

## BY-LAWS

### ASSOCIATION OF MINEMEN

ADOPTED 1977

(Amended Aug 1983, Aug 1984, Aug 1992, Aug 1998, Sept. 2008, 8 Oct 2019)

### AS APPROVED BY THE AOM MEMBERSHIP

#### Article I NAME AND STATUS OF THE ORGANIZATION

Section 1. The name of this organization shall be the Association of Minemen.

Section 2. The territorial limits of the Association of Minemen shall be as defined in Article X, Section 5.

Section 3. The Association of Minemen is incorporated as a non-profit organization. The Articles of Incorporation as a non-profit organization under the laws of South Carolina were approved by the Secretary of State on 3 February 1981. The Association of Minemen is an exempt organization within the meaning of Internal Revenue Code 501(c)(3) effective 13 December 1999. The Association of Minemen corporation/organization is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

#### Article II OBJECTIVES

Section 1. The objectives of the Association shall be to perpetuate a knowledge of Undersea Mine Warfare, necessary to America's first line of defense, and to promote interest, comradeship and esprit de corps in the Mine Warfare Community.

Section 2. To bring about improved communications and cooperation of past, present and future personnel engaged in Mine Warfare. This will encompass all facets of Mine Warfare including design, development, production, testing, training, logistics and shore, sea and air operations.

Section 3. Promote recognition in memory of those gallant personnel who sacrificed their lives for our country, especially those that have been involved in mine warfare operations.

Section 4. Support the Mine Warfare Museums on board the USS Yorktown at the Patriots Point Naval Museum, Mount Pleasant, South Carolina, and the USS Lexington at the Maritime Museum, Corpus Christi, Texas. Provide, safeguard, catalog and make available historical documentation, books, pamphlets, technical manuals and other written materials for use of authors, historians, educators or other academicians. Maintain technical materials, hardware and displays to educate the public concerning Mine Warfare. Locate, obtain, safeguard, maintain and provide a suitable means of preserving memorabilia associated with Mine Warfare and the Mineman rating.

Section 5. Maintain a funding base, through voluntary donations or contributions, that will allow award of scholastic scholarships in recognition of either superior achievement or financial need.

Section 6. Maintain an annual award which will be called the "Mineman of the Year Award," in recognition of outstanding achievement and superior performance by an active and reserve duty enlisted Mineman rating person, to be judged and awarded by the Commander, Mine Warfare Command.

### Article III BASIC POLICIES

Section 1. This organization shall be governed by the basic policies set forth in these bylaws. Procedures not covered in these bylaws shall be governed by Robert's Rules of Order or a quorum of the Board of Directors.

Section 2. This organization shall be non-profit, non-commercial, non-sectarian, and non-partisan. The name of this organization or the names of any members in their official capacities shall not be used in connection with a commercial concern or partisan interest, and any official or member of the Association doing so will automatically be expelled from the organization. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

Section 3. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by corporation/organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code). Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, scientific (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. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 4. The objectives of this organization shall be promoted through personal contacts, conferences, committees, a regularly issued newsletter, at the Annual General Business Meeting, and reunions/conventions.

Section 5. This organization may cooperate with other organizations and agencies active in the support and welfare of the Armed Services of the United States, providing that no commitment is made binding this organization without the express approval of the Board of Directors.

## Article IV MEMBERSHIP

Section 1. Membership in this Association shall meet the following criteria:

**VOTING MEMBERS:** Any person, active or retired, regular or reserve, military or civilian who is a graduate of the Bureau of Ordnance (BUORD) sponsored Mineman Special Training Course and Mine Craft Mine School, Pearl Harbor, T.H. (1935 to 1941), the Naval Schools Mine Warfare at Yorktown, VA from 1941 through December 1958, the Fleet and Mine Warfare Training Center at Charleston, SC, from January 1959 through 30 September 1995, and/or Mine Warfare Training Center, Ingleside, TX, since 1 October 1995, or was designated a "Mineman," are to be considered a voting member; and any person previously or currently involved in any facet of Mine Warfare including design, development, production, testing, training, logistics, mine laying and sweeping and/or sea, shore and air mining operations are to be considered a voting member. Any person meeting the above criteria, regardless of race, color or creed, will be granted membership, subject to final screening and approval by the Membership Committee. This screening will be to assure the individual's qualifications are as listed above. The ability to further distinguish special, senior or distinctive service membership shall also reside with the Membership Committee, as approved by the Board of Directors.

**HONORARY MEMBERS:** Those persons who have made a significant personal contribution in the area of Mine Warfare, and are selected for honorary status, are to be considered non-voting Honorary Members. Nomination of an individual for honorary status may be made by any voting member, but the selection must be approved by majority vote of members assembled at the Annual General Business Meeting.

Section 2. Membership fee due upon subscription includes a one time membership process initiation fee of \$5.00, plus the annual dues prescribed by vote by the general membership. The dues rate and annual renewal date will be advertised in each current edition of the Association newsletter.

