



**INTERNATIONAL SUBMARINER'S ASSOCIATION
UNITED STATES OF AMERICA**

CONSTITUTION/BYLAWS

ARTICLE I

NAME OF THE ORGANIZATION

The name of the Organization shall be the INTERNATIONAL SUBMARINERS ASSOCIATION - UNITED STATES OF AMERICA – hereafter referred to as ISA-USA and Association.

1A. Incorporated in the State of Arizona, United States of America; the ISA-USA is a non-profit corporation.

1B. The Headquarters of this Organization is located at the current Secretary's address.

ARTICLE II

PURPOSE

2A. The Purpose of the ISA-USA will be: to perpetuate the memory of those who have lost their lives in submarines and to further promote and keep alive the spirit and unity that exists among all submarine crewmen, to foster friendship and goodwill internationally, remembering always our belief in the freedom of thought, words and deeds.

2B. Every Member shall remain loyal to their country at all times. In the event any Member violates the basic intent of the organization, that member shall be subject to reprimand by the Executive Board, and including up to dismissal from the organization.

2C. The ISA-USA insignia shown above will be the patch and logo of the Association.

ARTICLE III

MEMBERSHIP

3A. Membership in the ISA-USA is open to Submariners of any Nation. Membership is also open to anyone who expresses a strong interest in submarines.

3B. Membership in the ISA-USA may be an Annual Membership or a Life Membership. The Executive Board determines the Membership dues for ISA-USA. Annual dues are payable prior to December 31 of each year.

ARTICLE IV EXECUTIVE BOARD

4A. The affairs and business of the Association shall be managed by an Executive Board (EB) of at least five (5) members in good standing of this Association, and shall have the power to act on behalf of the ISA-USA.

4B. The EB will consist of five (5) officers: President, Vice President (VP), Secretary, Treasurer and Member at Large (MAL), as chosen by the ISA Membership during the annual elections. Three of the five positions, must be members, who have qualified on United States submarines; those positions are the President, Vice President and MAL.

4C. The term of office will be for two (2) years. The members of the EB will assume office and their duties as outlined in Article 6.

4D. The EB shall have the control and general management of the affairs and business of the Association under the existing by-laws.

4E. On matters not covered by existing by-laws, the EB will investigate thoroughly and submit the findings to the general membership to be acted upon. A simple majority vote during the annual meeting is required to approve such matters.

4F. A Member of the EB who wishes to resign their position must submit a resignation in writing to the President and or Secretary. In the event the resignation is verbal, the President or Secretary shall confirm the resignation in writing to the resigning officer. After eight days if there is silence in reply, this shall be considered a concurrence in the resignation.

4G. A member of the EB may be removed from office for cause by a majority vote of the membership. Cause shall be considered an overt or intentional failure to comply with the duties of the position in which the party was elected, as defined by the ISA-USA Constitution and the Operations Manual (OM). Cause shall also include failure to participate in the activities of the EB, including attending conference calls.

4H. There shall also be a non-voting member – the Standby Member At-Large (SMAL). The function of the SMAL is to fill the position of the MAL in the event the MAL fills a vacant EB position or vacates the position. SMAL's shall be nominated by and appointed by the President. The SMAL is encouraged to participate with the EB; however, the SMAL is not required to attend board meetings and does not have any voting privileges. In as much as the SMAL may move into the MAL slot, this member must also be qualified in U. S. Submarines.

**ARTICLE V
DUTIES OF OFFICERS**

5A. President--- Shall preside over all meetings of the membership and EB. The President should be present at all meetings of the EB. This Chief Executive Officer calls regular and special meetings of the membership and the EB in accordance with these Constitution/ Bylaws. In addition, the President shall comply with the requirements outlined in the ISA-USA, OM.

5B. Vice President--- Shall assist the President in conducting the business of the Association and shall act in the Presidents behalf during their absence or incase the President becomes incapacitated. The VP is the only position that can move into the office of President in the event of an absence of the President. In addition, the VP shall comply with the requirements outlined in the ISA-USA, OM.

