

**THE UNITED STATES ARMY OFFICER CANDIDATE SCHOOLS
ALUMNNI ASSOCIATION, Inc.**

BYLAWS



TUSAOCSAA Bylaws

TABLE OF CONTENTS

ARTICLES	Pages
I GENERAL	3
II MISSION AND PURPOSES	4
III DURATION AND POWERS	4 - 6
IV EMERGENCY POWERS	6
V MEMBERSHIP	7 – 9
VI MEETINGS	9 - 11
VII BOARD OF DIRECTORS	11 - 12
VIII ELECTION OF DIRECTORS	12 - 14
IX OFFICERS	14 - 16
X PAST PRESIDENT – EX OFFICIO	16
XI COMMITTEES	16 -18
XII ADVISORY COUNCIL	18
XIII STANDARDS OF CONDUCT	18 - 21
XIV NOTICES	22
XV AMENDMENTS TO BYLAWS	22

Article I – General

Section 1 - Name

This organization is incorporated as a non-profit corporation under the laws of Georgia as The United States Army Officer Candidate Schools Alumni Association, Inc. (hereinafter “the Association”).

Section 2 – Offices

The principal office and place of business of the Association shall be that of the registered agent or at such other place or places as the Board of Directors designates.

Section 3 – Governing Law and Construction

The operation of the Association, including the interpretation of these Bylaws shall be governed by Articles of Incorporation and the laws of the State of Georgia. In the case of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation of the Corporation shall control.

Section 4 - Fiscal Year

The fiscal year shall end on the last day of June each year.

Section 5 – Registered Agent and Office

- a) The corporation shall continuously maintain in the State of Georgia a registered office with the same address as its registered agent, who shall be a resident of this State, and whose residence or office address shall be located in the State of Georgia. The corporation’s registered office need not be located at the same place as its principal office.
- b) The Board of Directors from time to time may change the corporation's registered agent and/or registered office; provided, however, that the registered office shall not be relocated outside of the State of Georgia.
- c) The registered agent may resign his appointment by signing and delivering to the President of the Association a written notice of his intention to resign, and a statement of resignation in a form to be provided by the Board of Directors, who shall file same with the Secretary of State within 30 days thereafter.
- d) The corporation's registered agent is its legal and authorized agent for service of any process, notice or demand required or permitted by law to be served on the Association.

ARTICLE II – MISSION AND PURPOSES

Section 1 – Mission

The mission of the Association is to serve and honor the OCS program and its graduates.

Section 2 – Purposes

- a) The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively to benefit veterans of the United States Armed Forces within the meaning of section 501(c) (19) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c) (19)”), and specifically veterans of the United States Armed Forces who have completed and graduated from one the Army’s Officer Candidate Schools.
- b) The Association may engage in any other lawful corporate purpose or activity not expressly prohibited by the Articles of Incorporation, or by the statutes and regulations of the Internal Revenue Code pursuant to which the Association is qualified as tax exempt.

Section 3 – Specific Purposes

The specific purposes of the Corporation are to contribute to the national security of the United States of America; to promote love of country, the American flag, and the United States Army; to promote greater recognition of and appreciation for the military profession; to promote better public understanding of and support for the United States Army to foster and preserve the fraternity and fellowship among all graduates of all United States Officer Candidate Schools; to perpetuate the history and traditions of the Officer Candidate Program; to encourage recognition of those graduates of Officer Candidate Schools who have distinguished themselves in military careers or in civilian pursuits; to commemorate and memorialize those graduates of Officer Candidate Schools who have lost their lives in the service of their country; to assist in the perpetuation and financial support and maintenance of, and the election of members to the Officer Candidate Hall of Fame at Fort Benning; to educate and inform members of the Association and the general public about the current status of the Officer Candidate Program, and of doctrine and training at the United States Army Infantry School at the Maneuver Center of Excellence (MCOE) by ways and means which include regular and organized visits to the Infantry School at MCOE; and to publish a periodic newsletter or magazine devoted to the dissemination of information about the Association, its members and Officer Candidate Schools.

ARTICLE III - DURATION AND POWERS

Section 1 – Perpetual Duration

The Association shall have perpetual duration, and may not be dissolved except in accordance with the applicable provisions of the Georgia Nonprofit Corporation Code, the Internal Revenue Code, and the Articles of Incorporation.

