

**BY-LAWS OF  
USS ESSEX CV/CVA/CVS-9/LHD-2, Inc.  
(a non-profit Kentucky Corporation)  
As amended 12 September 2008**

**ARTICLE I – NAME**

The name of this association is USS ESSEX (CV/CVA/CVS-9/LHD-2, Inc.)  
Reference to “USS ESSEX” shall be construed to include its namesake “LHD-2.”

**ARTICLE II - OBJECTIVES**

To perpetuate the memory of USS ESSEX and its ship’s company from the commissioning date of December 31, 1942, in perpetuity and to exchange mementoes and memories of tours of duty. Such objectives to include:

To maintain the high level of patriotism, cooperation, friendship and morale among the survivors as existed among the personnel attached to USS ESSEX during her lifetime in the service of our country.

To research historical accounts through the news media, educational activities, the Library of Congress and other appropriate channels.

To recognize outstanding accomplishments.

To stimulate the exchange of information by means of publications, meetings, and reunions.

To cooperate with other clubs and activities to the mutual benefit of all.

To plan and arrange annual reunion meetings.

To locate former shipmates and urge their participation.

To contribute mementoes, pictures, plaques, artifacts, insignia, papers, letters or other memorabilia relating in any way to the activities of or service aboard USS ESSEX from its date of commissioning to the decommissioning, and scrapping together with any available funds for their procurement, shipping, display or maintenance as set forth in ARTICLE IX, Section 1.

To establish, administer and accept voluntary contributions.

To accomplish the purpose of any approved memorial program of the association.

To actively participate in any United States Ship which is named ESSEX hereafter, in its commissioning, presentation of appropriate memorabilia, etc.

In the event of the association's dissolution, all monies and memorabilia will be turned over to the museums and memorial of the association to be used for necessary expenses, as long as it shall last, for the preservation of same.

### **ARTICLE III – CONSTRAINTS**

#### **Section 1.**

The powers of the organization reside in its members. The powers are exercised on behalf of the membership by an elected Board of Directors.

#### **Section 2.**

The organization is non-profit, non-sectarian and non-partisan. It cannot endorse or disparage a commercial enterprise, a political platform nor a candidate for public office. No part of any funds collected or received from any source shall inure to the benefit of any member or individual, and no officer or directors of the organization, other than as specified in ARTICLE VI, Section 3, shall receive any compensation for service as an officer or director.

#### **Section 3.**

The organization's name and seal, singly or in combination, may be used only by persons authorized to do so by the Board of Directors and then only for organization purposes.

### **ARTICLE IV – MEMBERSHIP**

#### **Section 1.**

Any person who was attached to USS ESSEX in a permanent or temporary status, whether ship's company, air wing/air group or staff is eligible for membership.

#### **Section 2.**

The surviving spouse of a deceased member in good standing shall be added to the ESSEX mailing only after a letter from the Board Chairman or Secretary has determined that the spouse is still interested in the activities and friends of USS ESSEX.

#### **Section 3.**

Children of active members are eligible to join the organization with full voting rights. All references regarding children (membership cards, etc.) will be noted as "son/daughter of active member."

#### **Section 4.**

Any person who does not qualify for membership under Section 1 or Section 3 may, upon recommendation of an active paid-up association member and payment of dues as described in ARTICLE VIII, be accepted as an Associate Member. Associate members shall not have voting rights, but will receive mailings concerning reunions

and the Buccaneer publication and will be welcome to register for and attend the reunions. They may not, however, attend the general membership meetings, as some votes are taken by show of hands.

## **ARTICLE V – DIRECTORS**

### **Section 1.**

- A. A Board of Directors shall be elected at the annual reunion for a three-year term of office. It shall consist of nine members. It shall include, other than the nine elected members, all other elected officers during their term of office, and as ex-officio members, all Past Chairmen of the association. Past Chairmen will be permanent members. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- B The Board of Directors shall be the senior governing body of the association.
- C An Advisory Board shall be formed. It shall consist of the three outgoing members of the Board of Directors; term will be for one year.
- D Duties of the Advisory Board are to assist the Board of Directors and Chairman of the Board as deemed necessary when called upon.

## **ARTICLE VI – ELECTED OFFICERS**

### **Section 1.**

The following officers shall be elected at the annual reunion meetings, as required. They are to be elected by open or closed ballot, at the discretion of the Nominating Committee. The officers to be elected are Chairman of the Board, Vice Chairman, Reunion Committee Chairman, Secretary and Treasurer.

