



# **HMM-265**

## **VETERANS ASSOCIATION, INC.**

(Including all eras of service with HMM-265 and VMM-265)

### **BYLAWS**

Revised Effective May15, 2019 by resolution of the Board of Directors

## **Preamble**

**Whereas**, we are proud to claim the title of United States Marines; and

**Whereas**, the bonds between the organizers were forged in combat while serving in the Republic of Vietnam with Marine Medium Helicopter Squadron 265; and

**Whereas**, we have made a solemn promise to keep and honor the traditions of the United States Marine Corps; and

**Whereas**, one of our most honored traditions is that we shall not forget our brothers and sisters who have fallen in combat, or our comrades who were prepared to make the ultimate sacrifice on behalf of the United States of America, the United States Marine Corps, and each other while in the service of our country; and

**Whereas**, we wish to extend the bonds of fellowship and friendship to all who have honorably served with HMM-265 at any time (including all eras of service with HMM-265 and VMM-265, the USMC renamed successor to HMM-265).

**Now, therefore**, the organizers have formed the HMM-265 Veterans Association, Inc. and publish these Bylaws for the governance of the Corporation.

## **ARTICLE ONE**

### **NAME, PURPOSE, POWERS and OFFICES**

**Article 1.1: Name.** The name of the Corporation is HMM-265 Veterans Association, Inc. (hereinafter also referred to as “HMM-265”, the “Corporation” or the “Association”) and is for the benefit of those persons who served on active duty with HMM-265 or VMM-265.

**Article 1.2: Purpose.** The purpose of the Corporation shall be to:

- (a) Conduct a periodic reunion of Marines and other service members who at any time served in USMC Squadron HMM-265, including VMM-265 (hereinafter referred to as “HMM-265”).
- (b) Maintain a roster of Marines and other service members who at any time served in HMM-265, including living and deceased members.
- (c) Honor the memory of all persons who served in HMM-265 and made the ultimate sacrifice while in the service of the United States of America, and the memory of all other such persons who have since died.
- (d) Encourage and support the preservation of the history of HMM-265 by members of the Association and by other appropriate persons and agencies.
- (e) Maintain a liaison with other veterans’ associations.

**Article 1.3: Powers.** The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code (TBOC) as relates to non-profit corporations, as may be amended from time to time. The Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent United States revenue law (the “Code”).

**Article 1.4: Offices.** The Corporation may have, in addition to its registered office, offices at such places within the United States of America as the President or the Board of Directors may from time to time determine or as the activities of the Corporation may require.

## **ARTICLE TWO**

### **BOARD OF DIRECTORS**

**Article 2.1: General Powers.** The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, the Articles of Incorporation or by these Bylaws.

**Article 2.2: Number and Qualifications.** The number of directors serving on the Board of Directors shall be fixed from time to time by resolution of the Board of Directors, but in no case shall the number of directors be less than four (4). This number shall include the President, the Treasurer, the then current Reunion Chairman, and the Reunion Chairman Emeritus (who shall be the next previous surviving Reunion Chairman) who shall be ex officio members of the Board of Directors unless such a Director has deceased, resigned, or otherwise been removed. All Directors must be Regular Members of the Association and be elected by the then existing Board of Directors.

**Article 2.3: Election and Term of Office.** The initial Directors of the Corporation shall be those persons named in the Articles of Incorporation as the initial Directors. The initial Directors shall serve until such Director’s death, resignation, removal from office, or election of a successor or successors by the then existing Board of Directors. Directors elected after the initial Directors shall likewise serve until such Director’s death, resignation, removal from office, or election of a successor or successors by the then existing Board of Directors. The Board of Directors may select successor Directors in such manner as the then Board of Directors may determine. If no other method is available under these Bylaws to maintain at least four (4) Directors, the then existing or last surviving President, Treasurer, Reunion Chairman, and Reunion Chairman Emeritus shall elect a successor Board of Directors for the Corporation, which may be any or all of themselves.

**Article 2.4: Resignation.** A Director may resign from the Board of Directors at any time by giving written notice to the President, Treasurer or Secretary. Such resignation shall take effect

at the time specified therein. If no time is specified, the resignation shall take effect at the time of acceptance by the President.

**Article 2.5: Place of Meeting.** Meetings of the Board of Directors may be held at the place and time of any periodic reunion of the Association and such other places, within or without the State of Texas, as may from time to time be selected by the President.