Section 2- General Powers

Unless the Articles of Incorporation provide otherwise, the Association shall have the general power to do all things which may be reasonable, necessary, proper or convenient to carry out its stated purposes, and to conduct its business affairs, including, but not necessarily limited to, the specific powers to:

- a) Sue and be sued, and to defend itself in its corporate name and capacity; and
- b) Devise a corporate seal and logo, which may be altered at will and to use it or a facsimile or other reproduction thereof by impressing or affixing same to corporate documents, including stationery; and to secure and enforce the Association's copyrights appertaining thereto; and
- c) Amend these bylaws, and to make and adopt new ones not inconsistent with the Articles of Incorporation, the Georgia Nonprofit Corporation Code, the Internal Revenue Code, and the regulations of the Internal Revenue Service, for the management and governance of the affairs of the Association; and
- d) Purchase, lease, acquire, own and otherwise hold in its own corporate name any and all rights, title or interest in or to any real or personal property; and
- e) Bargain, sell, convey, transfer, assign, pledge, lease, exchange, encumber or otherwise deal with any or all of its real or personal property, provided, that in so dealing with its property the Association shall not render itself insolvent, nor subject itself to disqualification as a tax exempt organization, except pursuant to its lawful disillusionment; and
- f) Enter into contracts, agreements and other such instruments for the purpose of borrowing, lending or investing its money; and
- g) Conduct its activities, locate branch offices and chapters and otherwise exercise its corporate powers within or without the State of Georgia; and
- h) Employ and retain employees and other agents of the corporation, to define their respective duties and responsibilities, to fix their compensation; and
- i) Establish and fund pension plans and other retirement and fringe benefits for its employees; and
- j) Make donations and charitable contributions to any government or other nonprofit organization or entity of money or property for any charitable or educational purpose, or for any other purpose which furthers the best interest of the Association and which otherwise is consistent with its own corporate purposes; and
- k) Impose dues, assessments, fees and fines upon its members and

- l) Obtain and provide casualty and liability insurance for the benefit of the Association and its officers, directors, employees and members in order to protect them from property damage, personal liability, bodily injury, medical expenses, death or other loss which they or anyone of them may incur while acting in the discharge of their duties and responsibilities to or on behalf of the Association; and
- m) Create categories of members; and establish conditions and qualifications for membership, and for holding any elective office; and
- n) Own, operate, manage and otherwise carry on any lawful and separate business for profit.

ARTICLE IV - EMERGENCY POWERS

Section 1 – Enumerated Emergency Powers

In anticipation of or in preparation for, or during any emergency as defined hereinafter, the Association, acting by and through its Board of Directors, shall have the additional emergency powers to:

- a) Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and
- b) Relocate the corporation's principal office, designate alternative principal offices, or authorize the officers to do so; and
- c) Give notice of a meeting to all directors who can be reached and communicated with by any practical or available means or method; and
- d) Appoint as a temporary director any officer who is able to attend an emergency meeting of the Board of Directors in order to achieve a quorum.

Section 2 – Good Faith

Association action taken in good faith by the directors at any emergency meeting called and held under this section in order to preserve and protect the best interests of the Association shall bind the corporation, but otherwise shall not impose any personal liability upon any Director or Officer.

Section 3 – Emergency

For purposes of this section, an emergency exists if a quorum of the Association's directors then serving in office cannot be assembled because of some catastrophic event, natural disaster, act of God or other such *force majeure* disrupting communications and/or transportation.

ARTICLE V – MEMBERSHIP

Section 1 – Memberships

a) Qualified membership –

1. Shall be open to any person who graduated from any United States Army Officer Candidate School, and who either was honorably retired or discharged from active duty or from the National Guard or Reserves, or currently is serving on active duty or in the reserve component
2. Only qualified members of the Association who are in good standing as of the record date shall have the right to vote for and elect directors and officers, and to ratify amendments to the Articles of Incorporation and these bylaws.
3. Only qualified members of the Association who are in good standing as of the record date shall have the right to be elected to the Board of Directors and be an officer of the Association.
4. Qualified members who elect to pay their dues one time in the amount set by the Board of Directors, rather than annually, shall be Qualified Members for Life having the same right of qualified membership provided herein to include but not limited to vote, be elected to the Board of Directors and be an officer of the Association.

