

USS MIDWAY VETERANS ASSOCIATION

ARTICLES OF CONFEDERATION & BYLAWS

ARTICLES OF CONFEDERATION

ARTICLE 1: NAME.

This organization shall be known as the USS Midway Veterans Association.

ARTICLE 2: OBJECTIVES.

The purpose of this Association shall be as follows:

- A. Operate as a nonprofit (501(c)(19)) charitable organization, as well as a social organization; encourage members to participate in charitable and social activities.
 - 1. Receive contributions/donations through membership fees (contributions, a.k.a. dues) and other fund-raising efforts and provide them to charitable organizations, such as naval/military museums and military veterans groups.
- B. Perpetuate and espouse with pride the camaraderie that developed from service to country as Officers and Enlisted Men who served aboard the aircraft carrier USS Midway.
- C. Develop and maintain a strong fellowship that will foster the spirit of good will and sharing among its membership.
- D. Afford opportunities for enjoyment, companionship, recreation, and involvement in reunions held in different locations throughout our great country.
- E. Hold reunions annually, with reunions held every other year in San Diego, California, home of the USS Midway Museum. Reunions in off-San Diego years will be held in locations around the country, as voted by members at reunions.
 - 1. The Executive Board, i.e., the President, the two Vice Presidents, the Secretary, and the Treasurer, shall have the authority to change the location and timing of any scheduled reunion should the need arise to have a forthcoming reunion coincide with major events taking place at the USS Midway Museum in San Diego.
 - a. The Executive Board shall give proper advanced notice to the membership of any change in reunion scheduling and/or location.

- b. The Executive Board may form a reunion sub-group of volunteer members residing in or near the San Diego area that would represent the full Veterans Association at key events and negate the need for the full membership to attend.

ARTICLE 3: MEMBERSHIP.

Membership in the USS Midway Veterans Association shall consist of USN/USMC Officers/ Enlisted personnel who served aboard the USS Midway, CVB/CVA/CV-41, in any USS Midway division, squadron, and/or department at any time during the period of her commission as a ship of the U.S. Naval Fleet. All USS Midway Veterans seeking our fellowship as a Reunion Association shall be welcome.

All USS Midway Veterans' immediate family members shall be welcomed into our Association. Family members, age 21 and over—both genders—shall be subject to paying annual membership fees (contributions, a.k.a. dues) and be considered members in good standing, including voting privileges and the right to seek officer positions in our organization. Immediate family members under the age of 21 are not required to pay dues.

- A. A member is defined as follows: 1) A person, having served aboard the USS Midway who pays annual membership fees (contributions, a.k.a. dues) to the Veterans Association; 2) immediate family members of USS Midway Veterans as described above; and 3) deceased members' spouses who are given Honorary Member status, including voting privileges.
 - 1 Any Midway Veteran and immediate family member in good standing shall be entitled to vote on any proposed items raised at the reunion business meeting. If necessary, an absentee vote may be registered electronically or by call-in or written ballot.
 - a. Exceptions to the above rule (1) being as defined in the following: ARTICLES OF CONFEDERATION, ARTICLE 6 (B), and BYLAWS, ARTICLE 9 (A-B-C).
- B. An Honorary Member is defined as follows:
 - 1. A person or organization that has demonstrated a commitment to the support and enhancement of the Association's objectives as set forth in Article 2.
 - 2. A person or organization that has rendered valuable assistance to the Association, one of its members, or a USS Midway veteran.
 - 3. A spouse of a deceased member.
- C. Honorary membership may be bestowed by action of the Executive Board. Association members may submit nominations for prospective recipients of honorary membership to the Executive Board.

- D. An honorary member shall enjoy all rights and privileges as those extended to all other members.

ARTICLE 4: STRUCTURE.

This Veterans Association shall consist of eligible members as outlined in ARTICLES 2 and 3. It shall be organized as a unit with elected officers, duly appointed committees, reunion hosts, and representatives.

ARTICLE 5: EXECUTIVE BOARD, TERMS AND GENERAL FUNCTIONS.

The Executive Board of this Veterans Association shall consist of a President, two Vice Presidents, a Secretary, and a Treasurer.

- A. **President:** A four-year term elected by majority vote of the membership with a limitation of two terms in office.
- B. **Vice Presidents:** Two Vice Presidents, each having a four-year term, staggered two years, and elected by majority vote of the membership with a limitation of two terms in office.
 - 1. Both Vice Presidents are equal in authority and separated only by their respective job descriptions.
 - 2. The two Vice President positions are defined as follows: Vice President-Administration and Vice President-Reunions
- C. **Secretary:** A four-year term elected by majority vote of the membership with a limitation of two terms in office.
- D. **Treasurer:** A four-year term elected by majority vote of the membership with a limitation of two terms in office.
- E. **Staggered Terms:** The terms of the Executive Board officers shall be staggered (alternated) in such a manner that there will always be experienced officers on the Board at the same time.

