

CONSTITUTION AND BYLAWS

USS *Indianapolis* CA-35 Legacy Organization, Inc.

Revised July 2024

MISSION STATEMENT

The mission of the **USS *Indianapolis* CA-35 Legacy Organization** (“**Legacy Organization**”) is to promote and perpetuate the memory of all those who served in USS *Indianapolis* CA-35.

VISION STATEMENT

Our vision is to keep the legacy of **USS *Indianapolis*** (CA-35) and her crews alive.

Article I

This organization shall be called:

USS *Indianapolis* CA-35 Legacy Organization

Article II

- a) Indiana State laws shall govern the legalities of this organization.
- b) Reunions will be one of many ways the organization will execute the vision statement. The primary location for reunions should be in the City of Indianapolis. Reunions shall be held at least once every 5 years in Indianapolis, Indiana.
- c) Reunions may be held in other historical locations. Timing and location of all reunions will be at the discretion of the **Legacy Organization**’s Board of Officers.
- d) On an annual basis, the **Legacy Organization** will honor July 30, the anniversary of the sinking by holding a meeting and/or event, either virtual or in person. Depending on circumstances, events may be limited to smaller gatherings held at the USS *Indianapolis* CA-35 National Memorial on the canal in Indianapolis, or at the USS *Indianapolis* CA-35 Museum at the Indiana War Memorial. Large-scale events each year are not mandatory.
- e) Only the **Legacy Organization**’s Chairperson and Treasurer shall be authorized to sign any contractual agreements for facility usage or other services. The financial responsibility of the **Legacy Organization** for memorials or reunion meetings applies solely to events approved by the **Legacy Organization** Board of Officers.

Article III

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

- a) Collaborating with others to preserve the legacy of the USS *Indianapolis* story and crew.
- b) Celebrating and overseeing educational resources.
- c) Providing communication and informational outreach to the general population.

Article IV

Basic Policies of this Organization are:

- a) 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 attending the reunion. If no Officers 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.
- b) Term limits for Officers: **Chairperson** two (2) annual elections; **Vice-Chairperson** two (2) annual elections; **Secretary** three (3) annual elections; **Treasurer** three (3) annual elections; **Member at Large** two (2) annual elections. It is understood that all Officer positions are up for election at each reunion.
- c) 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.
- d) A board officer may be allowed to serve a second consecutive term in their current position. This could only apply to a board member unanimously deemed in "good standing" by the board who could then serve a second term after they are put on a ballot and voted in by the full membership.
- e) This organization shall be nonprofit, non-sectarian, and non-partisan.
- f) All Officers, Committee Chairpersons, and Committee Members are non-compensated positions.

- g) 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) Appoint and establish Chairpersons of Committees.
- c) After consulting with the other Officers, establish any required, temporary or *ad hoc* committees.
- d) Be the primary spokesperson for the **USS Indianapolis CA-35 Legacy Organization** and to aid the Officers and Committee Chairpersons in the completion of their given activities and/or goals.
- e) Call special meetings of the Officers 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**. 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) Conduct press or media interviews, or appoint other Officers, 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 and Committee Chairpersons, provide program speakers for the reunions.
- j) With the aid of other Officers and Committee Chairpersons, 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 when due after being presented with properly executed statements. Be responsible for the timely filing of all legal documents.
- l) Arbitrate between Officers and Committee Chairpersons to maintain peace and fellowship in their assigned tasks.
- m) Produce an agenda for the General Membership one month before the reunion/election after a review of that agenda with the current Officers.
- n) Ensure all Officers and Committee Chairpersons pass along their respective records to their successors of their positions.
- o) Ensure compliance with regulations governing the operation of **USS *Indianapolis* CA-35 Legacy Organization** as a nonprofit organization under the statutes of the State of Indiana and Federal laws.
- p) 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 the Chairperson is unable to perform their duties, the Vice-Chairperson will remain the Chairperson only until the next reunion/election.
- c) Establish and conduct an election for the Chairman position as the first order of business after a quorum is established at the annual meeting.
- d) Aid the Secretary in keeping a membership list in conjunction with the Treasurer.
- e) Ensure 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 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 at all times.
- b) Notify members and interested persons of organizational meetings and memorial reunions, i.e. be the organization primary correspondent.
- c) Maintain a list of all Officers and Committee Chairpersons and assist the Membership Committee Chair in maintaining a list of **Legacy Organization** members.
- d) Prepare reports as required by the Officers.
- e) Receive and record reports from Committee Chairpersons as necessary.
- f) Assist in preparing all correspondence for the Officers and Committee Chairpersons as requested or required.
- g) Receive correspondence from survivors and other interested parties and to inform Officers of such correspondence.
- h) Be a secondary repository of the records of the Chairperson and Treasurer.
- i) Pass on all information relevant to their office to all Officers when their term of service has expired.
- j) 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 and auditable record of all receipts and disbursements.
- c) Collect membership dues and communicate any address corrections obtained from members to the Secretary.
- d) Aid the Secretary in maintaining Officer, Committee Chairpersons, and Membership rosters and furnish copies to the Officers as requested.
- e) Keep and reconcile all monthly financial statements from bank accounts.