### **Section 2.**

Duties and responsibilities of the officers shall be as follows:

#### **A. Chairman**

He is the senior officer of the organization.

Conducts all organization's business meetings.

Receives quarterly reports from other officers as to the activities of Chairmen under their jurisdiction.

Has final authority in the appointment of committee Chairmen.

Makes reports to the membership in each issue of the organization's newsletter (Buccaneer) and at the annual reunion meetings.

Has final authority to make all decisions. When in doubt, he shall seek the advice of the Board of Directors and/or the Advisory Board. After conferring in this manner, he shall make whatever decision(s) may be required.

Supervises the activities of the Reunion Chairman.

## **B. Vice Chairman**

Performs the duties of the Chairman in the Chairman's absence or incapacity on an individual occasion(s), or, in the event of death, the Vice Chairman moves to Chairman of the Board for the balance of that term.

Coordinates the activities of committee chairpersons, i.e., public relations, publicity, etc. involved in reunion affairs.

Takes overall responsibility of Public Relations, Membership, Reunion Site Planning.

Is responsible for the organization's photographer.

Provides the Chairman with detailed quarterly reports (January, April, July, and October).

In the absence of a reunion chairman, the Vice Chairman will select a reunion location for the next three (3) years after the current reunion and present this to the membership with recommendations.

## **C. Reunion Committee Chairman**

Two years before vying for this position, presents his proposed site as a reunion location to the Board of Directors and the general membership.

Upon completion of the preceding reunion, assumes the title and keeps such until completion of the reunion which he chairs.

Prior to the reunion, meets with the Chairman and members of the Reunion Committee to finalize the reunion plans.

Reunion Committee Chairman for the ensuing year has the authority to spend, not to exceed \$800.00, to help defray expenses incurred to cover car travel expenses, meals, phone calls, etc. for local Reunion Committee members directly involved with actual reunion planning and negotiations.

Attempts to get complimentary rooms for the Chairman, Reunion Chairman, Secretary, Treasurer, Ship's Storekeeper and the Historian. If unable to do so, the

free room nights will be divided equally among the six persons eligible, and the balance paid for by each person.

Additionally, he attempts to have the hotel/motel provide complimentary Hospitality, Memorabilia, Ship's Store, and Registration rooms.

#### **D. Secretary**

Keeps minutes of the annual Board of Directors and General Membership meetings. He shall publish the minutes of the General Membership meeting in the *Buccaneer* immediately following the reunion, but no later than three months after each reunion.

Keeps a record and files of all organization correspondence.

Signs membership cards, mails or delivers them to eligible members.

Maintains an up-to-date roster.

Prepares the annual roster, or supplement thereto, and mails/delivers the same to paid-up members. A completely revised membership roster shall be at least every three years.

Liaises with the Chairman and the Membership Recruiting committee chairman.

Provides all Officers, Directors, Advisory Board members and Editor, *Buccaneer*, with a detailed quarterly report (January, April, July, October) of his activities.

#### **E. Treasurer**

Collects membership dues.

Responsible for all the organization's funds.

Keeps full and accurate accounts of all receipts and disbursements in the organization's books, such accounts to differentiate between funds designated for memorial or museum purposes.

Responsible for the payment of any and all approved bills of the organization. Each check must be signed by two of the following members: Treasurer, Chairman of the Board, or Secretary.

Informs the Chairman of all requests beyond the scope of the then effective budget. Payment of these expenditures shall be made only after it has been approved by the Chairman.

Provides all Officers, Directors, Advisory Board members and Editor, Buccaneer, with a detailed quarterly report (January, April, July, October) of his activities.

Is bonded in an amount equal to the gross assets rounded up to the next \$25,000.00 [TWENTY-FIVE THOUSAND DOLLARS] level; i.e., gross \$78,000 shall require a bond of \$100,000.

**Section 3.**

The Chairman, Vice Chairman, Reunion Committee Chairman and Directors shall receive no compensation for their services.

The Secretary shall be paid \$150.00 monthly for his services.

The Treasurer shall be paid \$150.00 monthly for his services.

**Section 4.**

Except for annual terms as Reunion Committee Chairman, the term of office shall be for a period of three years for each elected officer.

**Section 5.**

Any officer may be removed from office for conduct not in the best interest of the organization at the discretion of the Board of Directors. Any office vacated for any reason may be filled by the Board of Directors.