5C. Secretary -- Shall keep a record of all documents regarding enrollment and subscription of new and existing members, including current addresses, phone numbers, and E-mail addresses. The Secretary shall assist the EB in an ongoing campaign to recruit new members and retain existing members. This Officer shall be responsible for all routine correspondence regarding the Association and shall keep all members fully informed of the activities of the Association. During the absence and/or inability of the President or the VP to render and perform their duties or exercise their responsibilities as set forth in these Bylaws, shall act in these capacities. The Secretary shall keep a record of the meetings of the general membership and of the EB in appropriate books and or in electronic files. This Officer shall be the custodian of the records of the ISA/USA and shall be responsible for the contents, publication and distribution of minutes to the membership. In addition, the Secretary shall comply with the requirements outlined in the ISA-USA, OM.

5D Treasurer - Shall have the care and custody of and be responsible for all funds and securities of the Association and deposit all such resources of the Association in such bank as agreed to by the EB. The Treasurer, shall sign, make and endorse in the name of "ISA-USA" all checks, drafts, warrants and orders for the payment of money and pay out and dispose of the same and receipt therefore; under the direction of the President and EB. This Officer shall exhibit at all reasonable times the financial books to any member of the EB or any member of the Association. The Treasurer shall notify the EB when a member requests to inspect the financial books. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the general membership and at such other times as may be required. However, in any case the Treasurer shall prepare an annual financial statement at the end of each fiscal (calendar) year. The Treasurer shall keep such records at a place designated by the EB. He shall do and perform all the duties pertaining to the office of Treasurer. In addition, the Treasurer shall comply with the requirements outlined in the ISA-USA, OM.

5E. Member at Large - Shall be fully informed of all the duties of the Officers listed above and be prepared to assume the duties and responsibilities of an Officer who is absent or incapable of performing their duties as set forth in these Bylaws, with the exception of the position of President, which only the VP can fill. In the event of a simultaneous loss of both the President and VP, the Secretary shall fill the position of President during a 90-day interim period during which a special election shall be conducted to fill the vacant positions. In addition, the MAL shall comply with the requirements outlined in the ISA-USA, OM.

ARTICLE VI ELECTION OF OFFICERS

6A. All officers shall be elected at two year staggered intervals with the positions of President and Treasurer elected during one annual election. The VP, Secretary and MAL are elected by the next annual election and repeats from year to year. No officer shall hold any one office for more than two consecutive terms. An officer may be re-elected to a previously held position after the passing of at least one term. An officer may be elected in consecutive terms to another office after serving a full term in a previous office, i.e. after serving two terms; the Secretary may run for the VP position.

6B. Annual elections shall be held in the following manner:

- a. A Nominating Committee (NC) and Chairperson shall be appointed by the President by March 1 of each election year. The Committee shall submit from one to three nominations for each of the positions in the annual Association election. Those nominees presented by the NC shall be listed in a ballot prepared by the Committee. Any member in good standing, with the exception of conditions in paragraph 6A, may volunteer to be placed on the ballot, in addition to those promulgated by the NC. The ballot shall contain the names and a brief comment on the candidate's qualifications. In addition, any nominated member must have the facilities and capability to execute the duties of the positions in question, i.e., all members occupying any EB position must be functional with the use of the internet and or e-Mail capabilities.**
- b. A copy of the ballot shall be sent by e-mail or first-class mail to each member in good standing and posted to the Association's website. The ballot shall be mailed or posted no later than 35 days prior to the annual elections of the Association.**
- c. Campaigning by candidates is not required, but encouraged.**
- d. Members voting in the annual election shall elect officers of the Association. Each member in good standing shall be entitled to one vote in such an election. Members may vote by submitting their ballot via the US Postal Service or E-Mail. The Secretary must receive all ballots no later than 7 days prior to the annual meeting of the Association.**

- e. The timing for the nominations and election shall take place in order to allow for the change of command at the annual General Meeting.
- f. The Elections Committee Chair (ECC) shall compile the election results and send an Elections Results Report to the Secretary within 15 days after the close of the election. The Secretary shall report on the results of the election at the annual Association meeting and by an official message sent to the membership via electronic transmission. The ECC shall maintain a record of the election and shall make the election returns (electronic & paper) available to the EB upon request. All ballots submitted will be destroyed upon certification of the election results by the EB or as otherwise directed by the EB.

ARTICLE VII EXECUTIVE COMMITTEES

7A. The Appointed Executive Committees shall consist of the following:

- a. Members of the EB of ISA-USA.
- b. Committee Members are appointed by the EB for special purposes.

7B. Any member of the Executive Committee wishing to resign must submit his resignation to the President and or the Committee Chair. In the event the resignation is verbal, the President or the Chair shall confirm the resignation in writing to the resigning member. A reply of silence after eight days shall be considered a concurrence of the resignation.

