

**ARTICLES OF ASSOCIATION
OF THE
MARINE CORPS
DISBURSING ASSOCIATION
APPROVED JUNE, 2005**

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Of the
Marine Corps Disbursing Association

ARTICLE I

Section 1.1 - Name. The name of the association is the MARINE CORPS DISBURING ASSOCIATION. It is hereinafter referred to in these articles as the "Association".

Section 1.2 - Purpose.

- 1.2.01** To foster, encourage and perpetuate the memory, spirit and camaraderie of all that have served or are currently serving the United States Marine Corps occupational field of Disbursing.
- 1.2.02** To preserve incidents and memories of the membership and the Association.
- 1.2.03** To promote and encourage social interaction and fellowship among members.
- 1.2.04** To hold meetings, social gatherings and reunions for the better realization of the Association's purposes.
- 1.2.05** To contribute funds periodically to organizations and/or individuals that have been recommended by the Board of Directors and approved by vote of the majority membership present at the biennial meeting.
- 1.2.06** The Association's funds shall not be used to the benefit of any Director, Officer or Member except for reimbursement of documented expenses incidental to the exercise of their duties and responsibilities to the Association.
- 1.2.07** The Association is recognized as a not-for-profit organization under Internal Revenue Code, Section 501(c)(19), regarding veteran's organizations.

Section 1.3 - Membership.

- 1.3.01** There shall be four (4) types of membership in the Association: Active, Honorary, Life and Honorary Life. All applications for membership shall be in writing on forms provided by the Association. All applications will be returned, to the address provided on the Association Form, with a check for the biennial dues as appropriate for the type of membership.
- 1.3.02** Active Membership shall be open to all current or former, U. S. Marines and/or civilian employees that have served or are currently serving the United States Marine Corps occupational field of Disbursing. Additionally, membership

is open to all in the following categories: current and former Marines and civilians in an occupational field that supports or supported Marine Corps Disbursing, spouses, children and descendants of members or former members of the Association's active membership. However, at least 75% of the active membership must have been members of the Armed Forces of the United States.

1.3.03 Honorary membership is open to any individual who has rendered such service to the Association that entitles that person to special recognition. Any active member may nominate an individual for honorary membership. Nominations must be approved by majority vote of the Active Members present at the biennial meeting of the Association. Not more than two Honorary Members shall be approved biennially. Honorary Members shall not be required to pay dues or assessments, shall not have voting power, nor hold elective office.

1.3.04 Life Membership shall be available to Active Members upon payment of dues as set by the Board of Directors. Life Members shall be exempt from all further biennial dues.

1.3.05 Honorary Life Membership may be extended, by majority vote of the Board of Directors, to any individual who has been awarded the Medal of Honor, Navy Cross, or Distinguished Flying Cross.

Section 1.4 - Dues and Delinquency.

1.4.01 The Board of Directors shall recommend to the membership the dues amount for each membership type. Approval shall be by majority vote of the Active membership present at the biennial meeting.

1.4.02 The Association shall notify members, who fail to pay dues or assessments within sixty (60) days after the due date. If, at the end of thirty (30) additional days the member is still delinquent, the membership will be terminated.

Section 1.5 - Biennial Meeting. A biennial meeting of the membership shall be held at a time and location determined by the membership. The Board of Directors shall be elected, amendments, revisions or adoption of new Articles of Association and any other Association business requiring a majority vote, of the membership present, shall be conducted.

ARTICLE II

Section 2.1 - Governing Body. A Board of Directors shall govern the association.

2.1.01 The Board of Directors shall manage, supervise and control the business affairs and property of the Association.

2.1.02 The Board of Directors shall be vested with the powers to:

- Determine the policies of the Association,
- Appoint and remunerate agents and employees,
- Collect and disburse funds, and
- Adopt rules and regulations for the conduct of business to the extent that such actions are not inconsistent with any applicable rule of law or these Articles of Association.

Section 2.2 - Board of Directors.

2.2.01 The Board of Directors will consist of a President, Vice President, Treasurer, and Secretary. In addition to the forgoing officers, the Board shall include the immediate Past President and four (4) members-at-large.

2.2.02 If, for any reason, the immediate Past President is unwilling or unable to serve on the Board, the President shall appoint the next most immediate Past President who is willing and capable of performing the duties of Director.

