

July 5, 1996

Seawolf HA(L)-3 Association Bylaws

These bylaws were originally adopted at a membership meeting in Kansas City on June 13, 1987. They were updated and approved by the Association membership at the reunion meeting in Washington DC during July 3-6, 1996. We continue to function as a non-profit Fraternal Association in compliance with the guidelines set forth in the Internal Revenue Code ¶501 C (19).

Article I - Name

The formal name of The Association shall be:

The Seawolf HA(L)-3 Association

All references in these by-laws to the "Association" shall be deemed to apply to the Seawolf HA(L)-3 Association.

Article II - Purposes

The purposes for the Association are:

A. To perpetuate the name of the U.S. Navy unit which served in the Mekong Delta area of Vietnam known as:

Helicopter Attack (Light) Squadron Three — HA(L)-3 The SEAWOLVES;

B. To continue those friendships commenced in Vietnam by those personnel who served with HA(L)-3 and who were known as SEAWOLVES

C. To foster the security of our nation by supporting the Constitution of the United States of America and all actions which strengthen the armed forces of the United States serving under that constitution.

D. To revere the memories of our shipmates who sacrificed their lives in Vietnam.

E. To promote such charitable projects as the Association may deem worthy including, but not limited to, sponsorship of funds for assistance to members and families of the members of this Association for such purposes as the pursuit of an advanced education.

F. To promote reunions and recreational gatherings for the enjoyment of the members of the Association.

G. To engage in any other activities approved by the membership which are consistent with the aim of promoting the general welfare and enjoyment of the members of this Association and of their families.

H. To record, maintain and preserve the history and details of the Seawolves' contribution to the history of Naval Aviation, Riverine Warfare, and Navy Special Warfare.

Article III- Association Area

Membership in the Seawolf HA(L)-3 Association is not limited to any geographical area in the world. However, meetings will normally be held within the continental United States. The Association and its officers shall have cognizance regarding Association matters over the entire United States.

Article IV - Membership

Personnel eligible for membership, either regular or lifetime, include and are limited to the following organizations:

***Helicopter Attack (Light) Squadron Three — HA(L)-3
The HC(1) Detachments serving in country that immediately preceded HA(L)-3
FASU Binh Thuy***

There shall be four classes of membership:

A. Regular

Members are limited to those persons who served with HA(L)-3, HC(1) detachments and FASU Binh Thuy and were stationed in the Republic of Vietnam. The Membership Coordinator, acting as a member of the Association Executive Committee, shall approve all regular members. Regular members shall have full voting rights in all Association matters. This includes the election of Association officers, the amending of these bylaws, and any other matters that may be properly brought before the membership at the next special or regular meeting of the Association. A two-thirds vote with a quorum present is required to reverse any decision of the Membership Coordinator or Executive Committee regarding membership qualification.

B. Life

Life members must qualify as regular members and elect to pay Association dues with a single payment, which is expected to preclude further annual dues for that member. Life members enjoy all of the rights and privileges of regular members.

C. Family

Family members are comprised of the *immediate* family (Mother, Father, spouse or child) of HA(L)-3 members killed in action and of regular members who have deceased while either a Life member or

Regular member in good standing, as determined by the Executive Committee. Membership in this class is automatic. Family members may only vote upon matters that may be relevant to a subsidiary auxiliary group, if formed. Family members are non-voting regarding all other Association matters.

D. Associate

Associate membership is conferred upon such persons who, although not qualified for regular membership, the Association wishes to recognize as having rendered a service to the Association or its members, or be otherwise worthy of recognition. Associate membership is conferred by the Association Executive Committee subject to review by the regular members at the next special or regular meeting of the Association. A two-thirds vote with a quorum present is required to reverse any decision of the committee regarding membership.

Article V - Meetings

A. Types of meetings

1. Regular (Reunion).

Regular meetings of the membership of this Association shall be coincident with member reunions. Future reunions shall generally be scheduled in accordance with the desires of the members present at the preceding meeting.

2. Special.

Special meetings of the membership may be called by the Association Executive Committee or by any 15 members of the Association in good standing.

B. Notice

Thirty days or more written notice must be given to all members before convening any regular or special meeting. The advance notice period shall be computed from the date said notice is properly posted in the United States mail. The written notice may be accomplished via the Wolfgram publication or by special correspondence. Special emphasis must be given for those meetings on whose agenda are the amendment of these bylaws, the exclusion from membership of any otherwise qualified persons and the election of officers.

C. Quorum

A quorum for any meeting shall consist of at least one hundred (100) regular or life members or an equivalent number including written proxies from regular or life members congregated after notice of the meeting is properly given.

D. Proxies

Proxies must be in written form and must indicate the name of a regular member who will be present at a meeting to exercise that proxy. Proxies must indicate either the specific issue for which it applies or that the holder may vote regarding any and all issues which may arise (General Proxy or Limited Proxy). Proxies will be valid for a single meeting only.

Article VI - Officers

A. Offices

The principal officers of the Association shall be the President, Vice President, Secretary, and Treasurer. Officers will be elected by regular members at properly noticed meetings. Terms of office will run until the next regular (reunion) meeting or until the next properly noticed special meeting, whichever occurs first.

