

BYLAWS
of
The USS Rankin Association

March 27, 2006

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SECTION 1
NAME AND PURPOSE

1.1 Name. The name of this organization shall be THE USS RANKIN ASSOCIATION (the Association).

1.2 Purpose. The Association is a Veterans' Organization as defined in Section 501(c)(19) of the Internal Revenue Code. It shall be operated exclusively for the following purposes:

- To promote the social welfare of the community (that is, to promote the common good and general welfare of the people of the community).
- To carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors.
- To conduct programs for religious, charitable, scientific, literary, or educational purposes.
- To Sponsor or participate in activities of a patriotic nature.
- To provide social and recreational activities for its Members.

1.3 Nonprofit Status. The Association is organized as a Nonprofit Pennsylvania Corporation. No part of its net earnings shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Section 501(c)(19) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(19) of the Internal Revenue Code or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

SECTION 2
SHIPMATES, MEMBERS, AND MEETINGS

2.1 Definitions. The following definitions apply throughout these Bylaws. In the event of conflicts between this and another section, the other section's meaning shall apply:

Shipmate. A *Shipmate* is any person, now living or deceased, who served as a member of the U.S. Armed Forces aboard the USS Rankin. The Executive Board can also designate other persons as Shipmates.

Affiliated Shipmate. An *Affiliated Shipmate* is a living Shipmate who has applied for affiliation with the Association, and whose application has been accepted. Affiliated Shipmates may participate without restriction in all the activities of the Association except voting.

War Veteran. A *War Veteran* is a person, whether or not a present member of the U.S. Armed Forces, who has served in the U.S. Armed forces during a period of war, including the Korean and Vietnam conflicts. The USS Rankin's time in commission included parts of these periods of war:

- World War II - December 7, 1941, through December 31, 1946
- The Korean War - June 27, 1950, through January 31, 1955
- The Vietnam Era - February 28, 1961, through May 7, 1975

Member. A *Member* is an Affiliated Shipmate who is also a War Veteran. The Executive Board may also designate other persons individually as Members, subject to the limitations in Section 2.4. Members may participate without restriction in all the activities of the Association, including voting.

Roster. The *Roster* is the Association's official list of Shipmates, Affiliated Shipmates, and Members.

2.2 Shipmates. All persons having served as members of the U.S. Armed Forces aboard the USS Rankin, including embarked Marines, Midshipmen, Reservists, passengers, and so forth, are eligible to be Shipmates; the Association shall endeavor to have the names of all such persons on its Roster. Other persons with strong connections to the ship, such as surviving family members of deceased Shipmates, can be declared individually by the Executive Board to be eligible to be Shipmates.

2.3 Affiliation with the Association. Any Shipmate or other person meeting the prescribed qualifications to be a Shipmate may apply for affiliation with the Association by submitting to the Association a completed written application in such form and containing such questions, requests for information, statements and affirmations as are reasonably necessary to determine the applicant's eligibility. Dues or initiation fees, if any, must accompany the application. The Executive Director will review each application received and either approve it, reject it, or return it for modification and resubmission. Rejected applicants can appeal the decision to the

Executive Board. The Roster shall clearly identify those Shipmates who are affiliated with the Association.

The affiliation of any Shipmate may be terminated by vote of the Executive Board, exercised in good faith but without prior notice or explanation to the Shipmate, for falsifying information on the application for affiliation, for failure to pay dues or to fulfill service obligations, or upon any other reasonable basis, including without limitation a history, pattern of or reputation for conduct contrary to the standards and/or reputation of the Association. A Shipmate may terminate his or her affiliation with the Association by notifying the Executive Director or the Secretary in writing. Upon termination of affiliation, a Shipmate must relinquish to the Association all membership material bearing the Association's name or logo, and any other Association property in the Shipmate's possession or control. The Shipmate shall thereafter cease any act which may imply or indicate membership in the Association.

2.4 Members. The Roster shall clearly identify those persons who are Members. The total number of Members who are not War Veterans may not exceed ten percent of the total number of Members.

2.5 Voting Rights. The Executive Board shall have sole voting power, authority and control with respect to all matters affecting the Association except for matters referred to the Members by the Executive Board or these Bylaws. Every Member of the Association in good standing shall have one vote with respect to all matters on which Members are entitled to vote. A Member shall be considered in good standing if his or her dues, if any, are paid up to date and if he or she has completed any member service requirements prior to a voting meeting. Any Member can vote by written proxy on any matter to be voted on by the Members.

