

REVISED BYLAWS OF  
THIRD MARINE DIVISION ASSOCIATION, INC.

ARTICLE 1  
NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit Association organized under the Nonprofit Corporation Law of the State of California, is the THIRD MARINE DIVISION ASSOCIATION, INC., (hereinafter "Association"), to be governed by its Board of Directors, and is one which contemplates no pecuniary gain or profit to the members thereof.

1.2. The principal office of this Association shall be situated in the State of California or at such specific location outside the State of California as the Board of Directors shall determine by resolution from time to time. The Association may also have such other offices as the Board of Directors determines by resolution from time to time.

ARTICLE 2  
PURPOSE

2.1. General Purpose. The Association is a non-profit corporation and is not organized for the private gain of any person, but rather is organized and operated for the following general purposes:

(a) Exclusively for engaging primarily in social welfare activities and functions in promoting in some way the common good and general welfare of the people of the community and which is operated primarily for the purpose of bringing about civic betterments and social improvements within the meaning of 501(c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(4).

(b) To exercise such of the rights, powers, duties and authority of a nonprofit Association organized under the Nonprofit Corporation Law of the State of California that are consistent with the preceding paragraph.

(c) The Association shall not carry on a business with the general public in a manner similar to organizations that are operated for profit. Further, the Association shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes.

2.2. Specific Purposes. The specific purposes of the Association include, without limitation, the following:

1. To foster, encourage and perpetuate the memory and spirit of friendship among those veterans and comrades in arms who are, or have been members, or have served in support of the Third Marine Division, and to preserve incidents and memories of the Association together;
2. To perpetuate the history and traditions of the Third Marine Division;
3. To promote and safeguard the principles of justice, freedom and democracy throughout the community;
4. To foster patriotism, love of country and flag and to perpetuate the spirit and traditions of the United States Marine Corps;
5. To promote and cultivate social intercourse and fellowship among members of the Association, and by and between the Association, its members and the community; and
6. To hold meetings and social gatherings for the better realization of the purposes of the Association.

2.3. General Powers. The general powers of the Association as expanded or limited herein by these Bylaws, are:

1. To collect, receive, acquire, hold and invest money in property, both real and personal; to sell and convert property both real and personal into cash; and to use the funds of this Association and proceeds, income, rents, issues and profits derived from and property of this corporation for any of the purposes for which this corporation is formed.
2. To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber and to deal in and with shares, bond notes, debentures or other securities or evidences of indebtedness of any persons, firms, corporations or associations and while the owner or holder thereof to exercise all rights, powers and privileges of ownership.
3. To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of, mortgage or otherwise hypothecate or encumber real and personal property.
4. To borrow money, incur indebtedness and to secure the repayment of the same by mortgage, deed or deed of trust or other hypothecation of property both real and personal.
5. To carry out and to effect any one or more of the objectives and purposes herein above set forth and to do any one or more of the acts and things aforesaid and likewise any and all acts or things necessary or incidental thereto; and in conducting or carrying on its activities and for the purpose of promoting or furthering any one or more of its said objectives or purposes to exercise any or all of the powers herein above set forth in this article and any other or additional now or hereafter authorized by law either alone or in conjunction with others as principal, agent or otherwise. The Specific Purposes and General Powers shall be construed as statements of both purpose and powers stated in each clause except where otherwise expressed shall be in wise limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

### ARTICLE 3 MEMBERSHIP

3.1. Qualifications For Membership. The members of the Association (hereinafter “Members”) shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Association; 3) agree to abide by the Bylaws of the Association as amended from time to time; and 4) qualify as persons within the definition of Classes of Members in Section 3.2 below and who are or have been members of or have served in support of the Third Marine Division at any time.

3.2. Classes of Members. The membership of the Association shall be divided into four classes: Regular Members, Associate Members, Life Members and Honorary Members. In case of doubt as to membership eligibility, applications shall be referred to the Board of Directors.

(a) Regular Members. Regular Members include all Members who are American citizens and those of friendly countries, including civilians, who have served with or are serving with the Third Marine Division, and attached, assigned or direct tactical supporting units, except those discharged or separated from the military under conditions other than honorable. All Regular Members have all the privileges of membership including the right to vote and hold national office.

(b) Associate Members. Associate Members including legal dependents, parents or guardians, and relatives of those persons living and deceased who are or were eligible for regular membership under Section 3.2.(a), are eligible for Associate Membership. Associate Members shall not vote, but may attend Meetings of Members and have the privilege of the floor.

(c) Life Members. Life Members include those persons eligible for Regular or Associate Membership and who pay dues for Life Membership. All past Presidents of the Association and those persons who have been awarded the Medal of Honor while serving with the Third Marine Division shall be carried on the rolls of the Association as Paid-up Life Members and be excused from further paying annual dues.

(d) Honorary Members. Honorary Members include Gold Star parents of those persons who if alive would have been eligible for Regular Membership and others who have rendered distinguished service to the Third Marine Division or to the Association may, upon approval of the Board of Directors by two-thirds

vote, be granted an Honorary Membership. Honorary Members shall not vote, but may attend Meetings of Members and have the privilege of the floor, unless the person also becomes a Member of the Association.