b) Associate membership

1. Shall be open to any person who was graduated from any officer candidate or training school of the United States Navy, Marine Corps, Air Force or Coast Guard, and who served honorably on active duty or in any National Guard or Reserve unit; or who, although not a graduate of any United States Army Officer Candidate School, nevertheless was assigned to and served in a cadre capacity at any Officer Candidate School; or who, although not a graduate of any United States Army Officer Candidate School, has made a significant contribution to the advancement of the Army's Officer Candidate School Program.
2. Associate members in good standing may be permitted to vote on administrative matters and issues of general interest to the membership in any straw vote or referendum proposed by the Board of Directors.
3. Associate members who elect to pay their dues one time in the amount set by the Board of Directors, rather than annually, shall be Associate Members for Life having the same right of Associate membership provided herein to include but not limited to being permitted to vote on administrative matters and issues of general interest to the membership in any straw vote or referendum proposed by the Board of Directors.

c) Corporate membership

1. Shall be open to any business, professional or nonprofit corporation, and any unincorporated organization, Association or group of persons who subscribe to the purposes of the Association, and whose own corporate purpose(s) do not conflict with those of the Association's.
2. The corporate member shall designate one of its own members as its representative to the Association. Corporate members in good standing shall enjoy all the rights and privileges of associate membership.

d) Honorary membership

1. May be granted to any person in the discretion of the Board of Directors.
2. They shall not be required to pay any dues, assessments or fees.
3. The membership of any honorary member may be made conditional and terminable at will.
4. Honorary members shall not have any voting rights.

Section 2 – Additional Memberships

The Association may establish and create categories of members; and it may admit individual members or entire categories of members for no consideration, or for such consideration as the Board of Directors may determine.

Section 3 – Criteria and Procedures

- a) Criteria, procedures and qualifications for membership in the Association shall be provided for in these bylaws. No person shall be admitted to membership without his or her consent. The submission of a membership application in a form provided by the Association shall be *prima facie* evidence of the applicant's consent.
- b) The amount of dues, if any, applicable to the several categories of members shall be determined by the Board of Directors; provided, however, they shall not increase the dues, at any time within 2 years of any prior increase.

Section 4 – Responsibilities

- a) Members of the Association shall not be held personally liable for any acts, debts, liabilities or other obligations of the Association.
- b) Members may be held personally liable to the Association for any unpaid dues, assessments, fees or fines, and for any losses suffered by the Association as the result of their negligence, or other failures or defaults;

provided that the Association shall not enforce any such liability against nor collect any such obligation from any member without an appropriate resolution of the Board of Directors expressly authorizing such action.

- c) Subject to any resolution of the Board of Directors to the contrary, no resigning member shall be relieved from any prior obligation owed to the Association for unpaid dues, assessments, fees, and fines or otherwise.

Section 5 – Resignations and Removals

- a) Any member of the Association may resign his or her membership upon notice to the Board of Directors.
- b) If any member fails to renew his or her membership by not paying the required annual dues on time, then he or she may be deemed to have resigned his or her membership by implication.
- c) The membership of any member of the Association may be involuntarily suspended or terminated by the Board of Directors or “good cause” shown by an affirmative two-thirds (2/3) vote of the entire Board of Directors. “Good cause” shall include the failure to pay any dues, assessments, fees or fines in full or in a timely manner, and may include, but not necessarily be any act or omission which as determined by an affirmative two-thirds (2/3) vote of the entire board of the Board of Directors violates the Association’s purposes, or which brings discredit upon the Association or upon the United States Army Officer Candidate School, or which otherwise is contrary to the best interest of the Association and its membership.

ARTICLE VI – MEETINGS

Section 1 – General

- a) The President of the Association shall preside over all membership meetings, which shall be conducted in accordance with and pursuant to *Robert’s Rules of Order*. A written copy of the meeting’s agenda shall be distributed to all members in attendance. In the event that the President is unable to preside, the Vice President of Operations or Vice President of Administration shall conduct the meeting.
- b) A member’s attendance at any membership meeting shall constitute a waiver of notice and of the time and place of such meeting.
- c) The record date which determines a member’s voting rights shall be the 30th day of the month preceding the month of the notice of any meeting or proposed action to be taken without a meeting.
- d) After fixing the record date, the Secretary shall prepare in alphabetical order a list of the names of all members of the Association who are entitled to notice of the membership meeting, or of the proposed action to be taken without a meeting. Said list shall be broken down by membership classes and categories in

such a manner as to readily identify the members in good standing. Upon request, the Secretary shall provide any member with a copy of said list, the original of which shall be available for inspection by any member at the meeting.