2.6 Special Meetings. Special meetings of the Members may be called by the Chairperson of the Board and shall be called by the Chairperson or Secretary upon the written request of two Members of the Executive Board, or by ten percent of the Members of the Association, or by one Member of the Executive Board and five percent of the Members of the Association. Such requests shall state the purpose of the proposed meeting, which may be the recall and replacement of one or more Officers of the Association and/or members of the Executive Board. Such meetings may be held by telephone conference call or similar communication arrangement whereby those participating can all hear and participate in deliberations. Minutes shall be kept of each Special Meeting, and a copy of such minutes shall promptly be conveyed to the Secretary.

2.7 Notice of Special Meetings. Written notice of a special meeting of the Members stating the place, date and hour of the meeting and the purpose for which the meeting is called shall be posted on the home page of the Association's web site not less than ten nor more than fifty days in advance of the meeting. Business transacted at a special meeting shall be limited to the purposes stated in the notice. Voting Members shall be determined as of 2359Z on the day before notice is posted.

2.8 Quorum and Adjournment. One fifth of the Members, present personally or by proxy, shall constitute a quorum at all meetings of the Members. If a quorum is not present at a meeting of the Members, those Members present shall have the power to adjourn the meeting without notice other than announcement at the meeting until the quorum is present or represented.

2.9 Majority Required. The vote of a majority of the Members present personally or by proxy and voting shall decide any question brought before a meeting of the Members unless these Bylaws specifically require otherwise.

SECTION 3 DUES

3.1 Annual Dues. The Executive Board may determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the Association by its Affiliated Shipmates.

SECTION 4 EXECUTIVE BOARD

4.1 Number and Election. The Executive Board shall consist of eight members, or any other number set by vote of the Executive Board, provided that such number be not less than three or greater than fifteen. The initial members of the Executive Board are George Berninger, Jill Breslau, John Feeley, Jim McCourt, Jack Raso, Bob Reynolds, Louis "Skip" Sander, and Jan Smits. Members of the Executive Board serve until they resign or are incapacitated or are removed by vote of the Executive Board or of the Members. New members of the Executive Board shall be chosen by vote of the Executive Board from a list of nominees determined by the Executive Board in whatever manner it shall choose, which manner may include input from the Members by vote or other means.

4.2 Powers and Duties. Subject only to the express provisions of these Bylaws, the Executive Board shall have sole power and authority over the affairs of the Association. Specifically, and without limitation, it shall be the duty of the Executive Board to control and manage the property and business of the Association.

4.3 Regular Meetings. Regular meetings of the Executive Board shall be held annually, between January 1 and December 31 of each calendar year. Minutes shall be kept of each Regular Meeting, and a copy of such minutes shall promptly be conveyed to the Secretary.

4.4 Special Meetings. Special meetings of the Executive Board may be called by the Chairperson of the Board or the Secretary on ten day's notice to each Board Member, either personally or by mail, email or telephone; special meetings shall be called by the Chairperson of the Board or the Secretary in like manner and on like notice on the written request of two or more Board Members. Notice of special meetings shall be given in accordance with the Notice of Meetings provisions of this section of these Bylaws. Business transacted at a special meeting shall be limited to the purposes stated in the notice. Minutes shall be kept of each Special Meeting,

and a copy of such minutes shall promptly be conveyed to the Secretary.

4.5 Place of Meetings. All meetings of the Executive Board shall be held at such place as may be fixed from time to time by the Chairperson of the Board of the Association, and shall be stated in the notice of the meeting. Such meetings may also be held by telephone conference call or similar communication arrangement whereby those participating can all hear and participate in deliberations.

4.6 Notice of Meetings. Written notice of any meeting of the Executive Board, stating the place, date, and hour of the meeting and the purpose for which the meeting is called shall be delivered by mail or email to each board member, and shall be posted on the home page of the Association's web site, not less than ten nor more than fifty days in advance of the meeting.

4.7 Quorum and Adjournment. A quorum shall be constituted by a majority of the membership of the Executive Board. The concurrence of a majority of the board members present shall be sufficient to conduct the business of the board. If a quorum shall not be present at any meeting of the Executive Board, the board members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.8 Majority Required. The vote of a majority of the members of the Executive Board present and voting shall decide any question brought before a meeting of the Executive Board, unless these Bylaws specifically require otherwise.

4.9 Action Without Meeting. Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting, if all members of the Executive Board consent thereto in writing, including by email, and the written consent is filed with the minutes of the proceedings of the Executive Board.