Section 3. The Membership Committee may prescribe prorata dues payment for persons seeking membership in the latter half of the annual membership year, subject to approval by the Board of Directors. To lessen the impact of any financial burden on the Association, the Board of Directors may decide on the period of implementation, within one year, of any changes in scheduled dues payment for members, as voted on by members at the Annual General Business Meeting.

Section 4. Questions arising concerning the interpretation of membership and fees shall be decided by the Board of Directors.

## Article V OFFICERS AND THEIR ELECTION

Section 1. The officers of this organization shall be a President, Vice President, Secretary, Treasurer, Immediate Past President, Directors and includes ex-officio members as delineated in Article V, Section 3 and Chapter Chairpersons designated in accordance with Article X, Section 2.

Section 2. These officers shall be elected with the exception of the Secretary, Treasurer, and those ex-officio members who are appointed by the President, subject to approval by the Board of

Directors. The same person can hold the position of Secretary and Treasurer. Each elected official, the Immediate Past President and all Chapter Chairpersons in attendance, shall be a voting member at the Board of Directors Meeting conducted by the President of the Association.

Section 3. The Board of Directors will consist of six Directors who shall serve terms of three years. Two of these Directors shall be elected annually. Ex-officio members of the Board of Directors will include the Parliamentarian, Chaplin, and Quartermaster who are appointed in accordance with Article VI, Section 1. Ex-officio members act in only an advisory capacity and do not have a vote on matters before the Board.

Section 4. The President and Vice President shall serve for three years. The Secretary and Treasurer may be re-appointed.

Section 5. The privilege of holding office will be open to all voting members of the Association whose dues are current.

Section 6. The election of officers shall be by balloting at the Annual General Business Meeting. If there is but one candidate for any office, the ballot for the office may be dispensed with and the election held by voice vote.

Section 7. A Nominating Committee may be established by the Board of Directors, for the purpose of presenting a slate of prospective officers to the members present at the Annual General Business Meeting. In the absence of formal establishment of such a Committee, the Board of Directors may act in this capacity. Nominations may also be made from the floor during the Annual General Business Meeting. The consent of each candidate must be obtained before the vote on the election. A candidate may be nominated and voted for "in absentia" providing his or her consent is validated by one or more of the current officers of the Association.

Section 8. Vacancies in office shall be filled by the appointment of the Board of Directors with the consent of the concerned individual.

## Article VI DUTIES OF OFFICERS

Section 1. The President shall preside at all regular and special meetings, and meetings of the Board of Directors, as provided by these bylaws. The President shall appoint the Secretary and Treasurer and ex-officio members as prescribed in Article V, Section 2, and shall appoint Chairpersons of Standing and Special Committees, except the Nominating Committee. Appointments shall be subject to approval by the Board of Directors. The President shall be an ex-officio member of the Committees, except the Nominating Committee. The President shall be Chairperson of the Board of Directors at all Board meetings. The President shall assure that the Treasurer maintains accurate records of moneys received or expended by the Association. The President shall perform such other duties and discharge such responsibilities as are consistent with the office or required by the Association.

Section 2. The Vice President shall act as aid and advisor to the President; in the absence of the President shall perform the duties of the President. The Vice President shall act as the liaison with

the membership. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 3. The Secretary shall keep accurate records of proceedings of all general business meetings and maintain records of the minutes of the Board of Directors' meetings; shall be prepared to refer to minutes of previous meetings; shall prepare a summary of all unfinished business for the use of the President; shall conduct all necessary correspondence of the Association; and in the absence of the President and the Vice President at a general membership meeting, shall call the meeting to order and elect a "chairman pro tem" to preside during that session. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 4. The Treasurer shall receive all monies for the organization and shall deposit them in the name of the Association in a bank or credit union approved by the Board of Directors; shall maintain the general Association Dues/Expenses Fund, Mine Museum Fund and Scholarship Fund; shall pay out sums as authorized by the Board of Directors; shall prepare a statement of account to be presented at the Annual General Business Meeting and upon request by the Board of Directors; and shall advise the Board of Directors of any action necessary in order that the Association can comply with Internal Revenue Service regulations. Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, scientific (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. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 5. The Board of Directors shall transact necessary business between general business meetings and such other business as may be referred to it by the Association. It may authorize expenditure of funds not to exceed \$500.00 per occurrence; shall create such special committees as are deemed necessary to support the Association; and none of its acts shall conflict with action taken by the Association. The Board will present a complete report of all actions taken during the year at the Annual General Business Meeting of the Association. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 6. Each officer, upon the expiration of the term of office, or in case of resignation, shall release to the President, without delay, all records and other material pertaining to the office.

Section 7. Four Directors shall constitute a quorum at a meeting of the Board of Directors.

Section 8. In the business throughout the year, the personal approval of a proposed action separately by telephone or individual interview, from every member of the Association Board will constitute approval of the Board. Since the members were not present in one room where they could mutually debate the matter, action on such a basis must be ratified at the next regular Board meeting in order to become an official act of the Board.