3.3. Voting Rights. The right to vote in the transaction of business of the Association, except in Chapters, is vested in paid-up Regular and Regular Life Members only. Each Regular and Regular Life Member in good standing entitled to vote shall be entitled to cast one vote with respect to those matters submitted to the Members for action or approval. There shall not be any voting of Regular and Regular Life Members by proxy. Associate Members and Honorary Members shall have no voting rights. Votes may be taken by voice, by a show of hands or by written ballot. A vote by secret ballot may be held upon such a motion by a Regular and Regular Life Member, duly seconded, and carried with the concurrence of the majority of the Regular and Regular Life Members present voting. Voting Members shall have no right to cumulate their votes.

3.4. Membership Dues. All Members shall pay annual membership dues to the Association in such amounts and in such manner as the Board of Directors determines from time to time. The dues period shall be the calendar year, January 1 to December 31. If dues are not paid by April 1 following the close of the dues period the member's name may be dropped from the membership rolls and mailing list of the Association's official publication (CALTRAP). At the Annual Meeting, the Board of Directors may specify an alternative date, and give all Members prior written notice thereof, when membership dues are due, and permit Members to pay their dues at any time within ninety-one (91) days thereafter. The Association shall notify Members in the Treasurer's Annual Report of the portion of dues allocable to lobbying and political campaign activities.

New memberships received during the last six (6) months of the dues period shall be considered as being for the following calendar year.

The Secretary shall direct that the valid period of membership covered by the amount received be recorded and, when appropriate, a valid membership card be issued in accordance with the Association's standard operating procedure for Administration.

3.5. Annual Meeting of Members. The Annual Meeting of the Members shall be held at such place and date as is decided during a prior Annual Meeting, or in lieu of such meeting, at such place and time as the Board of Directors may direct in the notice of such meeting at another place as may be designated by the Board of Directors. Notice of the Annual Meeting of the Members shall be given to each Member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each Member at the address appearing on the membership rolls. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. Notwithstanding the above, a printed notice of such meetings in the Association's official publication (CALTRAP) mailed at least three weeks in advance of the Annual Meeting will suffice and constitute proper notice of the Annual Meeting of the Members. At the Annual Meeting of the Members, there shall be held such Corporate Meeting(s) for the conduct of Elections or other business as may be required by the applicable law of the State of California. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday. The notice of the Annual Meeting of the Members shall designate it as such.

At each Annual Meeting of the Members the directors of the Association shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting Members held for that purpose. The business of all meetings of all assemblies of the Association shall be conducted generally in accordance with "Robert's Rules of Order, Newly Revised" unless contrary to Association Bylaws.

3.6. Special Meetings And Notice. The President with the consent of the Board of Directors before specified may call meetings of Members, other than those herein at any time. Notice of such meeting, stating the purpose for which it is called, shall be served by mail not less than 15 days before the date of such meeting, or published in the Association's official publication (CALTRAP) and mailed at least thirty (30) days before such meeting. The notice shall be mailed to each Member entitled to vote at his address as it appears on the membership rolls. The President or the Board of Directors shall also in like manner call a special meeting of the Members whenever so requested by fifty Members entitled to vote. No business other than that specified in the call for the

meeting shall be transacted at any special meeting of the Members unless approved by a two-thirds vote of those present.

3.7. Quorum. The presence of not less than thirty Regular and/or Regular Life Members shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time and date, or the next Annual Meeting. The Members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

3.8. Order of Business. The order of business at all regularly scheduled meetings shall normally be as follows:

- Roll Call
- Proof of Notice of Meeting
- Reading of the Minutes of Preceding Meeting
- Reports of Officers
- Reports of Committees
- Unfinished Business
- New Business
- Nomination and Election of Officers (Annual Meeting of the Members)
- Nomination and Election of Directors (Annual Meeting of the Members)

The order of business at all special meetings shall be as designated by the Board of Directors or the President as deemed appropriate.

3.9. Voting by Mail and/or Facsimile. Notwithstanding Section 3.3 above, and only if determined by the Board of Directors, the annual election of directors by the voting Members of the Association can take place by mail and/or facsimile transmission. If it is so determined, ballots shall be mailed, faxed or otherwise delivered to all voting Members not more than sixty (60) days before such Annual Meeting of the Members and, to be valid, ballots must be completed, mailed (or otherwise delivered) to the Association and received by a date specified in the ballot, which shall be not less than twenty (20) days before such Annual Meeting of the Members.

3.10. Termination of Membership. The membership of each Member of the Association will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such member's dues were due. Members terminated as a result of expulsion may not renew their membership in the Association without obtaining the affirmative vote of at least two-thirds of all the directors. Members terminated as a result of non-payment of dues may reactivate their membership in the Association within two years after such termination by the payment of all current and past due membership dues. Members terminated as a result of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in the Association.

3.11. Suspension and Expulsion. Any Member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board of Directors as indicated by such vote, such suspension or expulsion would be in the best interests of the Association, but only after reasonable opportunity to be heard shall have been afforded the Member. Cause shall include, without limitation, the following: dishonest or illegal conduct, financial irresponsibility, unfit behavior or any action that the Board of Directors considers detrimental to the Association.