**Article 2.6: Regular Meetings.** Regular meetings of the Board of Directors shall be held at least on the occasion of a periodic reunion of the Association or as may be called by the President. Except as otherwise provided by statute, the Articles of Incorporation or by these Bylaws, any and all business may be transacted at any regular meeting. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director in a manner reasonably designed to allow the Director the opportunity to participate in the board meeting.

**Article 2.7: Special Meetings.** Special meetings of the Board of Directors may be called by any member of the Executive Committee (see Article 3.2). The President shall fix the place, date, and time of special meetings (with regard to members' schedules). Notice of the place, date and time of each special meeting shall be given to each Director in a manner reasonably designed to allow the Director the opportunity to participate in the board meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a regular or special meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Unless otherwise indicated in the notice, any and all business may be transacted at a regular or special meeting.

**Article 2.8: Quorum and Manner of Acting.** At all meetings of the Board of Directors, the presence of at least one-half (50%) of the number of Directors then in office shall be sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation or by these Bylaws. If a quorum is not present at any meeting of the Directors, the Executive Committee (see Article 3.2) may act as the Board of Directors, or the Directors present may adjourn the meeting until a quorum shall be present.

**Article 2.9: Presence at Meetings by Means of Communications Equipment.** Subject to the provisions of applicable law and these Bylaws, a Director may participate in a board meeting by telephone or internet conference call or similar communications equipment if he/she so chooses and advises the other members of the Board of Directors, provided all persons participating in the meeting can hear each other and participate in the meeting.

**Article 2.10: Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. Written consent must have the date of signature of each Director who signs the

consent. Consent or consents signed by Directors are to be promptly delivered to the President, Treasurer or Secretary of the Corporation. Prompt notice of any action taken by Directors without a meeting shall be given to all Directors.

**Article 2.11: Compensation; Reimbursement of Expenses.** Directors shall serve without compensation. Directors may be reimbursed for expenses incurred and authorized by the Board as reasonable and necessary for the purposes of the Corporation.

## ARTICLE THREE

### OTHER COMMITTEES

**Article 3.1: Delegation.** The Board of Directors is expressly authorized to designate committees of the Board of Directors with such lawfully delegable powers and duties as it thereby confers, except for those non-delegable powers and duties set forth in these Bylaws, to serve at the pleasure of the Board of Directors.

**Article 3.2: Executive Committee.** There shall be an Executive Committee of the Board of Directors which shall consist of the President, Treasurer, Reunion Chairman and the Reunion Chairman Emeritus. The Executive Committee may act in place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the Board of Directors by these Bylaws or state law. The Executive Committee shall report its actions to the Board of Directors at the next board meeting. Meetings of the Executive Committee may be called by the President, Treasurer or Secretary.

**Article 3.3: Advisory Committees or appointed directors.** Advisory committees or appointed directors not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be appointed by the President or the Executive Committee and reported to the Board of Directors at the next board meeting. Such committee members or appointed directors need not but may be Directors of the Corporation. Such committees or appointed directors shall serve at the will of and subject to such term and rules as the President or the Executive Committee may determine from time to time. The Corporation may have the following standing committees or appointed directorships which may be vacant from time to time at the will of the Executive Committee:

- Executive Committee
- Membership Committee or director
- Historical Committee or director
- Finance Committee
- Merchandise Committee or director
- Communications Committee or director
- Reunion Planning Committee

The Corporation may have such other committees or appointed directors as the Board of Directors or the Executive Committee shall appoint from time to time.

## ARTICLE FOUR

### NOTICES

**Article 4.1: Manner of Giving Notice.** Whenever, under the provisions of any applicable statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any member of the Board of Directors, officer, committee member or appointed director, and no provision is made as to how such notice shall be given, it shall be given in any manner reasonably designed to reach the person in a timely manner. The members of the Association shall not be required to receive advance notice of any action to be announced, presented or submitted to the members at any periodic reunion of the Association.

**Article 4.2: Waiver of Notice.** Whenever any notice is required to be given to any member of the Board of Directors, officer, committee member or appointed director under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE FIVE

### OFFICERS

**Article 5.1: Officers.** The officers of this Corporation shall be the President, Treasurer, Secretary, Reunion Chairman, and Reunion Chairman Emeritus. Any person may hold any number of the above offices except that the President may not hold the office of Treasurer or Secretary. The Board of Directors, the Executive Committee or the President, in their respective discretion, may also appoint such vice presidents or other officers to conduct the affairs of the Corporation who may, but need not be, members of the Board of Directors.