B. Duties

1. **President.** The President shall preside at all meetings of the membership, shall have general supervisory authority over the affairs of the Association, shall sign or countersign all contracts or other instruments of the Association, and perform all duties that are incident to that office. The President has discretionary authority to expend Association funds, normally not to exceed \$1,500, for such expenses that are ordinary and reasonable without reference to a second officer for matters he considers an Association obligation or benefit. A record of expenditures under this provision shall be maintained for audit by the Executive Committee at any time, but usually at the next membership meeting. The President is also chairman of the Executive Committee.

2. **Vice President.** The Vice President shall, in the absence or disability of the President, exercise and discharge all of the duties and functions of the President. He shall perform other duties as requested by the President. He is a member of the Executive Committee.

3. **Secretary.** The Secretary shall issue notices of all meetings, shall keep minutes of all meetings, shall have charge of the membership books, and shall make such reports and perform such duties as are assigned by the President. Certain tasks may be delegated to the Treasurer or other officer as a matter of convenience. However, the responsibility remains with the Secretary. He is a member of the Executive Committee.

4. **Treasurer.** The Treasurer shall have custody of all funds of the Association and shall deposit same in the name of the Association in such bank(s) as directed by the Executive Committee. He shall at any reasonable time, submit the books and accounts of the Association to any officer or other member of the Association upon appropriate written request. He shall issue a financial statement to the general membership normally within 90 days of the end of the calendar year. The Treasurer has the authority to expend Association funds up to and including \$2,000 per incident or obligation without reference to a second officer for matters he considers to be an Association obligation or benefit. A record of all expenditures under this provision will be maintained for audit by the Executive Committee at any time, but usually at the next membership meeting. He is a member of The Executive Committee.

Note: The offices Secretary and Treasurer may be combined at the pleasure of the President (see 3. above).

5. **Quartermaster.** The quartermaster shall have custody of all items of merchandise offered for sale by the Association. He is responsible for maintaining the inventory and the shipment

of orders for merchandise. He has the authority to expend Association funds up to \$100 per incident or obligation, provided such expenditure relates to the shipping and handling of Association merchandise. Procurement of new merchandise or the ordering of replacement merchandise shall be with the concurrence of the Treasurer.

C. Elections

Association officers shall be elected by majority vote of regular members in attendance at a meeting with an established quorum. As a matter of procedure, the current President shall provide a slate of nominations for future officers and special function coordinators to be considered at the reunion meeting. However, this does not preclude nominations from the floor.

D. Executive Committee

The Executive Committee is comprised of the four principal officers of the Association (President, Vice President, Secretary and Treasurer. In addition, former Presidents and such other persons as may be deemed necessary to form an ad hoc committee may be asked to serve at the pleasure of the President). This committee is intended to provide a means to properly deal with issues which require collective judgment or which cannot reasonably be deferred until the next meeting of the regular membership. The Executive Committee has authority to expend Association funds up to \$2,500 per incident upon concurrence of a majority of the committee, which is considered a proper Association obligation or benefit. A record of all expenditures under this provision will be maintained and will be published in a notice to the general membership on an "as occurring" basis during the year via the Wolfgram or other appropriate means. This record will also be posted for general viewing at the next general or special meeting.

Article VII - Special Function Coordinators

A set of Special Function Coordinators is necessary to deal with important functions of the Association and which require attention beyond the time available to the principal officers. The President will establish specific responsibilities for each Special Function Coordinator and ensure that the individual coordinators are aware of their duties. The following is a list of several existing functions. The list is not exclusive or necessarily complete. The President can establish additional functions as deemed necessary between meetings of the general membership. However, regular members must vote to permanently establish and support new functions, and vote to delete previously established functions.

Historian
Wolfgram Editor
Membership Coordinator
Educational Assistance Fund Coordinator
Assistants to the Ed. Assistance Fund Coordinator
Lost Wolf Coordinator
Combat Aircrew Wings Coordinator

Webmaster
Seawolf KIA Family Locator
Assistants to the KIA Family Locator
Reunion Coordinator
Assistant Reunion Coordinator
Chaplain
Recording Secretary

Article VIII Dues and Assessments

The annual dues for each regular member shall be the amount adopted by a majority vote at a properly noticed regular meeting of the membership with a quorum present. Regular members may choose a single lifetime payment in lieu of annual dues. Regular members so doing become Life Members.

Special assessments may be made from time to time by the Executive Committee. However, these assessments shall be subject to review by the membership at the next properly noticed meeting. A two thirds vote shall be required to vacate an assessment made by the Executive Committee.

Non-payment of dues or assessments for a period of twelve months following their proper levy shall be grounds for exclusion of any regular member from the Association. Specific notification must be made to the individual concerned, in writing, informing him of his delinquency.

Article IX - Liability

The Association is a non-profit organization operated solely and exclusively for the purposes set forth above.

No member of this organization shall be held liable for the debts, liabilities, or other financial obligations of the Association other than in the proper exercise of the functions of his office.

No member, officer, or agent of the Association shall be liable for acts or failures to act on the part of any other member, officer or agent. Nor shall any member, officer, or agent be held liable for any act or acts, or for failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance.

Article X - Dissolution

Upon dissolution of the Association, *after* converting all assets into cash, paying all just debts and notifying all members, all remaining moneys will be donated to appropriate charitable organizations or other not for profit entities.