General Functions of the Executive Board by Position

- A. **PRESIDENT:** The duties of the President shall include but not be limited to the following:
 - 1. To serve as the Chief Executive Officer of the USS Midway Veterans Association.
 - 2. To function as the official spokesperson for the Veterans Association in all capacities and related activities.

3. To provide financial guidance and direction to the Veterans Association.
 4. To oversee the planning and progress of all reunion-related activities and to host reunion planning conference calls.
 5. To hold the final say to any discussion or vote of the Executive Board or reunion planning committee.
 6. To preside over each Veterans Association business meeting.
- B. **VICE PRESIDENT-ADMINISTRATION:** The duties of the Vice President-Administration shall include, but not be limited to the following:
1. To serve as an assistant to the President.
 2. To maintain and offer a select variety of Navy-related memorabilia for sale, at cost, to the membership.
 3. To maintain, publish and post the Veterans Association ARTICLES OF CONFEDERATION and BYLAWS.
 4. To work with the Vice President-Reunions to develop and maintain planning guides, procedures, and job descriptions as related to all reunion planning and activities.
 5. To assist the Vice President-Reunions with reunion related planning and activities as needed.
- C. **VICE PRESIDENT-REUNIONS:** The duties of the Vice President-Reunions shall include, but not be limited to the following:
1. To serve as an assistant to the President.
 2. To serve as the chairperson of each reunion planning committee and report to the Executive Board the ongoing progress of every reunion.
 3. To select and oversee Reunion Hosts, Hospitality Room Hosts, and other needed personnel.
 4. To oversee the selection and offer for approval to the Executive Board:
 - a. Suitable hotel in/near the city chosen for the forthcoming reunion.
 - b. A restaurant suitable for the Reunion Banquet.
 - c. The gathering of information on entertainment, tours, and events in and around the selected reunion city.

5. Oversee the development of suitable PODs (plans of the day) for each reunion.
- D. **SECRETARY:** The duties of the Secretary shall include but not be limited to the following:
1. Be the official records keeper of the Veterans Association.
 2. Answer all correspondence related to membership.
 3. Work with the Treasurer to maintain the Veterans Association's membership roster.
 4. Send mailings to the membership as prepared or authorized by the Vice President-Reunions and/or Executive Board regarding forthcoming reunions.
 5. The Secretary, or his delegate, is responsible for preparing, publishing, and distributing MVA's quarterly newsletter and notifying appropriate media concerning forthcoming reunions.
- E. **TREASURER:** The duties of the Treasurer shall include, but not limited to, being the signatory of the Veterans Association banking/checking accounts. Duties include the following:
1. Make bank deposits regularly.
 2. Handle membership fees (contributions), donations, reunion payments, reimbursements, etc.
 3. Transfer money from PayPal account to bank account and make changes to the account as necessary, with help from the webmaster, as needed.
 4. Treasurer may work as a team with spouse or significant other.
 5. File Form 990N with the IRS by June 15, following the end of the fiscal year.
 6. Pay bills either by check or online.
 7. Keep checkbook and ledger up to date.
 8. Prepare financial reports monthly, at the end of the fiscal year, and following each reunion. Provide reports to MVA board members.
 9. Prepare financial report to present to at reunion business meetings.
 10. Work with the Secretary to keep the membership list (spreadsheet) up to date.

F. ROLE OF INTERIM BOARD MEMBERS/RESIGNATION OF ELECTED OFFICERS

1. In addition to the Executive Board Officers, Association members who have been appointed as Interim Board Members until the next election and other Association members who are interested in helping with business and planning activities of the Association may sit in on conference calls and take part in discussions.
2. If an Executive Board Officer resigns his position, the remaining Executive Board Officers may appoint an Interim Board Member to act in that position until the next reunion election.
3. If an Executive Board Officer's term will be ending at the next reunion, he/the Board may find and appoint an Association member who is interested in taking that position as an Interim Board Member until the next reunion election when nominations will also be taken from the floor.

ARTICLE 6: AMENDMENTS.

- A. Any amendments to these Articles of Confederation and Bylaws may be presented by any member of the Veterans Association for consideration at the general meeting held during a reunion.
- B. Articles of Confederation and Bylaws may be amended by a simple majority vote of the members at a general meeting held during a reunion. The Executive Board may seek amendment approval by U.S. mail or internet email should the need arise between reunions.
 1. In the unlikely occurrence of a tie vote, the proposed amendment shall be considered as defeated.