Nothing in these Bylaws shall be construed as granting to any Member a continued membership, or expectation of membership in the Association.

#### ARTICLE 4 DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the Nonprofit Corporation Law of

the State of California, or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

- (a) To direct the President in the general management of the affairs and business of the Association.
- (b) To develop plans and set policy to assure continuity of program aims and purposes of the Association; and to provide the necessary leadership and instructions to implement these plans, policies and programs.
- (c) To develop plans and set policy to assure continuity of program aims and purposes of the Association.
- (d) To provide the necessary leadership and instructions to implement the Association's plans, policies and programs.
- (e) To appoint and remove all officers of the Association subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- (f) To conduct, manage and control the affairs of the Association, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- (g) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Association for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- (h) To borrow money and incur indebtedness for the purpose of the Association and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- (i) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan or dispense the same or the income and profits therefrom.
- (j) To create corporations, trusts, foundations, subsidiaries and other such business entities, as the Board of Directors shall deem necessary for the conduct of the business of the Association, and to appoint the trustees, directors, or other governing officials of such legal entities.
- (k) To authorize official publications of the Association, and shall appoint editors thereof. The publications will be under the operational control of the Association President.
- (l) To authorize the establishment of Special Funds for such purposes as are deemed necessary and advisable. The Board is responsible for developing regulations governing such Funds.
- (m) To interview and upon selection of a qualified candidate, to enter into a written agreement for a term not to exceed two years with a person qualified to serve as an Association Manager to conduct such of the administrative and executive matters of the Association as described in the written agreement between the Association and the Association Manager, and as set out in writing in the Minutes of the Board of Directors' meetings from time to time.

4.2. Number of Directors. The number of elected directors constituting the entire Board shall be a minimum

of nine (9) and a maximum of seventeen (17) as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualifications for Office. Subject to Section 3.2 above, every director must be a Member in good standing of this Association. Each director must be a U.S. citizen. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Association. Directors appointed by the holder of any office or an officer or board of any other organizations are to act in their own right and not as a representative of any interest or group. Each director shall be at least 18 years of age.

#### 4.4. Election of Directors.

Consistent with the provisions of Section 4.6 below, the voting Members of the Association at the Annual Meeting shall elect nine of the directors. The remaining directors shall be the officers of the Association who are elected to their offices by the Members at the Annual Meeting of Members pursuant to ARTICLE 5 below, and whom, upon election, the Board shall appoint.

In addition, the elected directors of the Board of Directors shall have the authority to appoint as non-elected directors, the following:

(a) Ex Officio Board Advisors. All current Chapter Presidents (or designee, in writing) and the immediate past President of the Association, to the extent such persons are not elected directors, shall be *ex officio* advisors to the Board of Directors. *Ex officio* Board Advisors are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. However, the immediate past President may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. The immediate past President shall be an *ex officio* Board Advisor for a term of one (1) year. The Commanding General of the Third Marine Division (or his designee, in writing) is an *ex officio* Board Advisor for a term of his command.

(b) Life Board Member. A Life Board Member is a former Member of the Association's Board of Directors who has completed his service as director but continues to be associated with the Association as an adviser. All past Presidents in good standing of the Association and the immediate past President of the Association, as well as all honorary officers and Turnage Award recipients and any former Commanding General of the Third Marine Division to the extent such persons are not elected directors, shall be Life Board Members. Life Board Members are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their Life Board Member capacity.

In the event that an office or an organization having appointing authority shall cease to exist, then the Board of Directors shall designate the holder of another office or another organization to exercise the appointing authority.

The term of each director, upon being elected to office, shall begin immediately.

4.5. Terms of Office. The terms of office shall be as follows:

1. Elected officers: For their respective terms in office.
2. Nine elected directors: The terms of office of the nine elected Board members shall be for three years pursuant to Section 4.6 below.
3. Chapter presidents: For their respective terms in office.
4. Commanding General of the Third Marine Division: While in command of the Third Marine Division.
5. *Ex Officio* Board Advisors: For their respective terms in office.

6. Life Board Members: Lifetime.

All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.6. Staggering of Terms. The terms of the elected directors shall be staggered. In order to stagger the terms of elected directors, as close as possible to one-third of the elected directors shall be selected each year. In order to stagger the terms of the initial directors, upon the effective date of these Bylaws, the directors serve the terms as elected to under the previous Bylaws.

4.7. Nomination of Directors. Prior to the Annual Meeting of the Members, the Board of Directors shall select a Committee to present a list to the Board of Directors containing the names of eligible nominees as directors for the ensuing year. Said list shall contain the names of at least one eligible nominee to each vacancy. In case the Board of Directors fails, for any reason, to elect such a Committee within the time specified, then it shall be the duty of the President to appoint such a Committee. Nominations made by the Committee for directors must be delivered to the Secretary at least thirty (30) days before the Annual Meeting of the Members. The Secretary shall present a list of nominees as soon as possible prior to the Annual Meeting of the Members.

