

CONSTITUTION

Article 1---Organization

1. **The Name.** The name of this organization shall be the USS EDSON DD-946 Association, herein referred to as the Association.
2. **STATUS.** The Association shall be an incorporated, non-profit military social organization within the meaning of Section 501C (7) of the Internal Revenue Code.
3. **Purpose.** The purposes of the Association are to honor and preserve the history and memory of the USS EDSON (DD-946), its naval crews; to foster and strengthen the fraternal, civic, and patriotic ties among shipmates; to memorialize departed shipmates who served in USS EDSON; and to maintain liaison with the Department of the Navy and the Institutions having authority over the use of the USS Edson as a museum.
4. **Fiscal Year.** The fiscal year of the Association shall end on June 30 of each year.

Article 2---Membership

1. **Membership.** All personnel who served in USS EDSON (DD-946) or a ship bearing the name in the future are eligible to become Regular Members in the Association. Rights and privileges accorded to Regular Members include voting, holding elected offices in the Association, serving on committees, attendance at reunions and other meetings, participation in USS EDSON and other Navy official functions, and participation in all historical and memorial functions sponsored by the Association.
2. **Honorary Membership.** Persons who are widowed of a shipmate who would otherwise be qualified to be a member, persons who made a significant contribution to the Association as determined by the Executive Committee, may be voted in by the membership as an Honorary Member of the Association. Honorary Members will hold all rights and privileges as a Regular Member, except hold elected office, and will be required to pay dues.
3. **Associate Membership.** Any person who has not served in USS EDSON (DD-946), but has close ties or kinship to a ship bearing the name of USS EDSON or to this Association, or a person who has written a history or story of the Edson, or any other

person have a high interest in USS EDSON may apply for Associate Membership to the Secretary, who will forward the application to the Executive Committee for approval. Associate Members will enjoy all of the rights and privileges of Regular Members except holding elected office. Associate Members will be required to pay dues.

Article 3---Elected and Appointed Officers

1. **Elected Officers.** The elected officers of the Association shall be President, Vice President, Treasurer, and Secretary, all of whom shall be elected at the General Meeting and the term of office shall be from one reunion to the next, at which time the General Meeting will be held.
2. **President.** The President shall preside over the General Meeting of the Association. He shall perform, delegate, or supervise the activities of the Association as described in this constitution. The President shall be authorized to appoint replacement officers if a vacancy occurs with the approval of a majority of elected officers.
3. **Vice President.** The Vice President shall preside over the General Meeting of the Association and perform all duties of the President in his absence.
4. **Treasurer.** The Treasurer shall keep the accounts and be the custodian of all funds of the Association. He must maintain accurate records of deposits and spending. He shall promptly deposit all funds into a federally insured bank of convenience to him. He shall be prepared to render a report on accounts at the General Meeting and at any other time the President or Executive Committee requests it. Using a budget from the estimates from the Executive Committee he should be prepared to tell the Committee how much money is available or needed to accomplish whatever goal the Executive Committee is working on. 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 or Convention Chair, but the President or Convention Chair must provide the Treasurer a detailed expense report upon completion of expenses incurred. He will be the collector of dues and will notify the Secretary of those whose unpaid dues are outstanding. He will keep the President advised of any donations made to the Association. There must be two or more officers authorized to sign Association checks. Authorized signers must be bonded. Association funds may only be deposited in banking institutions that are federally insured. Any authorized expense may be reimbursed. If the Treasurer is not re-elected or removed from office, 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. **Secretary.** The Secretary shall give notice of the General Meeting and all special meetings of the Association and shall conduct the general correspondence of the Association. He shall maintain complete membership addresses, email addresses, and

Association activities. He shall, from time to time, publish and distribute “newsletters” of interest to Association members. He may request notes of interest from other members to publish his newsletters. He shall record minutes of all Executive Committee meetings and the 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 locate shipmates whose whereabouts are not known. He shall forward to the Treasurer an account of expenses incurred for reimbursement.

6. **General Chairman/Reunion Organizer.** The General Chairman/Reunion Organizer shall be appointed and serve at the pleasure of the President and Executive Committee. The General Chairman/Reunion Organizer shall continue to serve until he resigns or is terminated by the Executive Committee. This person shall be responsible for the planning and execution of all actions required to schedule and conduct the reunions of the Association. To this end, he may appoint members to the reunion committees and sub-committees to assist. The responsibilities of the General Chairman/Reunion Organizer include:

- Promote attendance of Association reunions
- Arrange for accommodations at reunions
- Arrange for entertainment and activities
- Obtain and disseminate information on travel and transportation
- Arrange for appropriate registration and hospitality space needed for meetings and functions

The General Chairman/Reunion Organizer 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. **Immediate Past President.** The first man to hold this position shall be elected by the general membership.
8. **Appointed Officers.** The appointed officers of the Association shall be Storekeeper, Auditor, Master at Arms, and Parliamentarian. They shall be appointed from qualified members by the President and shall serve at his pleasure.
9. **Storekeeper.** The Storekeeper shall be responsible for the purchase, custody, and delivery of souvenirs and publications of the Association. He shall be responsible for establishing the price of each souvenir or publication at a level estimated to cover all costs of the item with a minimum profit of 10%. The revenue for these items shall be deposited in the Association’s general fund for Association use as determined by the Executive Committee. He shall be responsible for setting up merchandise displays and sales at conventions.
10. **Auditor.** The auditor shall be the chairperson of the auditing committee and shall be in charge of the annual audits of the Treasurer’s and storekeepers accounts and funds.

