

USS RICH Association Dissolution Committee Meeting Minutes 01/03/2019

Meeting Attendees:

Paul Angelicchio (Committee Lead), Gary Wilson, John Szabo, Steve Henry, Marshall Dubois

Note: (Noel Aube and Don Givens were not in attendance) Both agreed to the proposed Bylaw change via separate Telcon.

Meeting commenced at 1800 EST by teleconference. Paul Angelicchio started the meeting by discussing the goals, proposals, guidelines, and proposed timeline. (Based on previous emails and discussions with committee members. The following items were discussed and agreed on by all in attendance.

1. Excess Funds
 - a. Dissolution and Annual Gifts
 - i. Identify the Prioritization of the type of charitable organization to receive donations and dissolution funds. (In order the committee recommended Armed Services or Veterans groups followed by other non-profits, federal and state governments).
 - ii. Financial identity of Organizations (e.g. how much of their money goes to direct aid) To ensure the most efficient use of the Association funds for contributions and dissolution. The committee recommended that to be eligible to receive Association general funds the charitable organization shall provide at least 85 percent minimum of their income to direct aid.
2. Identify the Normal Working Balance of Organization Funds.
 - a. The committee discussed what should be used to establish the normal minimum working fund balance. Gary recommended using the normal working balance of the organization after the reunions for the past few years. This will help identify a minimum balance for the Association. The Board should identify the minimum balance for normal funds. Funds in excess may be considered excess funds (after paying for the reunion).
3. Identify Annual Association Philanthropic Charitable Contributions
 - a. (Annual Contributions) The Treasurer will recommend the amount for a philanthropic donation to the Board of Directors at the annual meeting. (Based on excess of Association normal working funds) The Board will identify the charitable organization meeting the 85 percent rule (discussed above) for the donation.
4. Proposed timeline for the Bylaw change:
 - a. By laws changes are governed by Article XVI-Amendments.
 - i. Article XVI-Amendments
Amendments to these By-laws of the Association may be made at any scheduled meeting of the Association. provided that the proposed amendment(s)is(are) submitted to the Board of Directors at least ninety (90) days in advance of a scheduled meeting. The Secretary shall provide the Regular Membership written notice of the proposed amendment(s)at least thirty (30) days prior to the meeting. Passage of any amendment shall require a two-thirds (2/3) majority of the Regular Membership present at the call for vote.

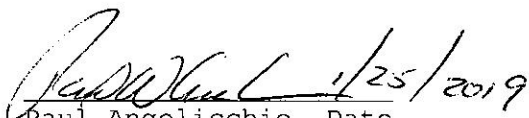
- b. Article X Section F. defines the quorum for a directors meeting (4) and the mechanics. It can be by conference call among other things. The Board may want to discuss any proposals.
- c. Recommended course of action:
 - i. The committee will present their proposals to the Board for discussion in May 2019.
 - ii. The Board could then make a recommendation to the members at the annual meeting to be voted on after notice to all members the following year (2020).
 - iii. In the meantime, we could still make a gift for year 2019.
 - iv. This permits the members to provide input and hopefully a consensus as to how to handle the funds.
 - v. The proposed changes to the bylaws will be published in all the newsletters before the next meeting.
 - vi. Paul Angelicchio will notify the association president of the recommendations of the committee.

5. Proposed Bylaw change.

Proposed Amendment to Bylaw Article XIII Dissolution

An affirmative vote of three-quarters of the voting Regular Members present at the call for vote is required to pass on the question of dissolution of the Association. Voting may be done by attendees at a general meeting of the Association. In the case of dissolution, the assets of the Association shall be distributed to one or more regularly organized and qualified tax-exempt charitable organizations providing no less than eighty-five (85%) of their donated resources for aid or services to active duty members of the armed services or military veterans and if no such organization so qualifies to qualified charitable tax-exempt organizations, the federal government, or to a state or local government for a public purpose shall be distributed to one or more regularly organized and qualified tax-exempt organizations, to the federal government, or to a state or local government for a public purpose as identified by this Association's Board of Directors. Those historical and/or educational items and materials that have been placed on loan to the Association for the furtherance of its purposes shall be returned to the rightful owners. Except for the return of loaned items, no Member, Director or Officer of the Association shall inure to or receive any benefit from the property or assets of the Association.

Submitted,

 4/25/2019

Paul Angelicchio Date
Chair Dissolution Bylaws Committee

Copy to:

Johnny Skillen	Gary Wilson	Donald Givens
John Szabo	James Carroll	Noel Aube
Steve Henry	Don Hogg	Marshall Dubois