

**BY-LAWS OF THE
USS LCI NATIONAL ASSOCIATION, Inc.
a.k.a. USS Landing Craft Infantry National Association
(with Amendments through October 22, 2016)**

ARTICLE I – GENERAL

1. The USS LCI NATIONAL ASSOCIATION, INC. (hereinafter known as the Association) shall be a non-profit Corporation, incorporated in the Commonwealth of Pennsylvania as a veteran’s organization, as defined in Section 501(c)(19) of the Internal Revenue Code of 1986, as from time to time amended, dedicated to foster comradeship among all living LCI veterans, Associates and those interested in Landing Craft Infantry (hereinafter known as LCI) by providing social and recreational activities for its members, (2) carry on programs to perpetuate the memory of deceased LCI veterans and offer their widows and children comfort and assistance as may be appropriate, (3) assist disabled and needy war veterans and members of the Association and their dependents, and the widows and orphans of deceased veterans, (4) sponsor or participate in activities of a patriotic nature, and (5) conduct programs for religious, charitable, scientific, literary, or educational purposes.
2. Unless otherwise voted by the membership, the Association shall hold a reunion and business meeting annually to conduct the business of the Association as set forth in these by-laws.
3. The Association may endorse or sponsor such programs or projects as may be deemed appropriate by the membership and shall control the vending of merchandise at reunions.
4. The Association shall be Non-profit, non-political and non-sectarian.

ARTICLE II – OFFICES

1. The registered office of the Association shall be located in the Commonwealth of Pennsylvania.
2. The Association may also have offices at such other places as the Executive Board may from time to time appoint or the activities of the corporation may require.

ARTICLE III – SEAL

1. The corporate seal shall have inscribed thereon the name of the Association, the year of its founding and the words “Corporate Seal, Pennsylvania.”

ARTICLE IV – MEMBERS

1. Membership in the Association is open to (1) personnel who served aboard an LCI as members of the United States Navy or United States Coast Guard under official Navy Department orders during World War II, (2) past and present members of the U.S. Armed Forces and their ancestors and lineal descendants and (3) those interested in gathering, preserving and passing on to future generations the history of LCIs and those who manned them. The Association will maintain compliance at all times with the United States Internal Revenue Code and specifically IRC Section 501(c)(19) and all related Internal Revenue Service regulation. Members in categories (2) and (3) shall be known as Associate Members with full privilege of voting and holding office.
2. The Executive Board by Affirmative vote of two-thirds (2/3) of its members voting may suspend or expel a member for cause after an appropriate hearing.
3. Except as provided in these By-Laws, the members of the Association, other than the members of the Executive Board, shall have no voting rights in business meetings of the Executive Board.

ARTICLE V – ANNUAL MEETING

1. An annual meeting of the members shall be held in connection with the annual reunion. Members shall receive notice of the annual meeting thirty (30) or more days before the date of the meeting. At such annual meeting there shall be elected members of the Executive Board in accordance with the requirements of Article V and Article VI of these By-Laws.
2. Only members in good standing may attend Association business meetings, vote on Association business matters, or serve in any capacity in the Association. No members shall be considered to be in good standing unless he/she shall have paid their current registration fee, a term interchangeable with “dues”. Annual dues shall be determined by the Executive Board at each annual meeting.
3. Any member in good standing can be nominated as an Officer or Director on the Executive Board. Any person nominated for the Office of President or Vice President must submit his/her biography and be willing to serve in that capacity for consecutive years if so elected. Each presidential nominee must be computer literate. The Executive Board shall rule on the eligibility of any candidate and whose names will then be submitted for election at the next annual business meeting.

ARTICLE VI – EXECUTIVE BOARD

The Association shall be governed by an Executive Board consisting of a President, Vice President, Secretary, Treasurer and not less than three (3) or more than five (5) Directors.