4.8. Removal, Resignation. Any director may resign from office at any time by giving written notice thereof to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will take effect at the date of receipt or at any later time specified in that notice. No Director may resign if the Association would be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General. Any director may be removed for cause by a two-thirds vote of all of the other directors then in office at any special meeting called for that purpose, but only after opportunity to be heard shall have been afforded the Member.

Cause for removal exists (without limiting other causes for removal) whenever a director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- (b) is convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty;
- (d) has committed an act of moral turpitude; or
- (e) ceases to be a Member in good standing of the Association while in office as a director.

4.9. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.
- (c) At any meeting of the voting Members at which a director is to be elected, but the voting Members fail to elect the full authorized number of directors to be voted for at that meeting.
- (d) An organization or official who has the right to appoint a director as provided in this ARTICLE 4 fails to appoint the full authorized number of directors to be appointed by them.

4.10. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time,

the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting Members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

4.11. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place that has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the Association. The Board shall hold at least three (3) meetings each calendar year and may include telephonic meetings.

4.12. Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be that Member of the Board of Directors elected by the Board members at its Organizational Meeting. He shall serve for a period of one (1) year with the responsibility for directing the Board in governing the affairs of the Association as set forth in this ARTICLE 4.

The Vice Chairperson of the Board of Directors will be that Member of the Board of Directors elected by the Board members at its Organizational Meeting. He shall serve for a period of one (1) year and will assume the responsibilities of the Chairperson in the event of his incapacity or absence from any regular or special meeting. He shall further carry out any special duties assigned by the Chairperson.

The Secretary of the Board of Directors shall be the elected Secretary of the Association with responsibilities as set forth in ARTICLE 5, and as further directed by the Chairperson of the Board of Directors.

4.13. Annual and Special Meetings. Meetings of the Board shall be presided over by the Chairperson, or, if there is no Chairperson or the Chairperson is absent, the President or, if the President and Chairperson are both absent, by the Vice President (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting.

1. The Board shall hold an Annual Meeting once a calendar year immediately preceding the Annual Meeting of Members.
2. Special meetings of the Board may be called by the Chairperson of the Board of Directors and shall be called by the Chairperson of the Board of Directors upon written request of five or more Directors.
3. The new Board of Directors shall have its Organizational Meeting immediately following the Annual Meeting of Members. The Chairperson of the Board of Directors shall announce the time and place of such meeting.
4. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the directors then in office.
5. In the event that the Association Secretary is not present at the meeting, the Chairperson of the Board of Directors shall designate a Member of the Board to perform the duties of the Secretary.
6. The minutes of the one or more of the meetings set out in 4.13.1 through 4, inclusive, above, shall be sent by e-mail (or by certified mail, return receipt requested if the attendee has no email address) to the respective attendees of those meetings for concurrence. Each attendee shall indicate his concurrence or reasons for non-concurrence within 15 calendar days of receipt of the proposed minutes. The minutes and the e-mail response of each attendee shall be sent to the Chairperson of the Board of Directors for the Chairperson's consideration and approval. After approval by the Chairperson of the Board of Directors, the minutes shall be forwarded to the Association Manager for filing in the Association's files, and as for the minutes of meetings set out in 4.13.1 and 4.13.3 above, for publication to the membership in the CALTRAP magazine along with the minutes of the Annual Meeting.



4.14. Notice of Meetings. A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Association at least fifteen (15) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting. No other business may be discussed except by majority approval. No written notice of the Organizational Meeting shall be required.

4.15. Quorum and Voting. A majority of directors then in office (but no fewer than six directors or one-third of the authorized number in Section 4.2, whichever is greater) shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time not less than ten days hence. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association records or made a part of the minutes of the meeting.

4.16. Presumption of Assent. A director who is present at any meeting of the directors, or a Committee thereof of which the director is a member, at which action on an Association matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a Committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Association within a reasonable time after obtaining knowledge of the action.

4.17. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

4.18. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.19. Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chairperson of the Board of Directors, the Vice Chairperson, the Judge Advocate of the Association, the immediate past President if he desires to and agrees to so serve, and three (3) members of the Board elected at the Organizational Meeting of the Board of Directors.

1. The Executive Committee shall be empowered to act for the Board of Directors on any matter requiring action at times between meetings of the Board of Directors; said Committee shall have the power to act on measures duly brought before it through correspondence provided; however, that, with respect to Association funds, such appropriation shall not exceed the sum of \$1,500.00 at any Executive Committee session.
2. Four Members of the Executive Committee shall constitute a quorum for the conduct of business.
3. The Executive Committee may conduct business by written correspondence, electronic correspondence included but not limited to e-mail and facsimile or conference telephone call.

4. The Executive Committee shall report its actions and activities to the Board of Directors at its next regularly scheduled meeting.

