.

**3. General Meeting:** During the reunion, there should be a general meeting of all members present. The

Secretary, based on information provided by the General Chairman, shall publish the date and time of the General meeting at least three months in advance. Those present at this meeting shall constitute a quorum for all business matters requiring approval by the Association. Unless otherwise noted, a simple majority of those present at this meeting shall be required to approve those items of business requiring a vote. The standard agenda for this meeting shall be as follows:

- Call to order by presiding officer.
- Pledge of allegiance and invocation.
- Reading and approval of minutes of last general meeting.
- Treasurer's report on finance and budget.
- Committee reports and announcements.
- Old business.
- New business.
- Approval of the budget for the next fiscal year.
- Approve site for upcoming reunion.
- Report by Executive Committee on proposed slate of officers in the nominations, request for nominations from the floor and election of new officers.
- Benediction
- Adjournment

**4. Years With No Reunion:** In a year when there is no reunion, the President shall call a meeting of the Executive Committee as soon as possible after September 15, but before December 31st. At this meeting, the Executive Committee shall review the finances and budget of the Association and approve the continuation of the necessary budget accounts until the next general meeting. The business of this meeting may be conducted by mail, telephone, Internet, or special meeting as designated by the President. A quorum of four shall be required for action to be taken. If ratification of Executive Committee action is required by the membership, the Secretary will, upon direction of the Executive Committee, conduct a mail ballot of the members on the active list. After the last mail delivery on the 31st day after the date of sending out the ballots, a count of ballots received will be made. The number of ballots received shall constitute a quorum for a mail vote, and a simple majority of the quorum shall determine the action. The Secretary shall make minutes of such meetings and the results of ballots taken and report them to the membership in the next newsletter. No election of an officer shall be conducted by mail ballot.

## **Article VI. Funds and Contributions**

**1. The Treasury:** There shall be a treasury of general funds administered by the Treasurer as described in Article III, section 3. The treasury shall be supported by dues, contributions and profits from the sale of Storekeeper items. This fund will be used to support all current operations of the Association. The Executive Committee shall determine the amount of annual dues for Regular Members. Dues will be determined by the amount of revenue required for budget expenses. The Executive Committee shall also determine the annual dues for Associate Members, which shall be an amount sufficient to cover the cost of mailing to these members. The committee will present its recommendation for approval of funding to the membership at the general meeting.

**2. Dues and Membership:** Those Regular and Associate Members of the Association staying current in the payment of annual dues shall be maintained on the active list. They shall receive all mailings and other benefits of full membership. Regular and Associate members not current in their dues shall be maintained on the inactive list. They shall receive information on reunions, but not regular issues of the newsletter, membership lists, or mail ballots. The Executive Committee may waive any dues for any Regular or Associate Member who desires to remain on the active list but is known to be unable to pay duties because of extreme financial hardship. Within sixty (60) days of the beginning of the fiscal year, the Secretary,

working with the Treasurer, will send notice to Regular and Associate Members on the Active List not having paid dues for that year. If dues remain unpaid by January 1, such members will be placed on the Inactive List and notified of such action. Members on the Inactive List will be reinstated to the Active List at any time current dues are paid.

#### **Article VII. Amendment of this Constitution**

**Amendment:** All UIA amendments and changes shall be recommended to the Membership by the Executive Committee and presented to the membership at the earliest general meeting possible for approval. A simple majority of the quorum of members attending the general meeting shall be sufficient for adoption.

#### **Article VII. Dissolution**

**1. Procedure:** If the general consensus among the membership is that the good of the Association is best served by its dissolution, the following steps will be taken:

- The UIA Executive Committee shall direct the Secretary to prepare a special mailing to all Regular Members on the active list which shall contain the reasons for dissolution, a resolution in the form of the motion for the dissolution, an accounting of all money and assets of the Association, and plans for the distribution of said monetary assets described in section 2 of this Article.
- A mail vote will take place with Regular Members voting on the dissolution and distribution of money and assets. A two-thirds majority of the quorum is required for passage of the dissolution.

**2. Liquidation of Money and Assets:** Upon a vote of the UIA Regular Membership to dissolve the Association, there will be a special Executive and Auditing Committee meeting. This meeting will conduct an accounting of all money in the treasury and inventory of all assets, including storekeeper items. All assets will be sold as close to fair market value as possible. All receipts from the sales will be deposited in the treasury. The Treasurer shall file all the appropriate Internal Revenue Service and other federal and state documents for the dissolution. Any attorney or accounting fees incurred to this end will be paid at the Association's expense. After all dissolution expenses are paid, any remaining money will be donated to an appropriate charity or scholarship fund.