7C. All Committee Members, (including the EB), will be considered as resigned from their appointment, if they have not attended three consecutive meetings, without proper notification in writing to the Secretary and or the Committee Chair.

ARTICLE VIII MEETINGS

8A. A regular meeting shall be held annually at a time and place determined by the EB. Notice of annual meetings will be announced three months prior to the meeting. At every International Congress, at which ISA-USA members attend, the Association will hold a regular business meeting.

8B. ORDER OF BUSINESS FOR ALL MEMBERSHIP MEETINGS

- 1) Roll call.
- 2) Reading of the minutes of the preceding meeting.
- 3) Reports of committees.
- 4) Reports of officers.
- 5) Old and unfinished business.

- 6) New business.
- 7) Good and welfare.
- 8) Adjournments.

8C. Special Meetings are called by the President, or at the request of three members of the EB. Request must be in written form to the President. Notice of Special called meetings shall be no less than 28 days, the purpose and substance of the meeting will be conveyed to the membership via electronic broadcast.

8D. The quorum for any meeting, regular or called, shall be a minimum of ten (10) voting members.

8E. The quorum for any meeting of the EB shall be a minimum of three (3) Members.

8F. The Minutes of all meetings shall be recorded as directed in Article 5C and timely distribution made to any interested member.

ARTICLE IX FINANCE

9A. The ISA-USA financial year shall run from January through December.

9B. At the start of each fiscal year the President shall appoint two members, who shall not be members of the EB, to conduct an annual audit of the Association's Books. The Treasurer shall announce to the membership, the results of the audit.

ARTICLE X AMENDMENTS TO THE CONSTITUTION

10A. Amendments or additions to the constitution may only be made by a resolution formally proposed and presented to the Secretary in writing, at least fourteen days before the Association's Annual Meeting, at which time the resolution is brought forward.

10B. The Secretary shall publish such proposed amendments on the agenda for that meeting. A majority of the voting members present at the Association's Annual Meeting must ratify any new amendments. The amendment is effective immediately upon adoption.

ARTICLE XI GENERAL NOTES

11A. It is considered the duty of each member to attend his Committee meetings and every other function pertaining to the Association.

11B. Business at all meetings shall be conducted in a formal manner, and in accordance with "Robert's Rules of Order, Newly Revised ".

11C. All Members shall be provided a copy of this Document. Distribution of the Constitution is accomplished by posting this document to the organization's web site and transmitted via e-mail to the membership.

11D. In the event of the Association ceasing to function, the wind-up clauses are: All funds and properties of the Association should be forwarded to the Naval Services Family Line, 1014 "N" Street SE, Suite 12, Washington Navy Yard, DC 20374.

**ARTICLE XII
INTERNATIONAL CONGRESS ACTIVITIES**

12A. There are annual Congresses held in a different country throughout the World and hosted by a submarine veteran's organization within that country; the purpose is to fulfill the function of their organization. ISA/USA is the authorized Association that represents the United States of America.

Action Items and special activities for 2013:

Because the organization is choosing to stagger the election of Officers by having the President and Treasurer run one year and the VP, Secretary and the MAL run the next election year. In order to accomplish this, there will be a special election for President and Treasurer beginning in September of 2013.

- a. The Nominations for the 2013 elections will open on 01 Sep 2013 and close on 15 Sept 2013.**
- b. The Elections Committee will then issue a ballot to the membership for the President and Treasurer to be returned by 15 Oct 2013.**
- c. The ECC will compile the election results and send an Elections Report to the Secretary by 31 Oct 2013. The Secretary will announce the election results via an electronic message to the membership or as otherwise appropriate.**
- d. The VP, Secretary and the MAL will be nominated and elected in the year 2014 and in accordance with 6B, annual elections. This new initiative will accomplish staggered terms of office with the President and Treasure election in 2015.**
- e. The change of command for the 2013 election will take place via distance conference as soon as possible after the verification of the election.**
- f. This 2013 action item is to be deleted or retained at the next Business and or Annual Meeting of the Association.**

Accepted by a vote of the membership at the annual business meeting of the ISA/USA held in Rochester, Minnesota on Wednesday, 28 Aug 2013.

Respectfully submitted by John "Bud" Cunnally, Secretary ISA/USA, 30 Aug 2013.