4.20. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

## ARTICLE 5 OFFICERS

5.1. Responsibility. All Officers shall be Members of the Association. All Officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Officers of the Association shall be as follows:

- President
- Vice-President
- Secretary\*
- Treasurer\*
- Chaplain
- Medical Officer
- Judge Advocate
- Sergeant-at-Arms

\*May be combined as Secretary-Treasurer

All Officers shall be elected by the Members at the Annual Meeting of Members and shall hold office for the term of one year or until their successors are elected. The nominee for office receiving a plurality of the votes cast shall be declared elected. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. In case of death or resignation of the President, succession shall be as follows: Vice-President, Secretary and Treasurer. In case of the death or resignation of any other officer, the successor shall be appointed by the President to serve until the next Annual Meeting of Members. Officers elected at the Annual Meeting of Members shall assume their respective offices upon being administered the oath of office at the banquet. The Board of Directors may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms. All Officers shall be voting, regular or regular Life Members of the Association in Good Standing.

5.3. Resignation and Removal. Any officer may resign at any time by giving written notice to the President, Vice President or the Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. No acceptance is necessary for the resignation to be effective. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Association. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4. President. The President shall be the chief executive and operating officer of the Association, and subject to the direction and under the supervision of the Board of Directors. The President shall have general charge of the business affairs and property of the Association. Specific responsibilities include:

- a. The President shall preside at all meetings of the Members.
- b. He shall present at each Annual Meeting of Members, a report of the condition of the business of the Association.
- c. He shall cause to be called, whenever necessary, regular and special meetings of the Members and Directors in accordance with these By-Laws.
- d. He shall, as he may deem necessary or advisable, appoint and remove, employ, discharge and fix compensation of all servants, agents, employees and clerks of the Association, subject to the approval of the Board of Directors.

- e. He shall appoint such committees, as he may deem necessary or advisable unless the designation of such committees are elsewhere provided for in these By-Laws.
- f. He shall sign and make all contracts and agreements in the name of the Association. However, he may delegate this responsibility to other members in writing.
- g. He shall see that the books, reports, statements and certificates required by statute are properly kept, made and filed according to law.
- h. He shall enforce these By-Laws and perform all the duties incident to the position and office and which are required by law.
- i. He shall serve as an ex-officio Member on all Boards and Committees, except the Committee on Nominations.

The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

5.5 Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice-President shall assist the President in the management of the Association, performing such tasks as are assigned him by the President.

The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Association, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Association (if any), and a book of minutes of the meetings of the members, of the Board of Directors, and such other boards and committees as may be convened, in appropriate books.

The Secretary shall keep a membership book containing the names and addresses of each Member maintained so as to show at all times the names of the members, by units if practicable, alphabetically arranged, their respective places of residence, their post office address, the date on which each person became a Member and the amount paid as dues. The Secretary shall give the notices of the special meetings of the voting Members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Association and shall attend to all correspondence and perform all the duties incident to the office of Secretary. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws. The Board of Directors or the President, with the advice and written consent of the Board of Directors, may delegate all or part of the authority, duties and responsibilities of the Secretary to subordinate officers or to the Association Manager, as are reasonable and necessary for the efficient management and operations of the Association.

5.7. Treasurer. The Treasurer shall have custody of all Association funds; keep full and accurate accounts of all receipts and disbursements of the Association, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Association as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. Specific responsibilities include:

- a. The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Association and deposit all such funds in the name of the Association in such bank or banks, trust company or companies or safe deposit vaults as the Board of Directors may designate.
- b. He shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for payment of money and pay out and dispose of same and receipt therefore under the direction of the Board of Directors.
- c. He shall exhibit at all appropriate times his books and accounts to any Member or Director of the Association upon application at the office of the Association during business hours.

- d. He shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and at such other times as shall be required of him, and a full financial report at the Annual Meeting of Members. The fiscal accounting year shall be June 1 to May 31, inclusive.
- e. He shall keep at the office of the Association correct books of account of all Association business and transactions and such other books of account as the Board of Directors may require.
- f. He shall do and perform all duties appertaining to the office of Treasurer.
- g. He shall give a bond or other security in amount equal to the amount of funds in his custody for the faithful performance of his duties.
- h. He shall report annually to the Board of Directors as to the types of insurance wherein the Association, its Members and its Directors and Officers are insured persons, the type of each policy (ies), the insurance company (ies) that has issued the policy (ies) to the Association and the liability amounts and deductibles.

The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President, with the advice and written consent of the Board of Directors, may delegate all or part of the authority, duties and responsibilities of the Treasurer to subordinate officers or to the Association Manager, as are reasonable and necessary for the efficient management and operations of the Association.

5.8. Secretary – Treasurer. By election of the Members at the Annual Meeting of Members, one individual may be elected Secretary-Treasurer. If such is the case, his duties shall be as outlined in Sections 5.6 and 5.7 above.

5.9. Chaplain. He shall open and close meetings with prayer. He shall act as spiritual advisor to the Association and shall hold fitting funeral ceremony for deceased Members when called up to do so. Further, he shall be consulted when services memorializing Members of the Association are considered appropriate.

5.10. Medical Officer. The Medical Officer shall be a licensed physician or a person certified by a national organization in the medical arts who serves to advise the Association and its Officers in all matters of public health importance and safety that may impact the Association's Members.

5.11. Judge Advocate. The Judge Advocate shall be a licensed attorney-at-law. He shall advise the Association and its Officers in all matters of a legal nature concerning the Association. He shall also act as Parliamentarian at all official meetings.