**Article 5.2: Election.** The Executive Committee shall nominate a slate of at least one name for each office and present it to the Board of Directors for approval at the meeting of the Board of Directors to be held at any periodic reunion of the Association but, in the absence of such meeting of the Board of Directors, the action of the Executive Committee or the President shall be sufficient to appoint such officer(s) to the respective position(s).

**Article 5.3: Term.** Each officer of the Corporation shall serve until such officer's death, resignation, removal from office, or election and qualification of a successor or successors.

**Article 5.4: Resignation, Removal and Vacancy.** Any officer may resign from office at any time by giving written notice to the President, Treasurer or Secretary. Any officer may be removed at any time by the Board of Directors or the Executive Committee, with or without cause, whenever in the judgment of the Board of Directors or the Executive Committee, the best interest of the Corporation will be served. If any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors, or by the Executive Committee.

**Article 5.5: President and Chief Executive Officer.** Subject only to the Board of Directors, the President shall also be the Chief Executive Officer (CEO) of the Corporation and shall supervise and control the management of the Corporation. The President/CEO shall serve as the official spokesperson of the Association and may enter into all contracts and agreements in the name of the Corporation subject to such limitations as the Board of Directors or the Executive Committee may prescribe.

**Article 5.6: Treasurer.** The Treasurer shall be the Chief Financial Officer (CFO) of the Corporation and shall be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Executive Committee or the Board of Directors. In the absence of the President, the Treasurer shall serve as Acting President.

**Article 5.7: Secretary/Acting Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors or Executive Committee in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records; keep a register of the post office and/or email address of each Director and officer of the Corporation which shall be furnished on request to any Director or officer; and in general perform all duties incident to the office of Secretary, and such other duties from time to time assigned by the President, the Executive Committee or the Board of Directors.

**Article 5.8: Reunion Chairman.** The Reunion Chairman, who may but need not be the President or any other officer, shall plan and execute the next periodic reunion of the Association at the direction of the President.

**Article 5.9: Reunion Chairman Emeritus.** The Reunion Chairman Emeritus shall advise the President and the Executive Committee concerning the details of the last periodic reunion of the Association, and shall assist the then current Reunion Chairman, the President and the other officers in planning the next periodic reunion of the Association.

**Article 5.10: Vice Presidents and Other Officers.** The President may appoint such vice presidents, appointed directors and other officers as he may deem appropriate to the purposes of the Corporation. The vice presidents, appointed directors and other officers shall have such authority as the President may delegate and shall assist the President and other officers in planning the next periodic reunion of the Association and in otherwise advancing the interests and purposes of the Corporations under the direction of the President.

## **ARTICLE SIX**

### **FINANCES**

**Article 6.1: Finances.** The President and Treasurer are authorized to accept donations and gifts on behalf of the Association, enter into or authorize fund raising activities, and receive the proceeds from the sale of squadron mementos and other items. All such funds shall be delivered to the Treasurer for deposit in the Corporation's checking account. The Treasurer shall maintain a separate checking account for Association funds and Association funds shall not be co-mingled with any other funds. The Treasurer, with concurrence from the President, may utilize interest bearing instruments or accounts, such as certificates of deposit, when prudent for safekeeping Corporation funds. Both the President and the Treasurer shall have signature authority over Corporation accounts. Dual signatures shall be required for all payments and withdrawals over Five Thousand Dollars (\$5,000). The President and Treasurer are authorized to purchase items to be used for fundraising and resale, and to disburse reasonable funds for memorial wreaths, flowers and similar remembrances, and for the purposes of periodic reunions. The President and Treasurer shall, jointly, issue checks for major reunion expenses in excess of Five Thousand Dollars (\$5,000). The President may delegate any or all of his authority with regard to the handling of Association funds with regard to reunion activities to the then serving Reunion Coordinator subject to the requirement that the Reunion Coordinator shall render a full accounting of reunion receipts and expenditures at any time on request from the President or the Treasurer and, in all events, as soon as may be practicable following the completion of an Association reunion.

## **ARTICLE SEVEN**

### **MEMBERSHIP**

**Article 7.1: Members.** It is understood that the Corporation shall not have members as that term is used by the Texas Business Organization Code (TBOC). All persons who have served with HMM-265/VMM-265 are referred to herein as members solely for the purposes of the Association herein intended. These members shall have no authority or responsibility in the management of the affairs of the Corporation. Members' votes on any matter, including the election of members of the Board of Directors, shall be regarded only as advisory to the Executive Committee or the Board of Directors. The management of the affairs of the Corporation shall be exclusively vested in its Board of Directors and in the Executive Committee of the Board of Directors.

