

## CONSTITUTION AND BYLAWS

USS Indianapolis CA-35 Legacy Organization, Inc.

***Updated as of March 2021***

### MISSION STATEMENT

The mission of the USS Indianapolis CA-35 Legacy Organization is to promote and perpetuate the memory of all those who served the USS Indianapolis CA-35.

### VISION STATEMENT

Our vision is to keep the legacy of the USS Indianapolis CA-35 ship and her crew alive.

### Article I

This organization shall be called:

**USS Indianapolis CA-35 Legacy Organization**

### Article II

Indiana State Laws shall govern the legalities of this organization. All memorial reunions shall be located in the City of Indianapolis, Indiana. Mini reunions may be held regionally with the approval of the Chairperson.

### Article III

Objectives of this organization are, but not limited, to:

- Helping preserve the reunions after the disbanding of the USS Indianapolis Survivors Organization.
- Celebrating and overseeing educational resources.
- Collaborating with others to preserve the legacy of the USS Indianapolis story and crew.
- Providing communication and informational outreach to the general population.

## Article IV

Basic Policies of this Organization are:

- This organization shall be governed by the policies set forth in these By-Laws. Procedures not covered within the By-Laws shall be established and governed by the Officers and/or Directors attending the reunion. If no Officers or Directors are in attendance at a reunion an election will be held for a New Chairperson to be conducted by members in good standing in an ad hoc fashion so a meeting may take place.

- Term limits for Officers: **Chairperson** two (2) reunion meetings/elections; **Vice-Chairperson** two (2) reunion meetings/elections; **Secretary** three (3) reunion meetings/elections; **Treasurer** three (3) reunion meetings/elections; **Member at Large** two (2) reunion meetings/elections. It is understood that all Officer positions are up for election at each reunion.

- Term limits shall be calculated using consecutive terms and non-consecutive terms. In the event that there is a vacancy in the Chairperson's position, the Vice Chair will assume that position until the next reunion. The Member at Large will fill any other vacancies. If there should be other vacancies, the Chairperson will appoint a replacement to serve for the remainder of the term. In filling vacancies for unexpired terms, an officer who has served more than half a term in office is considered to have served a full term.
- Past Officers may pass into Directors to aid the ongoing leadership of the organization after they leave their elected office for a period of three (3) reunion meetings/elections.
- This organization shall be nonprofit, non-sectarian, and non-partisan.
- All Officers, Directors, and Committee Chairpersons and/or their Members are non-compensated positions.

- The Organization exists to organize, preserve, and strengthen comradeship among its members through personal contacts, conferences, committees, and memorial reunions.

## Article V

### ELECTED OFFICERS AND THEIR DUTIES

The **CHAIRPERSON** shall:

- A) Preside over the **USS Indianapolis CA-35 Legacy Organization** reunions and ongoing meetings between reunions.
- B) With the aid of other Officers and Directors in attendance at the reunions, help appoint and establish Chairpersons of Committees. The objectives and goals of any given Committee shall be established at the reunion.
- C) Be the primary spokesperson for the **USS Indianapolis CA-35 Legacy Organization** and to aid the Officers, Directors, and Committee Chairpersons in the completion of their given activities and/or goals.
- D) Appoint qualified and eligible members to fill vacancies in any Committee. The general membership shall codify any appointments at the next reunion.
- E) Call special meetings of the Officers, Directors, and Committee Chairpersons when deemed necessary.
- F) Cast a decisive vote in any matter in the event of tied decisions at ad hoc meetings between reunions and during the reunions. Consequently the Chairperson may not vote on issues; their vote is the deciding vote for tied motions under consideration.
- G) Receive and sign all legal documents necessary for the **USS Indianapolis CA-35 Legacy Organization**. They shall keep timely documents to aid the Treasurer and help maintain the ongoing record keeping of the organization. The Chairperson shall pass this information onto their successor for continuity purposes.

- H) May conduct, or appoint, Officers, Directors, Committee Chairpersons or Members in good standing to conduct any interviews with the news media and other concerned groups on behalf of the **USS Indianapolis CA-35 Legacy Organization**.
- I) With the aid of other Officers, Directors, and Committee Chairpersons to help provide program speakers for the reunions.
- J) With the aid of other Officers, Directors, and Committee Chairpersons to correspond, before and after memorial reunions, with any persons or organizations assisting in putting the reunion together.
- K) Assure that all invoices incurred will be paid at the earliest possible date after being presented with properly executed statements. Be responsible for the timely filing of all legal documents.
- L) Be the final arbitrator between Officers, Directors, and Committee Chairpersons to maintain peace and fellowship in their assigned tasks.
- M) Will produce an agenda for the General Membership one (1) month before the reunion/election after a review of that agenda with the current Officers.
- N) The Chairperson's responsibilities also are to ensure all Officers, Directors, and Committee Chairpersons pass along their respective records to their successors of their positions.
- O) Be a goodwill representative to all persons during reunions.