5.12. Sergeant-at-Arms. He shall, under the direction of the presiding officer at any time and at all meetings, be empowered to preserve the dignity and decorum of the meetings and to take steps necessary to enforce instructions given him.

5.13. Association Manager. The Association Manager shall have such authority, duties and responsibilities set out in this ARTICLE 5 as assigned by the Board of Directors, and may exercise such other powers as are usually incident to the position of Association Manager or as may be assigned by these Bylaws or by the Board of Directors in writing from time to time. The Association Manager is not an Officer or Director of the Association.

5.14. Annual Transition. To maintain Association continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Association's financial accounts and signature cards.

ARTICLE 6  
PROHIBITED ACTIVITIES

6.1. Actions Jeopardizing Tax Status. This Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

6.2. Lobbying and Political Activities. The promotion of social welfare does not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Lobbying and other activities to influence legislation are not considered political intervention. The Association may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. Also, the Association may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree. Any political action or attempt to influence politics, local or national, by the Association or by the Association Officers or employees acting for the Association, is prohibited.

6.3. Private Inurement. No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, Members or other private persons. However, the Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

6.4. Non-Discrimination. In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, national origin or gender.

6.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Association (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Association employees, directors or officers, and members of any Association Committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Association and work to the detriment of the Association.

6.6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Association; or b) Association employees are loaned to other organizations, or the employees of another organization are loaned to this Association.

6.7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.8. Preventing Conflict Situations. The Association, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- (a) Fiduciaries should refuse to enter into self-dealing relationships with the Association as a vendor.
- (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

6.9. Litigation. The Association shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE 7  
OTHER FINANCIAL MATTERS

7.1. Property of the Association. The title to all property of the Association, both real and personal, shall be vested in the Association.

7.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed to a nonprofit fund, association, or Association which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Association, as may be determined by the Board of Directors of this Association in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

7.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Association, and any such officer may affix the corporate seal (if any) of the Association thereto.

7.4. Voting Stock Owned by the Association. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of the security holders of any Association or other entity in which this Association may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Association might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

7.5. Financial Accounts. The Association may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Association purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agent(s) of the Association, and in such manner, as set out in Section 7.6, or is determined by the Board of Directors from time to time.

7.6. Authorized Signatories: The authorized signatories for the Association's checking accounts, savings accounts or investment accounts, are enumerated as follows:

- (a) the President of the Association,
- (b) the Treasurer of the Association, and
- (c) a Director selected by the Chairperson of the Board at the Organization Meeting, and
- (d) the Association Manager if so authorized by the Chairperson of the Board at the Organization Meeting.

All checks and drafts in excess of \$1,000.00 or in an amount determined in writing by the Board of Directors from time to time but not more than \$5,000.00, shall be signed by two of the four authorized signatories.

7.7. Appointment and Employment of Advisors. The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and

formulating programs for carrying out the Association's purposes. The Board of Directors is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Association and to pay reasonable compensation for services and expenses thereof.

7.8. Financial Statements and Reports. An independent auditor appointed or approved by the Board of Directors shall at such time as the Board determines prepare for the Association as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Association. The auditor's charges and expenses shall be proper expenses of administration.

7.9. Limitations on Debt. No debt shall be incurred by the Association beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Association unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Association. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.10. Liability of Directors and Officers. No director or officer of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Association's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.11. Liability of Members. No Member of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Association's assets for payment.

7.12. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Association. Cessation of membership shall operate as a release and assignment to the Association of all right, title and interest of any Member, but shall not affect any indebtedness of the Association to such Member.

7.13. Fiscal Year. The fiscal year of the Association shall be from each June 1 to each May 31.

## ARTICLE 8 COMMITTEES

8.1. Committee Powers. Committees of the Association shall be standing or special. The Board of Directors or the President may refer to the proper Committee any matter affecting the Association or any operations needing study, recommendation, or action, to serve at the discretion of the Board of Directors. The Board of Directors may establish such special committees or standing committees in addition to those specified in this ARTICLE 8 as it deems appropriate with such duties and responsibilities as it shall designate, except that no Committee has the power to do any of the things a Committee is prohibited from doing under the Nonprofit Corporation Law of the State of California. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

8.2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any Committee is as an advisory group to the Board of Directors. No Member of any Committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Association or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Association.

8.3 Revocation of Delegated Authority. The Board of Directors may, at any time, revoke or modify any or all of the authority that the Board of Directors has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board of Directors.

8.4. Committee Membership. The Board of Directors, acting upon the recommendation of the President, shall appoint the members of such committees, and also select a Committee Chairperson. Persons other than directors may be appointed to such committees, but the Chairperson of each Committee must be a director of the Association. The President and the Association Manager shall be an *ex-officio* Member of every Committee other than the Executive Committee. Every Committee shall consist of at least two (2) persons, exclusive of the President and the Association Manager. Committee members shall be appointed for one-year terms.

8.5. Committees. In addition to other committees the Board may establish from time to time, the Association will have the following standing committees appointed by the President. Additionally, the President may appoint special committees for other purposes as he feels necessary.

(a) Executive Committee. The Executive Committee shall, pursuant to Section 4.19 above, in intervals between meetings of the Board of Directors, have general control of the affairs of the Association, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board of Directors. The Chairman of the Board of Directors shall be the Chairperson of the Executive Committee.