2.2.03 The President shall preside at all meetings of the Board pursuant to paragraph 3.1.02 of Article III below.

2.2.04 Except for the immediate Past President, the term of members-at-large of the Board shall be two (2) years. Successors to a director whose term is expiring shall be elected by majority vote of the membership at the biennial meeting and shall take office immediately following the biennial meeting. Directors may succeed themselves in office. Director nominations may be submitted from the general membership to the nominating Committee prior to the biennial meeting. Nominations may also be made from the floor at the biennial meeting.

2.2.05 The Board may provide by resolution the time and place for holding meetings of the Board. Meetings of the Board shall be held whenever called by the President. However, there shall be a minimum of one "Annual Board Meeting". Members of the Board shall be provided the minutes of every meeting as soon as possible.

2.2.06 A quorum of the Board of Directors shall consist of a majority of Directors. A quorum of the Board shall be necessary to conduct business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board of Directors. In the

absence of a quorum a majority of the Directors present can adjourn the meeting from time to time until a quorum is present. A Director may not vote by proxy or substitution or otherwise delegate his individual responsibilities as a Director. Voting shall be by voice vote except when a member makes a motion for a written ballot. In that event the Secretary shall count written ballots.

2.2.07

Unless required by resolution of the Board of Directors, notice of all meetings shall be by telephonic means and/or electronic mail (e-mail) to each Director at least thirty (30) days prior to the scheduled meeting. Every notice shall state the time, place and purpose of the meeting.

2.2.08

Directors shall not receive any salaries for their services as such, but, at the discretion of the Board by resolution passed and approval by a quorum of Board, expenses may be allowed for attendance at special events that are beneficial to the Association. However, nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefore.

2.2.09

A Director may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect at the time specified in the notice. It shall not be necessary for the Board to accept such notice to make it effective.

2.2.10

A Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds (2/3) of the Board. A Director who is absent from three (3) consecutive meetings shall be considered to have resigned from the Board.

2.2.11

The remaining Board may fill a vacancy in the Board of Directors, caused by death, resignation, removal, disqualification or any other cause. Any vacancy appointment must be approved by a quorum vote of the Board at a special meeting of the Board.

2.2.12

The Board may cause the books of the Association to be kept at such place or places it deems appropriate. An audit committee appointed by the President shall perform an annual audit or review of the books of the Association. Audit committee findings shall be read and recorded into the minutes of the next Board meeting.

2.2.13

The Board, by quorum vote, shall approve an annual Association budget. The Association Treasurer shall prepare a recommended budget with input from a Budget Committee appointed by the President. Once the annual budget has been established, no expenditures, which will cause a major budget category to be exceeded, will be made unless authorized by the Board.

2.2.14 The Association may obtain independent legal counsel upon the terms and conditions established by the Board.

2.2.15 Committee chairs or individuals who have in their possession Association property or inventory will report to the President any distribution and balances annually at the end of each fiscal year.

2.2.16 All Association funds shall be deposited without delay to the credit of the Association in banks or other depositories or investments that are fully guaranteed by the U. S. Government.

ARTICLE III

Section 3.1 - Officers, Agents and Employees of the Association.

3.1.01 The President of the Board of Directors shall be the Chief Executive Officer of the Association. All officers of the Association shall be elected by the Active Membership at the biennial meeting to serve for a period of two (2) years. The Board may appoint Agents and employees who shall have the authority to perform such duties as prescribed by the Board. The same person except the office of President may hold any two (2) offices. The Officers of the Association will be; President, Vice President, Secretary and Treasurer. The Officers of the Association may be expanded only by majority vote of the Active Membership at the biennial meeting.

3.1.02 Powers and duties of the President of the Association.

3.1.02.01 The President of the Board as Chief Executive Officer of the Association shall have general charge of the business and affairs of the Association.

3.1.02.02 The President shall preside at all meetings of the Board.

3.1.02.03 The President shall present at each biennial meeting of the Association a report on the state of the Association.

3.1.02.04 The President shall call all special meetings of the Association or the Board in accordance with these Articles.

3.1.02.05 The President shall appoint members to such committees as are designated by these Articles or established by resolution of the Board.

3.1.02.06 The President shall ascertain that the books, reports statements and certificates required by statutes are properly kept and filed according to law.