- f) Send timely financial reports to all Officers. 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.
- i) Keep records of the expenses of the Officers incurred while performing organizational duties and reunions. The timely reimbursements of two weeks to the Officers are expected from the TREASURER after the reunion.
- j) Present a full report of financial income and disbursements to the general membership during the reunion.
- k) Pass on all information relevant to their office to all Officers when their term of service has expired.
- l) Ensure compliance with required state non-profit donation regulations.
- m) Be a goodwill representative to all persons during reunions.

The **MEMBER AT LARGE** shall:

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

Article VI

Membership

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

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

Dues are to be collected by the TREASURER annually, usually at the conclusion of the annual meeting. The amount of the dues may be adjusted at the annual meeting by a vote of the general membership.

Life membership is established at \$500.

Members are encouraged to:

- To attend all reunions, if possible.
- To make motions, recommendations, and proposals from the floor at the annual meetings.
- Receive and review materials disbursed by the Secretary on an ongoing basis.
- Take grievances to the Officers.

Any member in good standing may be appointed Chairperson of a committee or serve on a committee.

Membership may be revoked for any member that:

- a) Violation of the Bylaws.
- b) Acts of disloyalty to the **Legacy Organization**.
- c) Distribution or use of the **Legacy Organization** membership list for any reason without expressed permission.
- d) 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. A list of minimum required committees includes:

Finance Committee will oversee the financial management of the organization at the reunion. This shall be a standing committee as financial stability is paramount to the

organization. The committee members shall be directed by the goals of the organization at the reunion. The Finance Committee chairperson shall oversee this committee.

Reunion 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**. The membership committee will facilitate registration of new members during **Legacy Organization** reunions.

Education Committee will develop strategies for presenting programs about the history of 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**.

Strategic Communications Committee will be in charge of directing the communications strategy, public-facing themes, help to establish a “true story baseline” for the Indy story, to include defusing popular myths, and developing a strategy for using press, media coverage, and other online tools such as websites to promulgate the Indy story. Maintain a list of the public who requested being added to the **Legacy Organization** email newsletter.

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

Bylaws Committee shall conduct an annual review of the **Legacy Organization** bylaws. Beyond grammatical changes, recommendations for bylaws changes will be made to the Board of Officers. Once approved by the Board of Officers, changes to bylaws must be approved by a majority of voting **Legacy Organization** members.

Nominating Committee shall solicit candidates each year during the months of March, April, and early May. All candidates should be verified as current **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.

Members of Committees are encouraged to:

- a) Attend all Committee meetings.
- b) Make motions, recommendations, and proposals to their assigned committee.
- c) Take grievances before the Officers.
- 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 annual meeting. Elections shall be by voice vote and/or written ballot. It shall require a majority of all votes cast by the general membership to be elected to any Officer's position.

Members may vote for officers only if they are members in good standing.

Term of office shall begin and end on July 30th, 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, the following electronic procedure would be in place.

ELECTRONIC ELECTION OF OFFICERS-

The Nominating 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 members in a timely manner.

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

USS INDIANAPOLIS LEGACY ORGANIZATION REUNIONS-

The **Legacy Organization** should hold its annual meeting on or about the anniversary of the sinking of the ship. Reunions can be held virtually or in person depending on circumstances.

Once the Survivor's Organization is disbanded, the **Legacy Organization** will strive to continue to hold reunions and/or events as close to July 30th as possible. (See Article II)

Article XI

VOTING QUORUM

Those members present in good standing shall constitute a quorum for the transaction of business at the reunion's meetings. If the vote is electronic, the members in good standing participating in the electronic vote shall constitute a quorum for the transaction being voted on.

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 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 an annual meeting or by means of an ad hoc (electronic) voting event by members in good standing to address any deficiencies and/or to address any ongoing considerations.

Original bylaws were amended May 2019 and approved by the Legacy Organization Membership July 2019 at the General Membership Meeting during the Survivors 74th Anniversary Reunion, Indianapolis, IN. Changes are included. Bylaws again were amended in October 2022 and approved in December 2022 by electronic vote of members using an online survey format.