(b) Budget and Finance Committee. The Budget and Finance Committee shall consist of the Vice-President of the Association who shall be Chairperson, the Treasurer (or the Secretary-Treasurer, if so appointed), the Judge Advocate and the immediate past President of the Association. It shall be the duty of this Committee to prepare an annual budget for submission to the Board of Directors at the annual meeting, to supervise the expenditure of Association funds and to have conducted an annual audit of the funds of the Association. The Budget and Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Association's finances, and, in conjunction with the Investment Committee, to oversee the investment of the various funds of the Association. The Budget and Finance Committee shall also submit recommendations to the Board for the selection of auditors, accountants and investment managers.

(c) Nominations Committee. The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors, officers and Committee members of the Association. It will consist of a Chairperson and one Member from each Chapter, (as nominated by the respective Chapter President), and not more than three members at large.

(d) Resolutions Committee. The Resolutions Committee shall consider and present proposed resolutions at the Annual Meeting of Members. It shall consist of a Chairperson and one Member from each Chapter, (as nominated by the respective Chapter President), and not more than three members at large.

(d) Membership Committee. The Membership Committee shall consist of three members, one of whom will be appointed Chairperson. It shall be the duty of this Committee to organize, execute and supervise an active membership-recruiting program within the Association. This Committee shall also recommend to the directors the types and amounts of dues for memberships in the Association.

(e) Publicity Committee. The Publicity Committee shall be responsible for contact with other organizations with similar purposes and for the distribution of news of the Association and its activities to the public.

(f) Activities Committee. The Activities Committee shall organize various activities and events, not necessarily limited to fund raising events, and coordinate its efforts with, and assist, the Publicity Committee.



(g) Reunion Advisory Committee. The Reunion Advisory Committee shall consist of a Chairperson and two others appointed by the President. Their terms of office shall be three years with one Member being appointed each year. The Reunion Advisory Committee shall have the following responsibilities:

- 1) Develop and maintain a five-year plan and present proposed Reunion destinations for approval by the Board of Directors. (Amended 3 September 1994)
- 2) Suggest a suitable nominee as Chairperson of the Annual Reunion Committee for appointment by the President.
- 3) Exercise overall control of planning and provide general guidance and assistance to the Chairperson of the Annual Reunion Committee in running the Annual Reunion.

(h) Annual Reunion Journal Committee. The Annual Reunion Journal Committee shall consist of three members, one of which will be appointed Chairperson, a Reunion Journal Editor and a Treasurer. It shall be the duty of the Chairperson to organize the Annual Reunion Journal Advertising Program and supervise the preparation, publishing and distribution of the Annual Reunion Journal. He shall cause a financial statement to be prepared for submission to the President. The financial statement shall account for all funds received and disbursed in the production of the Annual Reunion Journal. The financial statement is due no later than four months after the conclusion of the Annual Reunion. The net proceeds and a copy of the financial statement shall be forwarded to the Association Treasurer.

(i) Annual Reunion Committee. The Annual Reunion Committee shall consist of a Chairperson appointed by the President and others as required to run the Annual Reunion. The Chairperson will have the responsibility under the general guidance of the Reunion Advisory Committee, to plan and execute the Annual Reunion. The Chairperson will have the authority to name his own Committees and to execute and sign contracts for commitments in support of the Annual Reunion. The Chairperson shall cause a financial statement to be prepared for submission to the President. The financial statement shall account for all funds received and disbursed in support of the Annual Reunion. The report is due no later than four months after the conclusion of the Annual Reunion. The net proceeds and a copy of the financial statement shall be forwarded to the Association Treasurer. This statement shall be published in CALTRAP for information of Association

(j) By-Laws Committee. The By-Laws Committee shall consist of three members. The chairperson will be the Judge Advocate. It shall be the duty of this Committee to consider proposed By-Law changes and to make appropriate recommendations to the Executive Committee concerning the same in sufficient time for publication in accordance with ARTICLE 13.

(k) Awards Committee. The Awards Committee shall consist of three members, one of who will be appointed Chairperson. It shall be the duty of this Committee to solicit recommendations for appropriate national recognition for individual service that, in the opinion of the Committee, merits recognition by the Association.

(l) Investments Committee. The Investments Committee shall consist of the President of the Association and the Executive Committee, and shall be authorized to invest the funds of the Association pursuant to the written guidelines established from time to time by the Board of Directors. The funds of the Association shall be invested in income-producing properties and securities, or deposited in savings accounts, Savings & Loan accounts, Certificate(s) of Deposit, and/or in other such depositories as appropriate. The Committee on Investments is further authorized and empowered to direct the Association Manager to invest such monies in safe securities and/or properties, and to sell, transfer and/or re-invest the same in such a manner as will best safeguard the funds of the Association.

8.6. Publications. The Board of Directors shall, if they deem it advisable, authorize official publications of the Association, and shall appoint editors thereof. The publications will be under the operational control of the Association President.

8.7. Term. The Members of all Committees, (with the exception of the Reunion Advisory Committee), shall serve during the term of the President or at his pleasure, unless otherwise indicated.

