

**BY-LAWS**  
**OF**  
**SQUADRONS & SHIPMATES**  
**OF**  
**THE FDR-MIDWAY, INC.**

**ADOPTED AS OF JULY 1, 2009**

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**BY-LAWS**  
**OF**  
**SQUADRONS & SHIPMATES OF THE FDR-MIDWAY,**  
**INC.**

**ADOPTED AS OF JULY 1, 2009**

**ARTICLE ONE**  
**REGISTERED AGENT AND OFFICE**

**1.1 Purpose of By-Laws.** These By-Laws constitute the code of rules for the regulation and management of the **SQUADRONS & SHIPMATES OF THE FDR-MIDWAY, INC.**, as authorized by its Articles of Incorporation. As used in these By-Laws, this corporation is referred to as the “Corporation,” and the Georgia Non-profit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the “Code” (or “Code Section”). These By-Laws are adopted in order to fulfill the objectives of the Corporation as stated in the Articles and Code Section 301, and to exercise the powers conferred upon the Corporation under Code Section 302.

**1.2 Registered Office and Agent.** The Board of Directors shall designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The Board may change these designations at any time. In the event the Board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the Corporation, and the principal office of the Corporation, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Board of Directors makes some other affirmative designation.

**1.3 Other Offices.** The Corporation may have offices at such place or places, within or without the State of Georgia, as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

**ARTICLE TWO**  
**PURPOSES AND GOVERNING INSTRUMENTS**

**2.1 Non-profit Corporation.** The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Code. Non-profit organizations are burdened today by the cost of printing and postage for notices and election ballots. In the spirit of trying to keep membership dues at an absolute minimum, this organization will be using The Internet for transmitting notices and election ballots. For those members without access to a computer or who request notice by mail, notices and election ballots will be mailed to the member as provided herein.

**2.2 Purposes.** The Corporation's purposes are exclusively those listed below permitted under Section 501(c) (19) of the Internal Revenue Code, as amended:

- (a) To provide a social and recreational activities for its members;
- (b) To perpetuate the memory of deceased veterans and members of the U.S. Armed Forces and the comfort of their survivors;
- (c) To sponsor and participate in activities of a patriotic nature;
- (d) To conduct other exclusively charitable and educational programs within the meaning of Section 501(c) (19) of the Internal Revenue Code of 1986, as amended; and
- (e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these By-Laws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Code (subject to and within the limitations of Section 501(c) (19) of the Internal Revenue Code).
- (f) To accomplish the foregoing purposes, the Corporation shall request the assistance of its members to:
  - (w) To assist with planning annual reunions and the business meeting;

- (x) To make a concerted effort to locate former members of squadrons and shipmates with the assistance of the Corporation;
- (y) To share all pictures, letters or other memorabilia of these two ships and all the squadrons related to these two ships. No member will be allowed to profit from any sale of memorabilia within or outside the organization; and
- (z) To improve and nurture the Corporation and to bring together other family members by attending outings outside the annual reunion setting. Younger generations will always be encouraged to attend.

**2.3 Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and its By-Laws.

**2.4 Procedure Rules at Meetings.** It is understood that in the transaction of its business, the meetings of the Corporation, its members, its Board of Directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the Articles of Incorporation, these By-Laws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the Articles of Incorporation, these By-Laws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of **Robert's Rules of Order, Newly Revised**.

**2.5 Dissolution.** In the event the membership elects to dissolve the Corporation, any funds remaining after all expenses are paid shall be remitted to Midway Museum in San Diego if it is still in operation. If not, all funds will be turned over to the Mayport Naval Station for the upkeep of the Monument of the Franklin D. Roosevelt. If neither one exist, all funds will be turned over to the U.S.O.

**ARTICLE THREE**  
**MEMBERSHIP**

**3.1 Eligibility for Regular Membership.**

(a) Regular Membership in the Corporation is open to any natural person: (i) who either has served aboard the U.S.S. Franklin D. Roosevelt or the U.S.S. Midway or served in a squadron assigned to one or both of the U.S.S. Franklin D. Roosevelt or the U.S.S. Midway; and (ii) who has paid the requisite dues. To be very clear on this matter, a member did not have to serve on either of these two sister ships, but rather only to have served in a squadron that was assigned to one of these two great ships at any time when these two ships were commissioned in the U.S. Navy. Any such individual shall be considered an active regular member in good standing and may exercise voting rights in the Corporation, as defined in Article 3 and Article 4 of the By-Laws.

(b) Widows and Widowers of former regular members or potential members are eligible for regular membership. Annual dues will be \$1.00. These widows and widowers will have full voting rights

(c) Any lineal descendant of either a regular member or of any deceased person who would have qualified for regular membership with the Corporation under Paragraph 3.1(a) may become a regular member with full voting rights when the regular annual dues are paid and the survivor is in good standing. Such member will be obligated to pay the same dues as the regular member or potential regular member who served on the FDR or Midway or in squadrons that were assigned to either of these two ships. The member may also purchase a lifetime membership which would be 10 times the amount of the present annual membership dues. Any such member who is a direct descendant of a former regular member or potential member will have also have voting rights, but only one member per generation of family linkage will have voting rights. If the eldest descendant is not a member, then the next eldest will have voting rights if he or she is a member and dues are paid in full. There can only be one voting regular member per generation.