**Article 7.2: Regular Membership.** Regular Members are those:

- (a) Regular or Reserve veterans of the United States Marine Corps who have served on active duty with HMM-265/VMM-265 and whose military service was under honorable conditions.
- (b) Regular or Reserve veterans of the United States Navy, Coast Guard, Army or Air Force who served on permanent duty with HMM-265/VMM-265 and whose military service was under honorable conditions.
- (c) Presently serving Regular or Reserve personnel on active duty who have served or are serving with HMM-265/VMM-265.

**Article 7.3: Social Membership.** Eligible for social membership on request are those:



- (a) Spouses, children, mothers or fathers, or brothers or sisters of persons who are or were members who desire to maintain contact with friends or associates of such member, living or deceased, and may wish to receive Association notices and attend Association reunions.
- (b) Technical representative or other person who may reasonably be regarded as having “served” with HMM-265/VMM-265 in any support capacity.
- (c) Persons who did not serve with HMM-265/VMM-265 but nevertheless have contributed significantly to the preservation of the history of HMM-265/VMM-265 or have significantly advanced the purposes of the Association.

This Article shall be liberally construed by the Board of Directors or by the Executive Committee to accept for Social Membership any person with a reasonable connection to HMM-265/VMM-265 as referenced above. Social membership may be denied or revoked to any person for reasonable cause as determined by the Board of Directors or the Executive Committee. Social members may not vote or serve on the Board of Directors.

**Article 7.4: Attendees at Reunions.** It is understood that the Corporation is a voluntary association of members and friends of HMM-265. All persons registered in attendance at reunions organized or sanctioned by the Corporation are welcome to attend any meeting deemed a meeting of the membership of the Association, unless the Executive Committee or the President (presiding officer) specifically determines otherwise. All such persons shall be allowed to speak at such meetings unless the President (presiding officer) shall otherwise determine, but only those persons who are Regular Members shall be permitted to vote on any Corporation business.

**Article 7.5: Dues.** All Regular Members are members of the Association whether they pay dues or not. Voluntary dues may be established by the Board of Directors or the Executive Committee from time to time for the purpose of funding the costs of maintaining the Corporation’s legal non-profit status, funding funeral and related remembrances of departed veterans of HMM-265, and with a view to contributing to the costs of periodic reunions of the Association. Voluntary contributions to the Association may also be encouraged and accepted.

## **ARTICLE EIGHT**

### **MISCELLANEOUS MATTERS**

**Article 8.1: Parliamentary Authority.** It is expected that Marines shall conduct themselves with dignity and respect for all fellow Marines. Meetings of the Association or of the Board of Directors or the Executive Committee shall be conducted with such dignity and respect. If necessary, the rules contained in Robert's Rules of parliamentary procedure shall govern all such meetings in all cases to which they are applicable and in which they are not in conflict with these Bylaws.

**Article 8.2: Organizational Intent to Endure and Survive.** Notwithstanding any other provision of these Bylaws, and not to be inconsistent with the laws of the State of Texas or the

Internal Revenue Code with regard to non-profit corporations, the following is an expression of the Corporation's intent to endure and survive: It is understood that the Corporation is a voluntary association of persons who served with USMC Squadron HMM-265 and/or VMM-265; that persons may be asked to donate their time and effort from time to time in support of such Association without compensation; and that the Corporation may have difficulty from time to time in attracting persons willing or able to so commit themselves or, having committed themselves, to follow through with such commitments. Accordingly, the last elected President, Treasurer, Secretary and the Reunion Chairman Emeritus are empowered to take any action, waive any notice, elect any Directors, and solicit and appoint any persons as may in their discretion be necessary to assure the survival of the Corporation and the maintenance of periodic reunions of the Association. In the event any controversy concerning governance of the Corporation cannot be amicably resolved (which amicable and cooperative resolution is expected because of the common heritage of Marines); such controversy shall be resolved by petition to the state courts sitting in Dallas (Dallas County), Texas.

**Article 8.3: Use of Name.** The name HMM-265 Veterans Association, Inc. and reasonable derivations thereof may be used only with the approval of the Board of Directors or the Executive Committee, and with such restrictions as they or either of them may establish.

## **ARTICLE NINE**

### **AMENDMENTS**

**Article 9.1: Amendments.** These Bylaws may be amended or restated by a majority vote of the Board of Directors in attendance at any regular or special meeting.

*These Bylaws were unanimously amended, restated and adopted by the Board of Directors of HMM-265 Veterans Association, Inc. effective as of the 15<sup>th</sup> day of May, 2019.*

/s/ Ralph S. Nelson  
Secretary