- e) The Association members who attend the Special and/or Regular General meetings of members, either in person or by written proxy, shall constitute a quorum capable of transacting all business properly brought before the meeting and hence the vote of a majority of the members present and entitled to vote shall determine any issue, motion or proposal.

Section 2 – Regular Meetings

- a) The Association shall hold regular meetings of the members annually, at any suitable place located in the Columbus/Fort Benning, Georgia area.
- b) Notice of the time and place of all regular meetings shall be given to the regular members either in writing or electronically not less than sixty days prior to the date of the meeting
- c) At every regular meeting of the members, the President and Treasurer of the Association shall report on the activities of the Association since the previous meeting, and on the general financial condition of the corporation, respectively.
- d) At every regular meeting, the membership shall consider and take appropriate action upon such matters as shall be set forth in the notice of the meeting and in the published agenda, and as may be properly raised from the floor.

Section 3 – Special Meetings

- a) The Board of Directors may call for special meetings of the members to be held from time to time at any suitable location within or without the State of Georgia. Only those matters and issues which are set forth in the notice of any such special meeting shall be taken up and acted upon at such meetings.
- b) Special meetings shall be called upon not less than ten (10) days advance of either written or electronic notice, except in cases of emergency.

Section 4 – Proxies

The Board of Directors may provide for regular members to vote by proxy in a form and manner appropriate to the meeting or issue. A regular member may appoint any member to vote his or her proxy.

Section 5 - Action without Meeting

Any action which is required or permitted to be taken or approved by the members of the Association may be taken and approved without a meeting, if at least 5.0% of the members entitled to vote consent to the action in writing and/or electronically after reasonable notice. The form of any such written consent, including any election ballot,

and the means for distribution of same shall be prescribed by the Board of Directors in an appropriate resolution, which also shall provide for all returned consent forms to be retained with the corporation's permanent records.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 – General

- a) The business and affairs of the Association shall be conducted, managed and controlled by the Board of Directors, by or under the authority of whom all Association's powers shall be exercised, without limitation except as provided in the Articles of Incorporation or these bylaws.
- b) The Board of Directors may create committees which shall have such powers, authority, purposes and duration as the Board of Directors may deem appropriate.
- c) The Board of Directors, at their discretion and from time to time, may appoint on the nomination of the President and by majority vote of the Board of Directors one or more Assistant Secretaries and/or Assistant Treasurers who are members in good standing who shall serve at the Board of Director's pleasure and under such terms and conditions as the Board of Directors may deem appropriate.
- d) Board of Directors may hire, retain and employ any person, including a nonmember, to act and serve as Executive Director of and for the Association as its employee under such terms and conditions as established by the Board of Directors.
- e) Directors shall not be paid any salary, wages or other compensation for their services, which they shall render voluntarily and without any hope of any material benefit, reward or gain whatsoever; provided, that Directors may be reimbursed for any properly documented expense incurred for the benefit of the Association.

Section 2 – Board of Directors Meetings

- a) The Board of Directors shall hold at least 4 regular meetings every year on a quarterly basis at such convenient times and places as they themselves shall determine from time to time.
- b) Special Meetings may be called with the concurrence of a least (5) Directors, who shall determine the time and place for the called meeting. All meetings of the Board of Directors shall be open to all members of the Association.
- c) The Board of Directors may conduct any regular or special meeting by and through the use of telephone conferencing and/or closed circuit television which permits all participating directors to hear and/or see each other during the meeting. Directors who participate in any meeting by electronic means are deemed to be present in person at such meetings.