BYLAWS

ARTICLE 1: BUSINESS MEETINGS.

It shall be common knowledge that a business meeting will be held at each reunion and presided over by the President and/or the senior Vice President present, and/or the Secretary, and/or the Treasurer.

- A. The President, the two Vice Presidents, the Secretary, and the Treasurer shall prepare and offer to the membership an outline of business to be conducted that shall include but not be limited to the following:
 1. Financial statement of the Veterans Association including all monies received and disbursed.

2. Selection of next reunion city to be voted on for interceding years not in San Diego.
 3. Selection of volunteers for upcoming Reunion Hosts as agreed upon by the membership.
 4. Election of new Veterans Association Executive Board Officers or vote of confidence for existing Officers.
 5. Other pertinent business.
- B. Any member in good standing may present a related item for discussion at a Reunion business meeting when so called for by the Executive Board.

ARTICLE 2: ELECTION OF OFFICERS.

Any member in good standing with high moral and ethical standards who is familiar with the Veterans Association objectives shall be eligible for candidacy to an elected Officer position. The member may self-nominate or be nominated for an elected position as described in ARTICLE 5 of the ARTICLES OF CONFEDERATION.

- A. The election of Association Officers shall be held at a regular reunion business meeting and chosen by a majority vote of the members present.
- B. The President, Vice Presidents, the Secretary, and the Treasurer may ask the membership for a vote of confidence to continue their tenure. Or they can call for the nomination of candidates if release is desired or interested parties make their nomination known.
- C. Nominees need not be present at the election but must forward their written consent to the Secretary prior to the start of the reunion business meeting to be nominated for an elected position as described in ARTICLE 5 of the ARTICLES OF CONFEDERATION.
- D. Terms of office are to be as specified in ARTICLE 5 of the ARTICLES OF CONFEDERATION.
- E. An elected Officer of the Veterans Association may at any time submit their resignation to the remaining seated Officers of the Executive Board if circumstances prohibit their continued presence in office. In the event of the President vacating his elected office, the Vice President-Administration, the Vice President-Reunions, the Secretary, and the Treasurer shall decide which one of them will succeed the President. Or they may pick one of the Interim Board Members working with the Board to hold the vacated position until the next reunion.

ARTICLE 3: RECALL.

Any elected Officer failing to perform the duties of office shall be subject to a recall vote at the next scheduled reunion meeting and/or be subject to censure by the remaining seated Veterans Association Officers of the Executive Board.

- A. Reunion Hosts, Volunteers, and any other persons performing assistance to the Veterans Association are subject to dismissal by the Executive Board should they fail to perform their assigned duties.

ARTICLE 4: COMPENSATION.

Any elected, appointed or Volunteer person serving in the Veterans Association capacity shall not receive any compensation be it monetary or otherwise, for services rendered to, or on behalf of the Veterans Association.

- A. Reimbursements for expenses incurred on direct behalf of the Veterans Association shall be allowed if previously approved by an Officer of the Executive Committee.
- B. Approved reimbursements shall be paid by a check signed by the Treasurer upon submission of a valid receipt for the expense incurred.

ARTICLE 5: VOLUNTEER SPECIALTY POSITIONS.

The following positions shall be considered as Voluntary Positions and serve at the discretion of the Executive Board.

- A. **WEBMASTER.** The Webmaster shall maintain the Veterans Association website and update the site on a regular basis including but not limited to the following:
 - 1. All information regarding the Veterans Association activities as directed by the Executive Board.
 - 2. Timely information on forthcoming reunions.
 - 3. Membership roster as supplied by the Secretary.
 - 4. Post pictures of reunions as provided by the membership and approved by the Executive Board.
- B. **FACEBOOK ADMINISTATOR.**
 - 1. Design and maintain the Veterans Association Facebook Page.
 - 2. Post photos and text, interact with those Midway Veterans submitting information, keep site current, and post new member information.
 - 3. Promote the Veterans Association.
- C. **MEMBERSHIP COMMITTEE CHAIRMAN.** This volunteer position, chosen by the Executive Board, shall be responsible for recruiting new members into the Veterans Association. Duties shall include advertising the Veterans Association on Midway and

USN websites, running ads in weekly newspapers, etc., with the goal of finding Midway Veterans to join our Association.