**ARTICLE VI (A) - OFFICES APPOINTED BY THE CHAIRMAN**

**A Master at Arms**

Shall be recognized as such by wearing a designated arm band with the letters 'MAA'.

Checks for paid-up membership for all members attending the annual general meeting, before allowing them to the place of the meeting.

Escorts dignitaries and visitors to the rostrum or other designated places as requested, when called for by the Chairman of the Board.

Is responsible for properly placing the American Flag at all appropriate functions.

Attends any meeting(s) as requested by the Chairman of the Board.

Performs all other duties as assigned by the Chairman of the Board.

**B. Historian(s)**

The Historian shall be responsible for cataloging, displaying, upkeep and maintenance, in a careful and prudent manner, all the items designated as Memorabilia of the Association.

**C. Ship's Storekeeper.**

The Storekeeper shall be responsible for the Association's Ship's Store with all inventory, receipts and expenditures subject to the annual audits as prescribed by the Treasurer and the Chairman of the Board.

**D. Editor of the Buccaneer.**

The Editor is chairman of the Publication Committee and performs the duties as described and set forth in Article X - Committees. Section 5, B.

**E. Parliamentarian**

The Parliamentarian uses Roberts Rules of Order as his primary source and shall advise the presiding officer and be accessible to others. He shall be impartial. Unless excused, attendance at the annual meeting is required.

**F. Legal Advisor**

Possessing a legal background, the Legal Advisor shall render on a pro bono all such legal advice and services requested and required for the welfare of the Association

**G. Chaplain.**

As an ordained or lay person, the Chaplain shall perform, in a non-sectarian manner, such duties as are contemplated to render faith-related comfort to the Association members and their families. He shall assist in coordinating the annual Memorial Service and incorporate the USS ESSEX Chain of Faith into the Service.

**H. Membership/Publicity Chairman**

The Membership/Publicity Chairman shall coordinate his activities with the Article X Section Standing Committee's B-"Newsletter (Buccaneer) Publication Committee" and C-"Membership Recruiting Committee." He shall be responsible for the extended "Reach-Out" activities, such as ads as desirable in selected publications and media, as well as additional public relation efforts with and through our military and/or Veterans Groups where available and desirable. His activities are under the overall supervision of the Vice Chairman of the Board.

## **ARTICLE VII – MEETINGS**

### **Section 1.**

An annual meeting of the organization shall be held in locales designated by the membership at the annual meeting (for the ensuing two years).

### **Section 2.**

The Chairman of the Board shall call a Board of Directors and Advisory Board meeting two days prior to the Annual General Meeting, and of the new Boards immediately after the general meeting.

### **Section 3.**

The Chairman of the Board shall conduct meetings of the organization. In his absence, the Vice Chairman shall preside.

### **Section 4.**

The annual general membership meetings are restricted to those:

Members with paid-up membership cards.

Invited guests and guest speakers.

Children of members in good standing (paid-up membership cards).

## **ARTICLE VIII – DUES**

### **Section 1.**

Annual dues are \$25.00. If not paid by December 31st, members in arrears will be dropped from the mailing list.

### **Section 2.**

Dues paid cover the calendar year January 1 to December 31 of the year of eligibility

### **Section 3.**

The annual dues for all Active Duty Personnel of the USS ESSEX LHD-2, together with all former USS ESSEX personnel currently serving on active duty, shall be \$10.00

**Section 4.**

Honorary membership is restricted to a person or organization that has and does indicate interest in our organization and has been approved by the Board of Directors. In addition to extending Life Membership to the current retiring Board Chairmen upon their term of three years in office, any member as defined in ARTICLE IV shall be eligible to become a Life Member upon payment of the within fees at the applicable attained age, and thereafter be excused from paying dues of any kind for the rest of such member’s life.

| <u>Attained Age</u> | <u>Amount</u> |
|---------------------|---------------|
| 20-29               | \$400         |
| 30-39               | \$350         |
| 40-49               | \$300         |
| 50-59               | \$250         |
| 60-69               | \$200         |
| 70-79               | \$150         |
| 80 & above          | \$100         |

**ARTICLE IX – ORGANIZATION PROPERTY**

**Section 1.**

All material donated to or purchased with organization funds, including pictures, display materials, files, artifacts, printed material, etc. shall become the sole property of the organization and shall be actually or constructively in the custody of the Historian(s).