- d) Regular meetings of the Board of Directors shall be held on a least 30 days advance notice and special meetings on not less than 48 hours' notice. Notice of regular meetings shall include the date, time, place and purpose(s) of the meeting. Notice of special meetings shall include the date/time/place, but not necessarily the purpose(s) of the meeting.
- e) A Director's attendance at and participation in any meeting shall constitute a waiver of notice and of the time and place of the meeting unless, promptly upon his or her arrival, he or she states his or her objection to the meeting for the record, and does not vote on any action taken thereat.
- f) For purposes of any meeting of the Board of Directors, a quorum exists if a majority of all the directors then in office attend and participate. If no quorum exists, then the only proper action which the attending directors may take is to adjourn the meeting. If a quorum is present then the affirmative vote of a majority of the directors present shall prevail.

Section 3 – Action without Meeting

The Board of Directors may take any action without a meeting:

- a) If the action is evidenced by one or more written consents describing the action taken, signed by a majority of the directors then in office, and delivered to the corporation for inclusion in and filing with the corporation's permanent business records.
- b) Action taken by the Board of Directors without a meeting shall be effective when the last required director signs and delivers his consent, unless the resolution consented to specify a different effective date.
- c) A consent signed and delivered as aforesaid shall have the same force and effect as a vote cast at a meeting, and may be described as such in any minutes, book, report or other document which records the actions of the Board of Directors.
- d) Written consent may be delivered or transmitted electronically in the form of email or facsimile, and a director's electronic signature shall satisfy the requirement of signing same.
- e) The provisions of the Georgia Electronic Records and Signatures Act, and the federal Electronic Signatures in Global and National Commerce Act shall apply to any action taken without a meeting of the Board of Directors or the members of the corporation.

ARTICLE VIII - ELECTION OF DIRECTORS

Section 1 - General

- a) The Board of Directors shall consist of 13 elected members who shall be elected by the regular membership at the Association's annual meetings, and who shall serve in office for a term of three (3) years, or until their successors are elected and qualified pursuant to ARTICLE VIII – ELECTION OF BOARD OF DIRECTORS.

- b) The immediate past president if not an elected member of the Board of Directors shall be an ex officio Board member.
- c) Directors shall be regular members of the Association, but they need not be residents of the State of Georgia.

Section 2 – Procedure

- a) Election of the Board of Directors is to be held at the annual regular membership meeting to fill any vacancies that may exist at the time.
- b) The Board of Directors and the nominating committee shall encourage and invite nominations for election to the Board of Directors for the nominating committee's consideration. Along with the nomination form, the candidates may submit any photographs, biographical information and other personal data which he or she may desire to distribute to the nominating committee as an indication of his or her qualifications to be a member of the Board of Directors.
- c) Not later than 90 days prior to the date of the annual regular membership meeting, the nominating committee will provide the Secretary the names accompanied with the biographical information of all candidates.
- d) Not later than 60 days prior to the date of the regular membership meeting, the Secretary shall include in the Association's newsletter and shall post on the Association's website the list of all candidates for the Board of Directors and their qualifications and biographical information as provided by the nominating committee.
- e) The Secretary shall prepare an appropriate form of ballot for use in the election of the Association's directors. The form of said ballot shall include blank spaces for write-in candidates.
- f) The Board of Directors may provide for the use of absentee ballots in connection with any election of Directors of the Association.
- g) In the event that the foregoing nominating procedure fails to produce a sufficient number of candidates to fill existing Board of Directors vacancies, then the Board of Directors shall so inform the members as soon as possible upon their arrival at the meeting in order to encourage nominations from the floor and write-in candidates.

Section 3 – Resignations or Removal

- a) A director may resign his or her office at any time by delivering a written notice of resignation to the President of the Association. Unless the notice specifies a different date, the resignation shall be effective on the date when the notice is delivered.

- b) For “good cause” shown, the Board of Directors, by an affirmative two-thirds (2/3) vote of the entire Board of Directors, may remove any director from office, and declare his or her seat vacant at any regular or special meeting of the Board of Directors called for such purpose. “Good cause” may include, but not necessarily be limited to any act or omission which as determined by an affirmative two-thirds (2/3) vote of the Board of Directors violates the Association's purposes, or which brings discredit upon the Association or upon the United States Army Officer Candidate School, or which otherwise is contrary to the best interest of the Association and its membership.
- c) A Director’s place shall be declared vacant by the Board of Directors when a director: (i) has resigned, or (ii) ceases to be a voting member of the Association or (iii) is absent from two or more successive meetings of the Board of Directors without an excused absence or (iv) is removed for “good cause” pursuant to ARTICLE VIII, Section 3 b) above.
- d) Any regular member in good standing may be elected by majority vote of the Board of Directors to fill the unexpired term of the Board of Directors position declared vacant by the Board of Directors.