1. **PRESIDENT:** The President shall be elected by majority vote of the membership eligible to vote either at the annual business meeting or by other methods that have been approved in advance by the Association's Executive Board and shall serve a term of office beginning at the conclusion of the meeting and terminating at the adjournment of the next following annual business meeting. He/she shall preside at all meetings of the Association and the Executive Board. He/she shall oversee all matters of the Association and have the power to make any decisions that require immediate action by the Association. He/she may convene meetings of the Executive Board at any time as necessary or appropriate. Meetings may be called by e-mail and conducted by conference call. The President shall appoint all committee members, subject to Executive Board approval, except as set forth herein, and shall serve as an ex-officio member of all committees. The President shall be authorized to sign Association checks but shall do so only in the event of death, resignation, incapacitation, or unavailability of the Treasurer. The President shall abstain from casting a ballot on issues before the Executive Board except to resolve a deadlock.
2. **VICE PRESIDENT:** The Vice President shall be elected by majority vote of the membership eligible to vote either at the annual business meeting or by other methods that have been approved in advance by the Association's Executive Board and shall serve the same term as the President. In the absence of the President, he/she shall preside over all Association meetings and, in the event of the death, resignation, or incapacitation of the President shall assume the title of Acting President and discharge the duties of the President until the next annual meeting.
3. **SECRETARY:** The Secretary shall be a member in good standing, appointed by the President with the advice and consent of the Executive Board and shall serve at the pleasure of the President provided, however, that the name of the nominee shall be submitted to the membership for approval at the annual meeting or by other methods that have been approved in advance by the Association's Executive Board. In the event that a majority of members reject the nomination, another nomination shall be submitted. The Secretary shall maintain the records of the Association including minutes of all meetings and correspondence. He/she shall provide such information to the members of the Executive Board upon request, and report annually to the membership.
4. **TREASURER:** The Treasurer shall be a member in good standing, appointed to the office in the same manner as the Secretary and the membership shall have the same right of rejection. The Treasurer shall be the custodian of all funds and financial accounts of the Association and shall maintain a current list of members in good standing. He/she shall establish a bank checking account in a federally insured bank for the purpose of holding Association funds, with the President also an authorized signee. He/she shall pay all bills approved and authorized by the Executive Board and keep the President and Executive Board apprised of the financial condition of the Association. He /she shall make a financial report to the members at the

annual business meeting and his/her records shall be available to the Executive Board of the Association at any time upon reasonable notice.

5. **DIRECTORS:** There shall be not less than three (3) or more than five (5) Directors unless the number is increased by a majority vote of the Executive Board. Each Director shall serve a term of one (1) year. Directors are re-elected at the annual reunion and business meeting. There is no limitation on the number of terms a Director can serve.
6. **STATE DIRECTORS:** The President may appoint a state director for each state. Appointees shall act as recruiters and liaison officers for shipmates in their states, forwarding requests, recommendations and/or information to the President or Secretary. Nothing herein shall prevent a state director from serving concurrently in any other capacity within the Association.
7. **CHAPLAIN:** The President shall appoint a member in good standing to serve as Association Chaplain. He shall serve at the will and pleasure of the President.
8. **VACANCIES:** Any elective vacancies that may occur shall be filled by Presidential appointment and approved by a majority vote of the Executive Board. The term of service of such appointee will be for the duration of the unexpired term of the officer being replaced.
9. In addition to the powers and authorities expressly conferred to them by these by-laws, the Executive Board may exercise all such powers of the Association and do all such lawful acts and things including, but not limited to, establishing policies, budgets, dues amounts, reunion and business meeting sites, and bestow Emeritus status to previous Officers and Directors.
10. The meetings of the Executive Board may be held at such times and at such place or places as a majority of the Executive Board may from time to time determine or as may be designated in the notice calling the meeting. Meetings may be conducted via e-mail, internet, or conference calls as necessary.
11. Written or personal notice of every meeting of the Executive Board shall be given to each member of the Executive Board at least seven (7) calendar days prior to the day scheduled for the meeting.
12. A majority of the members of the Executive Board in office shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the members of the Executive Board present at a meeting at which a quorum is present shall be the acts of the Executive Board. Any action which may be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing through first class mail or email setting forth the actions so taken shall be signed by all of the members of the Executive Board in office and shall be filed with the Secretary of the Association.

13. Members of the Executive Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
14. A meeting of the Executive Board, whether or not a quorum is present, may be adjourned by a majority of the members of the Board present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.
15. The Executive Board may declare vacant the office of an officer or director if (a) he/she is declared to be of unsound mind by an order of the court or is convicted of a felony, (b) if within sixty (60) days after notice of selection, he/she does not accept such office either in writing or by attending a meeting of the Executive Board or (c) if he/she fails to attend three (3) consecutive meetings of the Board without cause and fulfill such other requirements or qualifications as the By-laws may specify.
16. No member of the Executive Board shall receive, directly or indirectly, any salary, compensation or emolument, unless authorized by the affirmative vote of a majority of the Board.

ARTICLE VII – COMMITTEES

1. Except as set forth elsewhere in these By-laws, the President shall appoint all committee members after consultation with the designated committee chairman.
2. Reunion Committee: After the Executive Board has selected the area for any upcoming reunion as permitted by these By-laws, the Reunion Committee will be responsible for selecting a reunion hotel, developing a reunion program, and arranging ancillary services and logistical support. The committee shall make progress reports directly to the Executive Board on a regular basis.
3. The Executive Board may provide for other committees and advisory groups, consisting in whole or in part of non-directors, as it deems desirable, and discontinue these committees and groups at its pleasure. Each such committee and group shall be advisory to the Executive Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be set forth for it by the Executive Board. Appointments to and the filling of vacancies on such committees and groups shall be the responsibility of the President, unless the Executive Board provides otherwise. Any action by any such committee or group shall be reported to the Board at its next meeting after such action. Actions taken by such committees or groups shall be subject to control, revision and alteration by the Executive Board provided that no rights of third persons shall be prejudicially affected.