**Section 2.**

Museum curators are to provide the Historian(s) with an itemized listing, showing the whereabouts of property entrusted to them for the purposes of display and safekeeping.

**Section 3.**

The Disposal Committee, consisting of the Chairman, Secretary, and a Historian, shall have the exclusive responsibility for establishing a value on items of excess property, (one-of-a-kind items shall not be considered as items for sale or disposal) and thereafter selling or transferring the same to a purchaser or appropriate donee. Procedurally, an Historian shall obtain and/or make an appraisal of such items and advise the Chairman and Secretary of same. The joint agreement of the Committee shall be required to establish the disposal value. The Chairman shall then affect the transfer, with the funds (if any) delivered to the Treasurer for inclusion in the General Fund. The Committee shall duly report their doings at the next general membership meeting.

## **ARTICLE X – COMMITTEES**

### **Section 1**

The Chairman of the Board has supervisory responsibility for all committees. He shall exercise such responsibility only through the designated elected officer, if any, to oversee or supervise a committee

### **Section 2.**

Committees shall be of three types.

- A. Special Purpose Committees whose chairmen are appointed by and report directly to the Chairman of the Board.
- B. Standing committees whose chairmen are appointed jointly by the Chairman of the Board and designated supervisory officers.
- C. Nominating Committee. It is comprised of the past Chairmen of the Board.

### **Section 3.**

Except for the Nominating Committee, each appointed committee chairman selects his/her own committee members.

### **Section 4.**

Special Purpose Committees are:

- A. Audit Committee. This committee audits the records of the Treasurer annually, prior to the annual general membership meeting.
- B. Any other committee the Chairman of the Board sees fit to appoint

### **Section 5.**

Standing Committees are:

- A. Reunion Committee.  
This committee is under the overall supervision of the Chairman of the Board. The Reunion Chairman shall select committee members from the area of the reunion to plan and execute reunion arrangements.
- B. Newsletter (Buccaneer) Publication Committee.  
This committee is chaired by the Editor who functions under the supervision of the Chairman of the Board. Guidelines for the Editor in publishing the newsletter are:
  - (1) Publish as a minimum, a pre-reunion, a post-reunion, and one other issue all to be numbered and dated.

- (2) First edition after each annual reunion contains:
  - [a] A list of officers for the current year.
  - [b] The minutes of the general membership meeting.
  - [c] Amendments or additions/deletions to the By-Laws, as adopted at the general membership meeting.
- (3) Each edition will contain a copy of the latest reports from the Secretary and Treasurer.

C. Membership Recruiting Committee.

This committee is under the overall supervision of the Vice Chairman of the Board. It shall endeavor to interest eligible persons in becoming members of the organization.

D. Reunion Site Screening Committee.

This committee is under the overall supervision of the Vice Chairman of the Board. It will receive an initial report from each prospective Reunion Chairman. The committee will screen all requests and present its recommendation(s) to the Board of Directors and the general membership at the next annual reunion.

**Section 6.**

The Nominating Committee reports to the Chairman of the Board, the Board of Directors and membership of the organization at its annual reunion meeting. The immediate past Chairman of the Board is the Chairman of the Nominating Committee.

The Nominating Committee's charter is to present its recommended slate of officers. Nominations shall be permitted from the floor. All nominees, whether nominated by the Nominating Committee or from the floor, shall be members in good standing, have been members for at least two full years, and have given consent to their name entered into nomination.

**ARTICLE XI – APPOINTMENTS**

The newly elected Chairman of the Board shall, as soon as possible after the annual reunion meeting, appoint a Master-at-Arms and Historian(s), if those positions are vacant.

## **ARTICLE XII - AMENDMENTS**

These By-Laws or any part thereof, may be repealed, amended, altered, added or deleted by submitting the proposed change in writing, and signed by any member of the organization to the By-Laws Committee. This ad-hoc committee is under the direct supervision of the Chairman of the Board. He shall appoint two members from the Advisory Board and two members from the Board of Directors to comprise this committee whenever the need arises. The Chairman of the Board will select the committee chairman from this group of four members.

The ad-hoc By-Laws Committee will take any proposed change to the By-Laws under consideration. Such change shall, if deemed valid by the committee, be published in the April issue of the newsletter, and brought before the Board of Directors and the general membership meeting at the following reunion. Adoption of the proposed change(s) shall be by a majority of the members present and voting of both the Board of Directors and the general membership. If approved, the change will take effect immediately after being approved by both bodies.