ARTICLE IX – OFFICERS

Section 1 – General

- a) The Board of Directors shall elect the President, a Vice President of Operations, a Vice President of Administration, a Secretary, and a Treasurer from the current Board of Directors. The officers shall be elected by written ballot at the first Board of Directors meeting following the Annual Association meeting and shall serve for a term of three years or until a successor is elected with the exception of the Treasurer shall serve no more than two successive three year terms.
- b) The same person may simultaneously hold more than one elected or appointed office; provided, however, that the same person shall not simultaneously hold the offices of President and Secretary.
- c) Any document which may be required or permitted by law to be prepared, filed, submitted or otherwise produced by the Association may be signed by the President and/or the Secretary, who shall affix the corporate seal thereto as evidence of the Association's official act and deed; provided, however, that the absence of the seal shall not, in and of itself, impair the validity of the document signed.

Section 2 – President

The President of the Association shall be its Chief Executive Officer and the one responsible for the management of the business affairs of the Association under the supervision and direction of the Board of Directors on which he or she shall sit as a director and as Chairman of the Board of Directors. He or she shall preside over all meetings of the Board of Directors and members; and he or she shall perform such additional duties and responsibilities as the Board of Directors may assign to him or her

from time to time.

Section 3 – Vice President of Operations

The Vice President of Operations shall understudy the President, and shall assume the latter's position, duties and responsibilities in the event of his or her absence, resignation or demise. The Vice President of Operations is responsible for assisting the President with the overall operation of the Association to include but not limited to recruiting members, maintaining membership records, scheduling meetings, and planning and coordinating the annual meeting of the membership and other meetings and events and coordinating and supervising the nominations and elections to Board of Directors and such other duties and responsibilities as the President may assign to him or her from time to time.

Section 4 – Vice President of Administration

The Vice President of Administration shall also be familiar with the duties and responsibilities of the President, and assume that position, in the event the Vice President of Operations is unable to step into the President's position. The Vice President of Administration shall be the Registered Agent for the Association and shall be responsible for assisting the President with the overall Administration of the Association to include but not limited to supervision of the Secretary and Treasurer, the financial management of the Association, the administrative and office operations of the Association and maintaining the Associations records and compliance with government laws and regulations, and to carry out such duties and responsibilities as the President may assign to him or her from time to time.

Section 5 – Secretary

The Secretary shall be responsible for preparing of the minutes of all meetings of the Board of Directors and members; and for keeping the corporate seal and all administrative books and records of the Association; and for authenticating same; for filing and distributing notices and forms required by law and to carry out such duties and responsibilities as the President may assign to him or her from time to time.

Section 6 – Treasurer

The Treasurer shall be the Association's Chief Financial Officer, and shall be responsible to the Board of Directors and members for the financial status and condition of the corporation. He or she shall keep and maintain all the financial books and records of the Association, including all bank accounts, according to standard bookkeeping and generally accepted accounting principles. He or she shall prepare and certify such financial statements to the Board of Directors annually within 30 days of the end of the Association's fiscal year.

Section 7 – Resignations or Removal

- a) An officer may resign his or her office at any time by delivering a written notice of resignation to the President of the Association. Unless the notice specifies a different date, the resignation shall be effective on the date when the notice is delivered.

- b) For “good cause” shown, the Board of Directors, by an affirmative 2/3 vote of the entire Board of Directors, may remove any officer from office, and declare his or her seat vacant at any regular or special meeting of the Board of Directors called for such purpose. “Good cause” may include, but not necessarily be limited to any act or omission which as determined by an affirmative 2/3 vote of the Board of Directors violates the Association's purposes, or which brings discredit upon the Association or upon the United States Army Officer Candidate School, or which otherwise is contrary to the best interest of the Association and its membership.
- c) An officer’s position shall be declared vacant if the officer: (a) has resigned, (b) ceases to be a regular voting member of the Association or (c) is absent from three or more successive meetings of the Board of Directors without an excused absence or (d) has been removed for “good cause” pursuant to Section 3 b) above.
- d) Any Board of Directors member in good standing may be elected by majority vote of the Board of Directors to serve the unexpired term of the vacated officer position at the next meeting, or special meeting called for that purpose.