11. **Historian.** The Historian shall accumulate and maintain material of historical interest to the Association and to make historical material available to the Secretary for use in the newsletter.
12. **Master at Arms.** The Master at Arms shall assist the Presiding Officer in maintaining order, decorum, and good discipline at the general meeting. He shall take the official count of votes on all issues and report the results to the Presiding Officer and Secretary.
13. **Parliamentarian.** The Parliamentarian shall ensure the Association meetings are conducted in accordance with “Roberts Rules of Order.”
14. **Removal of an Officer from office.** If an elected officer becomes incapacitated or is no longer able to serve in his position, the remaining Executive Committee members, in a unanimous vote, may declare the position vacant.

Article 4---Committees

1. **Definition and Overview.** The Association shall have three permanent committees: Executive, Reunion, and Auditing.
2. **Executive Committee.** The Executive Committee shall be composed of the elected officers listed in Article 3, the Immediate Past President, and General Chairman/Reunion Organizer. This committee shall act as the senior governing body of the Association. The elected officers shall serve for the length of their terms. The Executive Committee shall provide assistance to the President for carrying out his duties and take action on matters laid down by this Constitution.
3. **Auditing Committee.** The Auditing Committee shall consist of 3 members and shall audit the Treasurer’s account and funds as soon as practical after commencement of a reunion, but before the General Meeting, upon change of Treasurer, and at any other time so desired by the President. The committee shall report all findings to the President and to the Association at the General Meeting. The results of any audit should be published in the Association’s newsletter.
4. **Reunion Committee.** The Reunion Committee shall consist of at least three members and shall assist the General Chairman/Reunion Organizer.

Article 5---Reunions, Meetings and Business

1. **Reunions:** Insofar as practical, there shall be one reunion per fiscal year. If the regular members vote to skip a year, this will be done and the terms of all elective

officers in the Association will be continued until the next scheduled reunion. The reunion sites shall be chosen by majority vote at the general meeting with input or specific recommendations from the Executive Committee.

2. **General Meeting.** During the reunion there shall be a General Meeting. The Secretary, based on information provided to him from the General Chairman/Reunion Organizer, shall publish a date and time for the General Meeting, at least three months in advance to all members. Those present at the meeting shall constitute a quorum for all business 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 at this meeting shall be:

- 1) Call to Order by the presiding officer
- 2) Pledge of Allegiance to the Flag and Invocation
- 3) Reading and approval of the last General Meeting minutes
- 4) Treasurer's report on finance and budget
- 5) Committee reports and announcements
- 6) Old Business
- 7) New Business
- 8) Approval of next year's budget
- 9) Approve next reunion approximate dates and location
- 10) Report of the Executive Committee on proposed slate of new officers, request for nominations from the floor, and election of new officers.
- 11) Ceremony to honor those Shipmates now deceased.
- 12) Adjourn

3. **Years with No Reunion.** In a year with no reunion, the President shall call a meeting of the Executive Committee, within three months after the reunion would normally have been held. At this meeting, the Executive Committee shall review the finances of the Association and approve/disapprove budget accounts until the next General Meeting. The business of this meeting can be done by phone, mail, email, or a special meeting as designated by the President. A quorum of four shall be required for action to be taken. If an issue arises requiring a vote by the membership, the Secretary shall send out ballots to all regular members and a vote will be taken within 30 days after the ballot mailing. A simple majority of ballots returned will be a quorum to determine the action taken. The Secretary shall take minutes of the Executive Committee meeting, of the ballot count, and shall publish those minutes in the next newsletter. No election of officers can be made by mail ballot.

Article 6—Funds and Contributions

1. **Treasury.** There shall be a treasury of general funds administered by the treasurer as described in Article 3, Section 3. The treasury shall be supported by dues, contributions, and profits from the sale of storekeeper items. This fund will be used in the support of all current Association functions. The Executive Committee shall recommend the amount of dues to be paid. After the Executive Committee recommends the dues amount, the membership shall vote on the amount of dues to be paid that fiscal year.

2. **Dues and Membership.** Those members 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. Members not current in payment of their dues shall be placed on the “inactive list.” They shall receive news of reunions, but not regular mailings, including newsletters, membership lists or mail ballots. The Executive Committee may waive any dues of a regular or associate member who desires to remain on the active membership list, but is known to be unable to pay his dues due to extreme financial hardship. Within 60 days of the beginning of the fiscal year, the Secretary, working with the Treasurer, will send notice to all members on the active list not having paid dues for that year. If dues are 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 as soon as current dues are paid.

Article 7---Amendment of the Constitution

1. **Amendments.** All 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 meeting shall be sufficient for adoption of changes to the Constitution.

Approved in Constitutional Assembly June 3, 2004 in San Diego, California, by the General Membership of the Association.

President	Date	Vice President	Date
Treasurer	Date	Secretary	Date