SECTION 5 OFFICERS

5.1 Designation of Titles. The Officers of the Association shall be a Chairperson of the Board, A Vice Chairperson of the Board, and a Secretary. The Executive Board may also elect such additional officers as it may from time to time decide, and such persons shall perform such functions as may be assigned to them from time to time.

5.2 Election of Officers and Term of Service. The Officers of the Association shall be elected from the members of the Executive Board by the members of the Executive Board. The term of service for any officer shall be for one year, from January 1 through December 31.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Board at any time.

5.4 Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Executive Board. The Chairperson shall sign all instruments requiring execution on behalf of the Association. The Chairperson shall have no vote, except when necessary to resolve a tie vote of board members.

The Chairperson of the Board shall serve *ex officio* as Executive Director of the Association. The Executive Director shall have such duties and responsibilities as are typically assigned to chief executive officers and chief operating officers, except that the Executive Board may assign specific duties and responsibilities to the Executive Director, and may restrict him or her from performing specific duties or responsibilities. The Executive Director shall keep a complete and current Roster of Shipmates and Members of the Association, and shall be the custodian of all the books and records of the Association. The Executive Director shall have charge of the preparation and filing of such reports as may be required by law.

5.5 Vice Chairperson. The Vice Chairperson shall have all the powers and perform all the duties of the Chairperson in case of the temporary absence or incapacity of that individual. In case of resignation, permanent absence or incapacity, the Vice Chairperson shall become Chairperson, and a new Vice Chairperson shall be chosen by the Executive Board, as defined in Section 5.2. When the Vice Chairperson is acting as Chairperson, the Vice Chairperson shall have no vote except when necessary to resolve a tie vote of board members.

5.6 Secretary. The Secretary shall keep, or cause to be kept, the minutes of all meetings and other proceedings of the Executive Board and of meetings of the Members. The Secretary shall give, or cause to be given, required notices of all meetings of the Executive Board or of the Members. The Secretary shall administer the proxy system for matters on which Members of the Association are entitled to vote.

SECTION 6 COMMITTEES

6.1 Appointment. The Executive Board may from time to time designate one or more committees having such duties and for such terms as the board may deem advisable. Committee members shall be appointed by the Chairperson of the Board, with the advice and consent of the other board members. Committees shall report to the Chairperson of the Board, unless otherwise indicated in these Bylaws, but they shall not have any authority to act for the Executive Board or the Association.

SECTION 7 GENERAL

7.1 Offices. The Association may maintain offices at such place or places as may be designated from time to time by the Executive Board, where the business of the Association may be transacted.

7.2 Fiscal Year. The fiscal year of the Association shall be January 1 through December 31.

7.3 Parliamentary Authority. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

7.4 Books and Records. The books and records of the Association shall consist of:

- Its Articles of Incorporation, including a complete record of all amendments thereto
- These Bylaws, including a complete record of all amendments thereto
- A complete and current Roster, including the affiliation status of every listed person and the War Veteran status, Membership status, and contact information for every Affiliated Shipmate
- The minutes of all meetings of the Executive Board and of all meetings of Members of the Association
- All tax records of the Association
- All bank records of the Association
- All accounting and other financial records of the Association; and
- Any other materials deemed to be such by the Executive Director or the Executive Board.

The Executive Director shall take reasonable steps to inform all Shipmates of the contents of these books and records. Upon written request to the Executive Director or any member of the Executive Board, any Shipmate may view any of these books and records at a reasonable time and place and for a reasonable period of time. The Executive Director shall comply with reasonable requests by any Shipmate for copies of any of these books and records, and may charge a reasonable fee for copying them. All such fees shall become the property of the Association. All disputes as to reasonableness involving these matters shall be decided by vote of the Executive Board.

7.5 Waiver and Indemnity. Every Shipmate, by accepting affiliation with the Association, holds the Association and all other Shipmates harmless and indemnifies each and all of them from, and waives and releases each and all of them from any and all claims, liability and expenses (including attorney's fees) arising in connection with the actions or business affairs of such Shipmate, including without limitation such Shipmate's participation in the Association; provided however, that the foregoing shall not be construed as a waiver or release from any obligations or liabilities arising in connection with agreements made between any Shipmate and the Association or between Shipmates. Each Shipmate is responsible for obtaining the services of his or her own professional advisers, including without limitation attorneys and accountants.