ARTICLE X – PAST PRESIDENT EX OFFICIO

- a) The immediate past-president shall continue to serve as an ex-officio member of the Board of Directors and the executive committee until the current president’s term expires and becomes the immediate past-president.
- b) The immediate past president shall serve as the association’ ambassador and spokesman and provide council and advice to the Board of Directors.
- c) The immediate past president shall carry out such duties and responsibilities as the President may assign to him or her from time to time

ARTICLE XI – COMMITTEES

Section 1 – Standing Committees

The standing committees shall be the Executive Committee, Finance Committee, the Operations Committee, the Administration Committee, Annual Meeting Committee, Resource Development, and Nominating Committee. From time to time the President may, subject to the approval of the Board of Directors, establish other standing committees that it is determined are necessary to accomplish regular and repeated tasks of the Association.

Section 2 - Special and/or Ad Hoc Committees

The President may subject to the approval of the Board of Directors, establish special and/or Ad Hoc committees to accomplish and assist with what would generally be considered one of a kind and non-repeating tasks and or provide recommendations regarding an issue confronting the Association. The President shall discharge special committees when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 – Committee Chairs

With the exception of the Executive Committee, the Operations Committee, the Administration Committee, and the Finance Committee, the President shall appoint all committee chairs subject to confirmation by the Board of Directors.

Section 4 - The Executive Committee

- a) The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session, but shall be accountable to the Board of Directors for its actions
- b) The Executive Committee shall consist of the officers of the Association and the immediate past President as an ex-officio member.
- c) Regular meetings of the Executive Committee may be held monthly at such times and places as the President may designate.
- d) Special meetings of the Executive Committee may be held at the call of the President or at the request initiated by at least one-third (1/3rd) of the officers.

Section 5 - Finance Committee

The Finance Committee shall: (a) consist of at least three (3) members and shall include the Treasurer as chair, and assistant treasurer and one other member both nominated by treasurer and approved by the Board of Directors, (b) report and make recommendations to the Board of Directors concerning all the financial affairs of the Association, and (c) with input from the President, draft a proposed annual operating budget to be presented to the Executive Committee for review no later than two months before the end of the Association's fiscal year.

Section 6 – Operations Committee

The Operations Committee shall consist of at least three (3) members and shall include the Vice President of Operations as chair, and two other members both nominated by the chair and approved by the Board of Directors.

Section 7 - Administration Committee

The Administration Committee shall consist of at least three (3) members and shall include the Vice President of Administration as chair, and two other members both nominated by the chair and approved by the Board of Directors.

Section 8 - Nominating Committee

The Nominating Committee shall: (a) consist of at least three (3) and not more than five Board of Directors to be appointed by the President, (b) prior to the end of the fiscal year present nominations for the Board of Directors' vacancies for the up-c0ming election, (c) present a slate of officers for the up-c0ming election to the Board of Directors, and (d) meet from time to time to consider and make nominations to the Board of Directors for officer and/or Board of Directors vacancies that may occur prematurely.

Section 9 – Annual Meeting Committee

The Annual Meeting Committee shall be responsible for scheduling, planning and conducting each year's annual meeting and shall consist of at least three (3) members and shall include chair as appointed by the president and other members both nominated by the chair and approved by the Board of Directors.

ARTICLE XII– ADVISORY COUNCIL

- a) The purpose of the Advisory Council shall be to offer advice to the President and the Board of Directors generally, to work on special projects as determined by the President with the approval of the Board of Directors, and enhance the Association's reputation by endorsing the Association and lending their name to the Association and its activities, and actively promoting the Association and its activities, and financially assisting the Association's activities and operations.
- b) Advisory Council shall be people who have distinguished themselves in their walks of life, but who owing to their position or other justifiable reasons cannot actively serve on the Board of Directors but wish to support and "lend their name" to the Association. Candidates for the Advisory Council include as generals, senior ranking government officials, judges, governors, members of Congress, and state legislatures, well known authors, celebrated and nationally known entertainers and past members of the Board of Directors who have distinguished themselves over many years by assisting the Association financially and/or in other ways significantly and continuously contributed to the Association's success.
- c) The President with the approval of the Board of Directors with the approval of the Board of Directors shall appoint members to the Advisory Council to serve for indefinite terms and the immediate past President shall serve as the Chairman of the Advisory Council to serve at the pleasure of the President with the approval of the Board of Directors.
- d) The Advisory Council shall meet at such times and such manner as determined by the Chairman of the Advisory Council in consultation with the President to discuss any Association matters or concerns deemed appropriate for the presentation to the President.
- e) The Advisory Council shall not have the power to vote on or to conduct Association business.