- D. **REUNION HOSTS.** Two or more non-elected Volunteers chosen by the Executive Board and approved by unanimous oral vote of the membership, to serve as planners and organizers of the upcoming reunion with no limitations on the number of reunions they may serve. Their duties shall include but not be limited to the following:
1. Select and offer for approval to the Executive Board, a suitable hotel in the city chosen for the forthcoming reunion.
 2. Select and offer for approval to the Executive Board, a suitable restaurant in or near the selected hotel to accommodate the Reunion Banquet.
 3. Set up and maintain with volunteer help, a suitable hospitality room in the chosen hotel.
 4. Stock and maintain refreshments and snacks in the hospitality room with funding from the Executive Board.
 5. Gather and furnish to the Secretary information on entertainment and tours in and around the selected reunion city.
 6. Help the Secretary prepare membership mailings regarding the forthcoming reunion.
- E. **THE EXECUTIVE BOARD** and the Reunion Hosts may, at their discretion, select and/or accept volunteers to assist the Reunion Hosts with their forthcoming reunion activities.

ARTICLE 6: FISCAL YEAR CONTRIBUTIONS AND INCOMES.

- A. For membership fees (contributions, a.k.a. dues), the fiscal year shall run from February 1st of a calendar year to January 31st of the next calendar year.
- B. Three options of membership fees (contributions) are available for a member to select from to cover the cost of newsletters, supplies, and other related administrative expenses for and between reunions. These are:
- \$20.00/year for veteran + spouse/partner
 - \$25.00/year for veteran and family
 - \$100.00 for Lifetime Membership including family (one-time payment)
1. A spouse or family member of a deceased member of the Veterans Association, as well as 1945 commissioning crew plank owners, shall be welcomed as Honorary Members, with all rights and privileges of the organization, and with their annual membership fees (contributions) paid in perpetuity by the MVA. This includes voting rights and the right to hold office in the Veterans Association.

2. Except for the Lifetime Membership category, annual membership fees (contributions) shall be payable by January 31st of each calendar year unless other arrangements have been made by the Executive Board.
3. Membership fees (contributions) are payable by check made out to the USS Midway Veterans Association and sent to the Treasurer's address unless other arrangements have been made by the Executive Board. Membership fees can also be paid by credit card via PayPal.
4. All monies collected from membership fees (contributions), memorabilia sales, and other incomes shall be deposited into the Veterans Association's bank account by the Treasurer.
5. Except for the Lifetime Membership category (one-time payment), any new member who joins the USS Midway Veterans Association in the FIRST HALF of a calendar year (January 1 through June 30) shall be considered as paid for that calendar year only.
6. Except for the Lifetime Membership category (one-time payment), any new member who joins the USS Midway Veterans Association in the SECOND HALF of a calendar year (July 1 through December 31) shall be considered as paid for the remainder of that year and the following calendar year.

ARTICLE 7: MEMBERS, GUESTS, RELATIVES, FRIENDS and HONORARY MEMBERS.

- A. Guests, relatives, and friends may be invited to the scheduled reunions if accompanied by a member or honorary member in good standing.
 1. All members, guests, relatives, friends of members, and honorary members attending the reunions are responsible for their own expenses and making their own arrangements at the selected reunion site.
 - a. Members bringing guests are responsible for helping them with arrangements.

ARTICLE 8: LIABILITY DISCLAIMER.

The USS Midway Veterans Association, its Members, Executive Board, Reunion Hosts, Volunteers, and all Reunion Attendees are not responsible for, nor will they be liable for, any travel or accommodation problems, monetary losses, property losses, physical, mental, or emotional trauma, injuries, accidents, or other incidents, or any health-related problems experienced or incurred by anyone before, during, or after the reunions. Alcohol abuse or illegal use of drugs by reunion attendees, members, or guests will not be tolerated. Reunion attendance automatically validates the above disclaimer with no exceptions.

ARTICLE 9: DISSOLUTION.

- A. Should a time arrive whereupon pronounced lack of attendance or interest by the membership is such that it be deemed advisable by a majority vote of the Executive

Board to dissolve the USS MIDWAY VETERANS ASSOCIATION, a ballot of dissolution along with minutes of the Executive Board meeting shall be sent to the remaining active membership with directions for voting.

- B. The USS MIDWAY VETERANS ASSOCIATION shall be dissolved by a simple majority of returns voting to do so within 30 days of the dated mailing, all unreturned ballots withstanding.
- C. Upon dissolution, the President, and/or the two Vice Presidents, and/or the Secretary, and/or the Treasurer shall liquidate all assets of the USS MIDWAY VETERANS ASSOCIATION, including the ASSOCIATION's website and Facebook page, and send all proceeds, monies, artifacts, etc., to the USS Midway Museum.
- D. The Treasurer shall send a final report to the voting membership detailing the dissolution and the disposition of assets as evidenced by copies of cancelled checks furnished by the Treasurer. The Treasurer shall also be responsible to provide notice to the IRS of the dissolution of the MVA and to dissolve its 501 (c) (19) relationship with them.