The **VICE-CHAIRPERSON** shall:

- A) Assist the Chairperson in any matter.
- B) Preside over on-going activities, meetings, and reunions for the Chairperson in the event of their inability to perform the duties of their office for health reasons and/or death. If during the year the Chairperson is unable to perform their duties the Vice-Chairperson will remain the Chairperson only until the next reunion/election.

- C) The Vice-Chairperson (or any Officer or Director in attendance) shall establish and conduct an election for the Chairman position as the first order of business after a quorum is established at the reunion.
- D) The Vice-Chairman shall aid the Secretary and Directors in keeping a membership list in conjunction with the Treasurer.
- E) The Vice-Chairman shall insure State of Indiana Business Entity Reports and Federal tax documents are filed in a timely basis.
- F) Pass on all information relevant to their office to all Officers and Directors when their term of service has expired.
- G) Be a goodwill representative to all persons during reunions.

The **SECRETARY** shall:

- A) Prepare minutes of organizational meetings. Archiving and later distributing the minutes of the organization along with keeping them available to the Officers and Directors at all times.
- B) Notify members and interested persons of organizational meetings and memorial reunions, i.e. be the organization primary correspondent.
- C) To maintain a list of all Officers, Directors, Committee Chairpersons and members. Will work in conjunction and aid the TREASURER in their address correction duties.
- D) Prepare reports as required by the Officers and Directors.
- E) Receive and record reports from Committee's Chairpersons as necessary.
- F) Assist in preparing all correspondence for the Officers, Directors, and Committee Chairpersons as requested or required.
- G) Receive correspondence from survivors and other interested parties and to inform Officers and Directors of such correspondence.

- H) Be a secondary repository of the records of the Chairperson and Treasurer.
- j) Pass on all information relevant to their office to all Officers and Directors when their term of service has expired.
- k) Be a goodwill representative to all persons during reunions.

The **TREASURER** shall:

- A) Receive and deposit all funds of the **USS Indianapolis CA-35 Legacy Organization**.
- B) Maintain a complete record of all receipts and disbursements.
- C) The Treasurer will collect membership dues and communicate any address corrections obtained from members to the Secretary.
- D) The Treasurer will aid the Secretary in maintaining Officer, Director, Committee Chairpersons and Members rosters and shall furnish copies to the Officers and Directors as requested.
- E) Keep and reconcile all monthly financial statements from bank accounts.
- F) Send timely financial reports to all Officers and Directors. Quarterly reports will be the minimal requirement for this responsibility.
- g) File State of Indiana Business Entity Reports and pay appropriate fees on a timely basis
- h) File Federal Tax returns and pay appropriate fees on a timely basis.
- j) Keep records of the expenses of the Officers and Directors incurred while performing organizational duties and reunions. The timely reimbursements of two weeks to the Officers and Directors are expected from the TREASURER after the reunion.
- k) Present a full report of financial income and disbursements to the general membership during the reunion.

- l) Pass on all information relevant to their office to all Officers and Directors when their term of service has expired.
- m) Be a goodwill representative to all persons during reunions.

The **MEMBER AT LARGE** shall:

- a) Oversee the website presence of the organization and keep it current.
- b) Be the designated replacement of the Vice Chairperson, Secretary, or Treasurer that is unable to perform their duties during their elected term.
- c) Pass on all information relevant to their office to all Officers and Directors when their term of service has expired.
- d) Be a goodwill representative to all persons during reunions.

## Article VI

### Membership

All voting members must be a current member of the **USS Indianapolis CA-35 Legacy Organization**.

Reunion to reunion dues will be established at the reunion by approval of current voting members. A new term for membership begins at the conclusion of the reunion meeting to the end of the next reunion meeting.

Dues are to be collected by the TREASURER at the conclusion of the reunion Legacy Organization meeting. The amount of the dues may be adjusted at the reunions by a vote of the general membership.

Lifetime membership is established at \$500. (Founding members from July 2018-July 2019 may pay the difference to become a lifetime member if paid prior to the July 2020 reunion.

Members are encouraged to:

- To attend all reunions, if possible.
- To make motions, recommendations and proposals from the floor at the reunion meetings.
- Receive and review materials disbursed by the SECRETARY on an ongoing basis. Occasionally look at our website.
- Take grievances before the Officers and Directors.

Any member in good standing may be appointed Chairperson of a committee or serve on a committee. Priority for serving will be given to family members of Survivors, Lost at Sea, and Rescue Crew. Committees should reflect a balance among the groups and then add “friends of USS Indianapolis” category members.

Tokens of membership may be given to the members from reunion to reunion.

Discipline may be imposed upon a member for any violation of the Good of the Order, including but not limited to the following:

1. Violation of the Bylaws.
2. Acts of disloyalty to the Legacy Organization including, but not limited to overt attempts to decertify the Legacy Organization with acts as to bring disruption, disgrace or dishonor to the Organization.
3. Distribution or use of the Legacy Organization membership list for any reason without expressed permission.
4. Misuse or abuse of the name or insignia of the Legacy Organization or infringement of a trademark of the Legacy Organization.