3.1.02.08 The President shall enforce these Articles of Association and perform all duties incidental to the position and office of the President required by law and these Articles.

3.1.03 Powers and duties of the Vice President of the Association.

3.1.03.01 The Vice President shall have such powers and perform such duties as the Board of Directors or the President may prescribe. In the absence or inability of the President to act, the Vice President shall perform all the duties and exercise any powers of the President.

3.1.03.02 During absence, death, resignation, or inability of the President to render and perform his/her duties or exercise powers as set forth in these Articles of Association, or in the Acts under which this Association is formed and organized, the same shall be performed and exercised by the Vice President. When so acting, the Vice President shall have the same powers and be subject to the same responsibilities as the President.

3.1.03.03 The Vice President shall perform and carry out all assignments given by the President.

3.1.04 Powers and duties of the Secretary of the Association.

3.1.04.01 The Secretary shall keep the minutes of the meetings of the Association, the Board of Directors and the Executive Committee in appropriate books or electronically.

3.1.04.02 The Secretary shall give, serve or publish, as the case may require, all notices of the Association required by these Articles.

3.1.04.03 The Secretary shall be the custodian of the Association's records.

3.1.04.04 The Secretary shall supervise the office of Secretary subject to the pleasure and authority of the President, with the exception of the work under the jurisdiction of the Treasurer.

3.1.04.05 The Secretary shall present to the Board at their meetings all communication, which are

officially addressed to the Association.

3.1.04.06 The Secretary shall perform all duties incidental to the office of Secretary.

3.1.05 Powers and duties of the Treasurer of the Association.

3.1.05.01 The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association. Any and all incoming funds will be deposited in the name of the Association at such financial institutions insured by the Federal Deposit Insurance Corporation (FDIC), or safe deposit vaults as the Board may designate.

3.1.05.02 The Treasurer shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money, under direction of the Board.

3.1.05.03 The Treasurer shall render a statement of the financial condition of the Association at each regular meeting of the Board and at such times as shall be required, and a full financial report at the biennial meeting of the Association.

3.1.05.04 The treasurer shall keep accounting records of all Association business transactions and such other financial records as the Board may require.

3.1.05.05 The Treasurer shall do and perform all duties pertaining to the Office of Treasurer. If required by the Board, the Treasurer shall give bond or such security for the faithful performance of his duties.

Section 3.2 - Bond. The Board may require any Officer, Agent, Employee or Committee Member to give bond or security for the faithful discharge of duties. The Board will determine the sum of bond or security required.

Section 3.3 - Removal of Officers.

3.3.01 The Board shall have the authority to remove, by a two-thirds (2/3) majority vote, any Officer of the Association for inefficiency, conduct detrimental to the good of the Association or disloyalty to the Association.

3.3.02 In the event the Board removes an Officer pursuant to paragraph 3.3.01; the Board may elect a replacement in accordance with paragraph 2.2.11 of Article II above.

Section 3.4 - Special Staff Assistants. The President shall be authorized to select and appoint a Chaplain, Sergeant-at-Arms, Historian or any other individual with specialized skills to his personal staff to perform duties as required for the Board. The President will prescribe specific duties and terms of service.

ARTICLE IV

Section 4.1 - Committees. The President of the Board shall appoint a chairperson and a minimum of one other individual to each of the committees designated in the following paragraphs. The Chairperson of each committee will insure that records are kept of all activities and recommendations. These committees will serve at the pleasure of the President.

4.1.01 Executive Committee.

4.1.01.01 The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one (1) Board member who is not an Association Officer. The President will chair the committee.

4.1.01.02 The Executive Committee shall have the power to act in place of the Board of Directors, between scheduled Board meetings, on all matters of management except the election of Association Officers and Board members.

4.1.01.03 The Executive Committee shall meet at the call of the Chairperson.

4.1.01.04 Attendance of three members of the Executive Committee shall constitute a quorum for the transaction of business.

4.1.01.05 All questions or decisions require a quorum vote of the Executive Committee. Votes shall be given by voice, a telephone may be used providing the questions and decisions are reduced to writing by the Chairperson and signed by all members of the Executive Committee within thirty (30) days.

4.1.02 Membership Committee.

4.1.02.01 The Membership Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President.

4.1.02.02 The Membership Committee shall ascertain that membership records are properly maintained to show the names of members, type of membership, date of membership, status of dues and/or fees paid, current mailing address and

current e-mail address.