ARTICLE XIII -STANDARDS OF CONDUCT

Section 1 – General

- a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors on which the Director may serve, in good faith, in a manner such director believes to be in the best interest of this Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

- b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - 1. One or more officers or employees of the Association whom the director believes to be reliable and competent in the matters presented;
 - 2. Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional expertise.
 - 3. A committee of the Board of Directors upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- c) Except as provided in this Article XII Section 3 below, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.
- d) The Association shall indemnify and otherwise hold any director or officer harmless as against any and all claims, demands, liabilities, obligations and expenses, including reasonable attorney's fees, incurred by him or her in any proceeding brought against him or her in his or her capacity as a director or officer of the Association, if he or she acted in good faith and in a manner not opposed to the best interest of the Association.
- e) Anything hereinabove to the contrary notwithstanding, the Association shall not indemnify nor hold any director or officer harmless as against any proceeding in which he or she may be held personally liable to the Association and/or its members for improperly taking or receiving a personal benefit, whether or not it otherwise belonged to the Association; or for any other failure, default or other misconduct whatsoever.
- f) The Association may purchase and maintain insurance to protect itself and its directors and officers from any risk of loss which may result from any legal proceeding to which the corporation or any director or officer may be a party.

Section 2 - Loans.

This Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.

Section 3 - Conflict of Interest

- a) The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction.
- b) This policy is intended to supplement but not replace any applicable state and/or federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.
- c) Definitions - Unless otherwise defined, the terms used in this section have the following meanings:
 1. "Interested Persons" - Any director, principal officer, or member of a committee with governing Board of Directors delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
 2. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 3. A "financial interest" is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board of Directors or committee decides that a conflict of interest exists.
 4. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
 - ii. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- d) Procedures
 1. Duty To Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.
 2. Determining Whether A Conflict Of Interest Exists - after disclosure of the financial interest and all material facts and after any discussion with the

interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

3. Procedure For Addressing The Conflict Of Interest - In the event that the Board of Directors determines that a proposed transaction or arrangement presents a conflict of interest, the Board of Directors shall take the following actions:
 - i. An interested person may be invited to make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.
- e) Violations Of The Conflict Of Interest Policy
1. If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XIV – NOTICES

- a) Notice shall be given in writing by letter or email, unless oral notice is reasonable or necessary under the circumstances and in light of the purpose for the notice.
- b) Notice may be delivered or communicated in person, by telephone or telegraph, by facsimile or email, or by regular mail or private courier.
- c) Notice is effective at the time and on the date when it is mailed, sent or transmitted in the case of written notices; and when received, in the case of oral and hand delivered notices.
- d) Notice may be given in more than one form and by more than one means simultaneously; provided that all such forms and means shall be reasonably calculated to be timely and effective according to the purpose of the notice.
- e) Official notice to the Association may be given, addressed, transmitted or delivered to the corporation's agent, or to any officer or employee of the corporation located at its principal office.
- f) In calculating time periods for notice, whether the same is measured in days, weeks or months, the first day shall not be counted; but the last day shall be counted, unless it falls on Sunday, in which case the last day shall be Monday.
- g) In cases of emergency, the Board of Directors, in the exercise of their sound discretion, may adopt any reasonable means for giving notice in addition to or in lieu of the foregoing required means, including radio and television, and newspaper advertisements.

ARTICLE XV – AMENDMENTS TO BYLAWS

The Board of Directors of the corporation shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws of the corporation by an affirmative vote of two-thirds of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, that notice of the contemplated action concerning the Bylaws is mailed to each member of said Board at least fifteen (15) days in advance of said meeting.

On December 7, 2017 the Board of Directors, by a majority vote adopted a resolution approving the foregoing amended and revised Bylaws.

Col (Ret) John Ionoff, Jr., President

Dated

Dan Leifel, Secretary

Dated