## Article VII

### Committees

All Committee Appointees must be a current member of the USS Indianapolis CA-35 Legacy Organization.

The objectives and/or goals of any given Committee shall be established at the reunions.

An Advisory Committee shall be established at the inception of this organization to aid the new officers in the background of the preliminary work performed by the volunteers of the Steering Committee. This initial Committee will be an Ad Hoc Committee in nature that may be disbanded by the will of the officers at any juncture.

A Financial Committee shall be established to oversee the economic commitment goals of the organization at the reunion. This shall be a standing committee as economic stability is paramount to the organization. The committee members shall be directed by the goals of the organization at the reunion. The Treasurer shall oversee this committee.

Reunion Committee will work with the Survivor's Organization to facilitate the reunions. When the USS Indianapolis Survivor's group does not exist, the committee will be fully in charge of organizing and implementing USS Indianapolis CA-35 Legacy Organization programs.

Membership Committee will develop strategies to increase membership of the Legacy Organization. Upon the Legacy Organization organizing the reunions, the membership committee will facilitate registration of the reunions.

Education Committee will develop strategies for presenting programs about the history of the USS Indianapolis in schools, museums and public venues.

Merchandise Committee will be in charge of ordering and monitoring all memorabilia or commemorative items representing the USS Indianapolis CA-35 or Legacy Organization.

Website Committee will be in charge of overseeing and updating the USS Indianapolis Legacy Org website.

Fundraising Committee will be in charge of discovering various avenues to pursue added income beyond merchandise sales and membership dues.

Bylaws Committee shall be in charge of an annual review of the bylaws. Recommendations will be made to the Board of Directors. Beyond grammatical changes, the additions or deletions of current bylaws will be voted upon at the reunion by all current members.

Strategic Planning Committee will develop short-term and long-term goals for the Legacy Organization.

Members of Committees are encouraged to:

- a) To attend all Committee meetings.
- b) To make motions, recommendations and proposals to their assigned committee.
- c) Entitled to take grievances before the Officers and Directors.
- d) Any member in good standing may be appointed Chairperson of a committee or serve on a Committee.

## **Article VIII**

### **ELECTION OF OFFICERS-**

All nominations shall be made at the reunion meeting. Elections shall be by voice vote and/or written ballot. It shall require a majority of all votes cast by the general membership at the reunion to be elected to any Officer's position.

Membership shall be assumed at the first USS Indianapolis CA-35 Legacy Organization meeting by being "in the room". At subsequent reunions members may vote for officers only if they are members in good standing.

Term of office shall be from one reunion to the next, whatever that period may be as established in these bylaws.

Eligibility to be nominated from the floor and hold an Officer's position will only be held by a Member in good standing. Self-nomination is acceptable.

In the event that on-site elections are not possible, due to either a revision in the reunion schedule or in the case of circumstances beyond our control like the pandemic in 2020, the following electronic procedure would be in place.

#### **ELECTRONIC ELECTION OF OFFICERS-**

The nominating committee shall solicit candidates during the months of March, April and early May. All candidates should be verified as current USS Indianapolis CA-35 Legacy Organization members by the nominating committee by mid-May. Candidate information must be presented to the membership prior to their votes being cast on the ballots

The committee shall present the Slate of Officers Ballot using an online format. Voting would occur before the general meeting. The committee will receive all ballots and tabulate the results. The results will be announced, via email, to all current members in a timely manner. The new officers will be presented to the membership.

#### **Article IX**

##### **FINANCIAL/TAX YEAR-**

The fiscal year of the USS Indianapolis CA-35 Legacy Organization shall be from July 1st to June 30th.

#### **Article X**

## LEGACY ORGANIZATION REUNIONS-

- a) The LEGACY ORGANIZATION will be concurrent with the Survivor's Reunion.
- b) When the Survivor's Reunion is disbanded it shall be held as near to July 30th as possible.
- c) It shall be held in the City of Indianapolis, Indiana.

### **Article XI**

#### VOTING QUORUM-

Those members present in good standing shall constitute a quorum for the transaction of business at the reunion's meetings.

### **Article XII**

#### DISSOLUTION OF THE **USS INDIANAPOLIS CA-35 LEGACY ORGANIZATION**

In the event The **USS Indianapolis CA-35 Legacy Organization** disbands, its funds shall be disbursed by the last grouping of Officers and Directors to a non-profit charitable organization. This donation will be in the name of the USS Indianapolis CA-35. It will be made to a Navy and/or Marine Corps Organization or museum(s) housing a USS Indianapolis CA-35 display.

### **Article XIII**

These bylaws may be amended at any reunion meeting to address any deficiencies of this document and/or to address any ongoing considerations. The amended Bylaws shall be established by the general membership at the reunion-to-reunion meetings.

*Original bylaws were amended May 2019 and approved by the Legacy Membership July 2019 at the General Membership Meeting during the Survivors 74<sup>th</sup> Anniversary Reunion, Indianapolis, IN. Changes are included.*

*Boxed and highlighted proposed amendments were approved in a special in March 2021.*