4.1.02.03 The Membership Committee will actively recruit new members to the Association.

4.1.03 Reunion Committee.

4.1.03.01 The Reunion Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President. If possible, the Chairperson should be someone residing in or near the location of the scheduled biennial reunion.

4.1.03.02 The Reunion Committee Chairperson may, determined by his need, solicit three (3) additional members to assist in his duties.

4.1.03.03 The Reunion Chairperson shall provide a written report to the Board not later than sixty (60) days after the conclusion of the Biennial Association Reunion. The report will include a financial statement showing the Reunion receipts and expenditures. The report will also include comments on the adequacy of accommodations, facilities, meals, restaurants, entertainment, tours, activities, recommendations for future reunions and any other pertinent information that may be helpful for the guidance of future reunion committees.

4.1.03.04 The Reunion Committee's financial statement and reunion report will be published in the next subsequent issue of the Association's newsletter.

4.1.04 Nominating Committee.

4.1.04.01 The Nominating Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President.

4.1.04.02 The Nominating Committee shall propose nominees for the election of Association Officers and members of the Board of Directors.

4.1.04.03 Telephonic and electronic communications may be used in the nomination process provided the results are reduced to writing and signed by the Chairperson.

4.1.04.04 The Nominating Committee will prepare ballots for distribution at the Biennial Association meeting. Ballots should provide sufficient space for write in nominations from the meeting floor.

4.1.05 Publication Committee.

4.1.05.01 The Publication Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President. The Chairperson will also be known as

the Site Webmaster.

4.1.05.02 The Board shall authorize establishment of an official site on the World Wide Web. The site identification is USMCDisbursers.com.

4.1.05.03 All Association notices and reports will be published on the above site.

4.1.06 Exchange Committee.

4.1.06.01 The Exchange Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President.

4.1.06.02 The Exchange Committee will be responsible for the storage and sales of all resale items and memorabilia of the Association.

4.1.06.03 All Association purchases of resale items and memorabilia must be submitted on a purchase order or copy thereof to the Board for approval.

4.1.06.04 The Chairman of the Exchange Committee will prepare an annual report to the Treasurer, no later than thirty (30) days prior to the end of each fiscal year. The report will include a financial statement concerning acquisitions and sales. Additionally, recommendations concerning future sales should be included.

4.1.07 Audit Committee.

4.1.07.01 The Audit Committee shall consist of a Chairperson and a minimum of one (1) other individual, appointed by the President. The Chairman of the Audit Committee must be a member of the Board, excluding the President, Vice President and the Treasurer. Members of this committee may not be serving as a member of any other committee.

4.1.07.02 The Chairman of the Audit Committee will perform an annual detailed review of the Association books and prepare a report of findings no later than thirty (30) days prior to the end of each fiscal year.

4.1.08 Budget Committee.

4.1.08.01 The Budget Committee, appointed by the President, shall consist of the Treasurer and each of the committee Chairpersons. The Chairperson of the Budget committee will be the Treasurer.

4.1.08.02 The Treasurer will prepare a recommended annual budget for presentation to the Board no later than ninety (90) days prior to the end of each fiscal year.

4.1.08.03 The Board will have sixty (60) days to modify and approve the annual budget. The copy of the approved budget will be provided each Board member and each committee Chairperson.

ARTICLE V

The Association Fiscal Year shall begin the first day of January and end on the last day of December each year.

ARTICLE VI

The Association shall indemnify each Director, Officer, or person, past or present, which serves or may serve as a Director or Officer of the Association, and their respective heirs, administrators and executors. Indemnity shall be to the fullest extent permitted by the applicable provisions of the laws of the jurisdiction wherein the Association was organized.

ARTICLE VII

Association and Board meetings procedures will be conducted in accordance with the rules contained in the latest edition of "Robert's Rules of Order". The Board, by unanimous vote of members present, may dispense with such rules and use an orderly but less formal manner of conducting business.

ARTICLE VIII

These Articles may be altered, amended, repealed or new Articles of Association may be adopted, by resolution approved by two-thirds (2/3) of the Active Membership present and voting at the Business meeting conducted at the Biennial Association Reunion. Notice to modify or adopt new Articles will be published on the official Association Web-site no later than sixty (60) days prior to the Biennial Association meeting.