**SECTION 8
AMENDMENTS**

8.1 Amendment of Bylaws. These Bylaws may be amended only by the affirmative vote of a majority of the Executive Board members present and voting at a meeting, notice of which has been given in accordance with the Notice of Meetings provision of the EXECUTIVE BOARD section of these Bylaws.

- END OF THE BYLAWS -

APPENDIX

This Appendix is intended to provide useful information about the Association. It is not a part of the Bylaws.

INCORPORATION

The USS Rankin Association was incorporated in Pennsylvania on January 20, 2006. Its entity number is 574093. Further information is available from Commonwealth of Pennsylvania, Department of State, Corporation Bureau, 206 North Office Building, P.O. Box 8722, Harrisburg, PA 17105-8722. Telephone 717-787-1057. Web address WWW.DOS.STATE.PA.US/CORPS/

CONTACT INFORMATION

The offices of the Association are at:

153 Mayer Drive
Pittsburgh, PA 15237
412-367-1376

The Association's web site is www.ussrankin.org.

The Association's email address is ussrankin@aol.com

EXECUTIVE BOARD MEMBERS

George R. Berninger
1850 La Ramada Drive
Camarillo, CA 93012

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Ellicott City, MD 21042

Robert A. Reynolds
2716 Tunnel Mill Road
Charlestown, IN 47111

Louis "Skip" Sander
153 Mayer Drive
Pittsburgh, PA 15237

Jan W. Smits
3701 Novus Court
Grand Prairie, TX 75052

FINANCES

The Association's policy is to provide full and honest disclosure of all financial information. If you have questions or concerns about any financial or accounting matter, feel free to address them to Skip Sander or any member of the Executive Board.

The Association's bank accounts are at CBC Federal Credit Union, 2151 E. Gonzalez Rd., Oxnard, CA 93036, www.cbfcu.org, telephone 805-988-2151.

TAXES

In response to a detailed application, we received a determination letter from the IRS, dated March 17, 2006, granting us an exemption from paying Federal Income Tax and stating that donations to the Association can be deductible by donors as charitable contributions.

Each of these things required a specific finding or approval by the IRS, and the IRS findings and approvals required certain restrictions on membership. These restrictions are the reason for the membership rules in sections 2.1-2.6 of the bylaws.

To qualify for exemption from paying Federal Income Tax, a veterans' organization must comply with the requirement

"2. That at least 75% of the members are past or present members of the U.S. Armed Forces and that at least 97.5% of all members of the organization are past or present members of the U.S. Armed Forces, cadets (including only students in college or university ROTC programs or at armed services academies) or spouses, widows, or widowers of any of those listed here,..."¹

To have donations qualify as charitable contributions, further restrictions apply:

"Donations to war veterans' organizations are deductible as charitable contributions on the donor's federal income tax return. At least 90% of the organization's membership must consist of war veterans. The term *war veterans* means persons, whether or not present members of the U.S. Armed Forces, who have served in the U.S. Armed Forces during a period of war (including the Korean and Vietnam conflicts, the Persian Gulf war, and later declared wars)." ²

The Internal Revenue Manual, Section 4.76.26 - Veterans' Organizations, identifies the following periods of war during the Rankin's time in commission:

- World War II - December 7, 1941, through December 31, 1946
- The Korean War - June 27, 1950, through January 31, 1955
- The Vietnam Era - February 28, 1961, through May 7, 1975

We use these dates in determining the War Veteran status of our Members.

GOVERNANCE

The organization is set up so that a strong Executive Board is in control of almost everything. It is expected that the board will exercise a benevolent leadership, including seeking input from Affiliated Shipmates and others.

At its discretion, the Executive Board can refer matters to the Members for a vote. (Because of IRS requirements, voting privileges are restricted to Members, at least 90% of whom must be War Veterans.) It is expected that there will seldom, if ever, be any reason to refer a matter to the Members for a vote.

¹ IRS Publication 557 (Rev. March 2005), Tax Exempt Status for Your Organization, p. 55.

² *Ibid*, p. 56.

Members have the ability to exercise power on their own, including the right to replace members of the Executive Board, but this power requires significant support before it can be exercised. A member initiative requires 10% of the Members to request a meeting (fewer, if one or two Board members participate), then 20% of the Members to make a quorum, then a majority vote for the initiative to succeed. The proxy and teleconference provisions of Section 2.6 remove some potential barriers to accomplishing these things, as do the disclosure requirements of section 7.4.

- END OF THE APPENDIX -