## Article VII MEETINGS

Section 1. General Business Meetings of this organization shall be held annually at a time and location to be determined by the Board of Directors and announced to the membership prior to 1 June. Procedures of the meeting will be in accordance with Robert's Rules of Order for the Conduct of Business in a Deliberative Assembly, or a quorum of the Board of Directors.

Section 2. The Board of Directors shall meet at least every six months and immediately prior to the Annual General Business Meeting of the Association. Special meetings of the Board of Directors may be called by the President/Chairperson, and such a meeting must be called upon written request of three members of the Board. Due to the possibility of wide geographic separation of the members of the Board, written correspondence will be utilized and, in certain cases, conference telephone calls may be substituted.

Section 3. The privilege of nominating, making motions, debating and voting shall be limited to voting members of the Association.

#### Article VIII COMMITTEES

Section 1. There shall be Standing and Special Committees created by the Board of Directors as may be required to carry out the objectives of the Association. At a minimum, there will be a Membership Committee, Scholarship Committee, and Museum and History Committee which will administer enrollment and dismissal matters, scholarship merit and award matters, and historical records and material management matters, respectively.

Section 2. Periodic verbal and/or written reports shall be presented by the Chairpersons of the Standing Committees to the President for his determination of goal progress, adequacy, and control. The President will report his findings to the Board of Directors.

#### Article IX AMENDMENTS

Section 1. Proposals for Amendments to these by-laws will be submitted to the Secretary prior to 1 May.

Section 2. These bylaws may be amended by a two-thirds (2/3) vote of attending members at the Annual General Business Meeting, provided that written notice has been given to the membership that the amendment item has been placed on the agenda.

#### Article X CHAPTERS

Section 1. A petition to establish an Association of Minemen Chapter may be submitted by ten or more enrolled Association members whose dues are current and who are from the same geographic area as listed in Article X, Section 5. The prospective Chapter members cannot belong to any other regional chapter of the Association. The petition shall designate one of the signers as Temporary Chairperson and shall request a specific name for the Chapter.

Section 2. The petition will be submitted to the Board of Directors and addressed to the Secretary. The Board of Directors will determine eligibility, motivation and overall Association interests that

are inherent to the petition request. Upon approval by the Board, the petitioning Chapter will be numbered in the next numerical order of Chapter origination, and the Temporary Chairperson of the Chapter will be notified. The Temporary Chapter Chairperson will be provided a regional list of Association members and he/she will be required to notify petitioning Chapter members and prospective regional members of a meeting to be held within 90 days of Chapter approval by the Board of Directors. This meeting will elect a presiding Chapter Chairperson for a term prescribed by Chapter members. No regional Association member shall be excluded from requested Chapter membership once a Chapter is approved. Neither shall anything herein be construed to mean that an individual must belong to a regional Chapter to become a member or remain a member of the Association of Minemen.

Section 3. All presiding Chapter Chairpersons present will be voting members at all Board of Directors meetings for matters of Chapter interest only. In absentia and/or proxy votes on Chapter matters will be accepted if presented in writing and signed by the Chapter Chairperson. The Chapter Chairperson will be responsible for maintaining Chapter decorum and operation in accordance with Association bylaws, and for executing regional transfers of Chapter members to another established Chapter in the event of their move to a new locale.

Section 4. Any Chapter operating in a manner to bring discredit to the Association of Minemen will be disbanded and members found at fault will be removed from membership rolls. Chapter membership must be maintained at a minimum level of ten members in order for a Chapter to be continued. A confirmation of Chapter membership level must be submitted on an annual basis by the Chapter Chairperson, to the Board of Directors. The annual confirmation date will be on the anniversary of Chapter's approval. The Board of Directors shall be the authority on all matters relating to boundaries, additions, consolidations and continuance of Chapters. Rulings of the Board of Directors governing Chapter matters may be appealed at the Annual General Business Meeting for vote by the general assembly.

Section 5. The geographic regions shall be established as:

Northeast: Maine, Rhode Island, New Jersey, New Hampshire, New York, Connecticut, Delaware, Vermont, Pennsylvania and Massachusetts.

Mid-east: Virginia, Ohio, Maryland, Kentucky, West Virginia, District of Columbia and Indiana.

Southeast: Mississippi, Georgia, Tennessee, Alabama, South Carolina, Caribbean Islands, Florida and North Carolina.

North central: North Dakota, Illinois, South Dakota, Wisconsin, Nebraska, Michigan, Iowa and Minnesota.

South-central: Colorado, Arkansas, New Mexico, Missouri, Texas, Kansas, Louisiana and Oklahoma.

Northwest: Washington, Wyoming, Oregon, Montana, Idaho and Alaska.

Southwest: California, Utah, Nevada and Arizona.

Europe: All areas north of the Spain/France border.

Mediterranean: All areas south of the Spain/France border.

Mid-Pacific: Hawaiian Islands

West-Pacific: Marianas Islands, South Korea, Philippines, Japan and Taiwan.