ARTICE VIII – BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the Executive Board and the original or a copy of the By-laws, including all amendments thereto to date, certified by the Secretary of the Association. The Association shall also keep appropriate, complete, accurate books or records of account. The records provided for herein shall be kept at either the Association's office or at its principal place of business wherever situated.

ARTICLE IX – TRANSACTION OF BUSINESS

1. The Association shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two thirds (2/3) of the Executive Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the Association involve among other things the charging of fees or prices for its real or personal property, services or products, it shall have the right to receive such income and in so doing may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Association and in no case shall be divided or distributed in any manner among the Executive Board of the Association.

ARTICLE X – ANNUAL REPORT

1. The Treasurer shall prepare annually a report showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principle changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
 - c. The revenues or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held for or by the corporation.
 - d. The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
2. This report shall be filed with the minutes of the annual business meeting of members.

ARTICLE XI – NOTICES

1. Whenever written notice is required to be given to any person, it may be given such person either personally or by sending copy thereof by first class mail, postage prepaid, or by email to the person's addresses on the books of the Association, or, in the case of members of the Executive Board, supplied by such person to the corporation for the purpose of notice. If the notice is sent by first class mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail. If the notice is sent by email it shall be deemed given if a Read Mail or Return Receipt notification is received by the Association. A notice of meeting shall specify the place, day, hour, and time zone of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting, other than by announcement at the meeting in which adjournment is taken.

ARTICLE XII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall begin on the first day of June through May 31 of the following year. The dues year commences on January 1 through December 31.
2. If at the end of any year, the Association has less than one hundred (100) members, the Executive Board shall meet and decide the future course of the Association. The options to be considered are:
 - a. Determine the feasibility of the Association continuing as a viable entity with the then current members and financial resources.
 - b. Determine the feasibility of, a merger, affiliation or association with another organization that will meet the LCI Association's goal of preserving the contributions of the LCI officers, crewmembers and ships in the United States of America's victory in World War II.
 - c. Reorganizing as a Not for Profit Educational Organization under 501(c)(3), as amended, of the Internal Revenue Code that will meet the LCI Association's goal of preserving the contributions of the LCI officers, crewmembers and ships in the United States of America's victory in World War II.
 - d. Any other method of continuing the Association not included in a, b, c above.
 - e. To terminate the Association, pay all liabilities and then distribute the remaining assets as prescribed in the Internal Revenue Code under Section 501. The following

organizations will receive preference in these distribution if they are in operation as of the date of distribution:

- 1) Humboldt Bay Naval Sea/Air Museum, Eureka, California, for the restoration of the LSI(L) 1091
- 2) Amphibious Forces Memorial Museum, Portland, Oregon, for the restoration of the LCI(L) 713

Following articles not included here because of their lack of application. They are still in print and can be forwarded to anyone desiring them:

ARTICLE XIII – LIMITED LIABILITY AND INDEMNIFICATION

1. Limited Liability
2. Indemnification
3. Rights not exclusive
4. Advancement of expenses
5. Continuation of rights
6. Funding
7. Notice and Representation
8. Payment
9. Insurance
10. Limitations

ARTICLE XIV – AMENDMENTS

1. The Executive Board may submit any proposed additions, alterations, amendments or deletions to these By-laws for discussion and a vote to the members at a scheduled business meeting. The changes in the By-laws will be adopted by an affirmative vote of not less than 51% of members in good standing of the USS LCI National Association who vote.
2. The Executive Board shall have the power to add, alter, amend or delete the By-Laws.
 - a. Any proposed additions, alterations, amendments or deletions to these By-laws may be, in writing, or brought to the floor for discussion by any member of the Executive Board.
 - b. The Secretary shall enter the proposed amendment in the minutes and place it on the agenda, for the consideration of the Executive Board.

- c. Any proposed additions, alterations, amendments or deletions to these By-laws must be presented to the Executive Board seven (7) calendar days prior to the vote.
- d. Proposed additions, alterations, amendments or deletions to these By-laws will be approved by an affirmative vote of the voting members of the Executive Board. Any questions which may arise which are not covered by a provision of these By-laws may be resolved by a majority vote of the Executive Board of the USS LCI National Association.