ARTICLE 9  
CORPORATE RECORDS, REPORTS AND SEAL

9.1. Minute Book. The Association shall keep a minute book in written form which shall contain a record of all actions by the Board of Directors or any Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. The Minutes of the Annual Meeting of the Members shall be published in the Fall issue of the official publication of the Association (CALTRAP).

9.2. Books and Records of Account. The Association shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

9.3. Articles of Incorporation and Bylaws. The Association shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

9.4. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Association shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

9.5. Annual Report; Statement of Certain Transactions. The Board of Directors shall cause an annual report to be sent to each Director within 120 days after the close of the Association's fiscal year containing the following information:

- (a) The assets and liabilities of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Association, its parent, or its subsidiary was a party, (ii) which involved more than \$5,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$5,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

- (1) Any Director or Officer of the Association, its parent, or its subsidiary;
- (2) Any holder of more than 10% of the voting power of the Association, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Association; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$5,000 paid during the fiscal year to any Officer or Director under ARTICLE 10 or ARTICLE 11.

9.6. Directors' Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Association and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9.7. Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board of Directors. Failure to affix the seal to Association instruments, however, shall not affect the validity of any such instrument.

ARTICLE 10  
CHAPTERS

10.1. Purpose. All Members will encourage the formation of Chapters of the Association. These Chapters will submit a written application to the Board of Directors through the Association's President for being granted a Charter. Upon receipt of the Charter from the Association, the Member of the Chapter will conduct themselves, their meetings and their finances consistent with these Bylaws. Such Chapters and Chapter Charters shall remain in effect at the discretion of the Board of Directors. Each Chapter shall provide a copy of its Charter and any revisions thereto, to the Association.

10.2. Officers. Each Chapter shall elect a President and a Secretary-Treasurer and any other Officers necessary for the conduct of the Chapter. The names of the Officers shall be reported to the Association Secretary immediately upon election. Associate Members may vote and hold office in the Chapter at its discretion.

10.3. Membership. A Chapter must maintain a minimum membership of six members. Membership in a Chapter is contingent upon the applicant being a Member in good standing in the Association. Chapter Secretaries will submit to the Association Secretary by June 1st of each year, a roster of Members of the Chapter in good standing.

10.4. Compliance with the Law. Chapter Secretaries shall furnish such information as may be required to the various states' agencies as required by the law of the State in which the Chapter is located, with a copy of said submission provided to the Association within thirty (30) days of the submission.

10.5. Coordination of Events. In their local activities, Chapters are encouraged to invite participation and support from active duty Marine Corps units and personnel in their areas. However, requests for support from Headquarters, U. S. Marine Corps, for bands, general officers as speakers, etc., will be coordinated by the Association Military Liaison Officer upon request to the Association President.

10.6. Annual Reporting. Each Chapter shall submit in writing to the Association by June 1st of each year for its review, (1) a Statement of Income setting out the income and expenses of the chapter for the previous 12 months by the Chapter, (2) a Balance Sheet outlining the assets and liabilities of the Chapter, (3) a list of the functions undertaken by the Chapter for its membership and (4) a certification signed by the Chapter President or executive office that the Chapter has conducted its activities pursuant to the Bylaws of the Association and in compliance with local laws. Failing to provide the requested information shall subject the Charter of the Chapter to suspension or revocation by the Association at the Annual Meeting of the Association.

ARTICLE 11  
INDEMNIFICATION

11.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Association or, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Association to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the Association to provide broader indemnification rights than state law permitted the Association to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the Association. To the extent authorized by state law, the Association may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

11.2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

11.3. Indemnification of Employees and Agents of the Association. The Association may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by the Association, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Association to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Association.

11.4. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify the person against the liability under these Bylaws or the laws of the state of California.

11.5. Changes in California Law. If there is any change of the California statutory provisions applicable to the Association relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this ARTICLE 11 shall be determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

11.6. Amendment or Repeal of Article. No amendment or repeal of this ARTICLE 11 shall apply to or have any effect on any director, officer, employee, or agent of the Association for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

11.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this ARTICLE 11 are expressly conditioned upon such rights not violating the Association's status as a tax exempt organization described in Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 12  
CONSTRUCTION AND DEFINITIONS

12.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Association and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 13  
AMENDMENTS TO BYLAWS

13.1. Adoption. Except those items specified in these Bylaws as not being subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by the Board of Directors subject to membership ratification, and shall be effective only upon such ratification only after due notice of ratification of such proposed amendment(s) with explanations therefore, has been published in any issue of the official publication of the Association (CALTRAP) immediately preceding the Annual Meeting of the Members, unless such notice is waived in accordance with these Bylaws. Membership ratification shall require the affirmative vote of at least a majority of the total number of voting Members attending the Annual Meeting of the Members. Proposed Amendments must be submitted to the Chairman of the By-Laws Committee on or before April 1 of the year in which the action to amend will be held. Late proposals are not accepted.

13.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Association for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

*Adopted by vote of Membership on August 27, 2016  
pursuant to Article XII of the Bylaws of the Association  
then in effect. Effective August 27, 2016.*