**3.2 Eligibility for Auxiliary Membership.** Auxiliary membership in the Corporation is open to any person who (a) is the spouse, parent, or lineal descendant of any living or deceased person who either served aboard the U.S.S. Franklin D. Roosevelt or the

U.S.S. Midway or served in a squadron assigned to one or both of the U.S.S. Franklin D. Roosevelt or the U.S.S. Midway; and (b) the member has paid the requisite dues, as elaborated upon below. Any such individual shall be considered an active auxiliary member in good standing but shall not have any voting rights in the Corporation.

**3.3 Docent Membership.** Any present unpaid members of the Docent Team aboard the Midway Museum who is also a veteran of any branch of the United States military will also be eligible for membership. The eligible member will have full voting rights. All future members of the Docent Team will be eligible to join after one year of uninterrupted service to the Midway Museum. Any former unpaid docent who served for at least one year of uninterrupted service to the Midway Museum will also be eligible to be a member if he or she is, or was, a veteran of the United States military.

**3.4 Application and Election to Regular Membership.** Any person interested in election to membership in the Corporation will submit a completed written application for membership on a form adopted by the Board of Directors and tender payment of the initial dues as specified in Section 3.7 of these By-Laws, to the Treasurer. The Treasurer's address will be on the application. Should the application and dues satisfy the requirements for election to regular membership in the Corporation; the Treasurer will promptly certify the application for election to the Secretary of the Corporation for entry on the membership roster. However, the Treasurer may reject any application for auxiliary membership if such membership would disqualify the Corporation as a "veterans' organization" under Section 501(c) (19) of the Internal Revenue Code of 1986, as amended. Whenever an issue concerning an application for election to membership of any person arises, that application and any other pertinent information is referred to the Board of Directors for action, subject to further review or direction by the membership of the Corporation. Until the initial Treasurer is appointed, all applications will be directed to the address on the application. All applicants for membership must be defenders of the Constitution of the United States and must have never committed act against the Constitution of the United States.

**3.5 Good Standing and Active Status.** In order to be an active member in good standing, qualified to act in the business of the Corporation as prescribed herein, each regular or auxiliary member, must (a) be at least thirty-six (36) years of age; and (b) have paid the Corporation's annual dues for the current calendar year to the Treasurer. Provided, however,

widows, widowers and descendants of a former or potential regular member must be at least eighteen (18) years of age. Annual dues are due on July 1 of each year after the initial year; however, payment of annual dues is considered timely if mailed or postmarked by July 31 of each year. Only active regular members in good standing have the right to vote, each regular member having one (1) vote.

**3.6 Suspension From Active Status; Termination:**

(a) Any member whose annual dues are not mailed to the Treasurer and not postmarked by July 31 of a given year will be considered suspended from active status without further notice and not in good standing until the annual dues in arrears are paid to the Corporation. If payment is not made by December 31 of that year, the membership will be automatically terminated by the Secretary, and the member(s) stricken from the membership roster without further notice. Any member who has been either suspended or terminated has no voting rights, and remains obligated to the Corporation for any dues or amount that is outstanding as of the date the membership is suspended or terminated. If a member wants to terminate their membership with the organization because of health reasons, he/she should become an auxiliary member so his or her heirs can remain as, or become, auxiliary members or regular members.

(b) Any membership may be terminated only for stated cause other than for failure to pay the annual dues only by a procedure that is fair, reasonable and carried out in good faith. Motions to terminate membership shall be initiated only by the Board of Directors and must be approved by an affirmative vote of 2/3 of all of the members present at the annual meeting. At least fifteen (15) days prior to the membership meeting at which the Board plans to present its motion for termination, the Board shall send a notice by first class certified mail, return receipt requested, to the person whose membership it proposes to terminate, advising that member of the intended action, stating the reasons for the proposed termination of membership and providing the member an opportunity to respond and to be heard by the membership before any vote is taken. Any termination of a member approved by the members of the Corporation shall not take effect for five days after the membership vote to approve the termination. Any member who has been terminated remains obligated to the Corporation for any dues that are outstanding as of the date the membership is terminated. Auxiliary members related to terminated members may remain in the organization upon Board approval.

### 3.7 Dues Assessment.

(a) The initial dues paid with the application for election to regular membership shall be Ten Dollars and Twenty-seven Cents (\$10.27) for those members of squadrons for which that squadron served aboard the FDR and shipmates who served aboard the FDR, unless otherwise adjusted by the Board of Directors.

(b) The annual dues to be paid by each regular member for members of squadrons for which that squadron served aboard the Midway and shipmates who served aboard the Midway will be \$9.10, unless otherwise adjusted by the Board of Directors.

(c) The annual dues to be paid by each regular member for each calendar year after the calendar year that member is elected shall be the same as the initial dues, unless otherwise adjusted by the Board of Directors.

(d) The initial dues paid with the application for election to auxiliary membership shall be One Dollar (\$1.00) unless otherwise adjusted by the Board of Directors.

(e) The annual dues to be paid by each auxiliary membership for each calendar year after the calendar year that membership is elected shall be One Dollar (\$1.00) unless otherwise adjusted by the Board of Directors.

(f) Charter Members will be defined as members who join the association at any time during 2009. All applications must be postmarked prior to January 1, 2010. **By vote of the entire membership during the last week of 2009, the Charter Membership period has been extended until June, 30 2010. All formal applications must now be postmarked before July 1, 2010.**

(g) Charter Members who were associated with the Midway will pay only \$4.10 per year each year as long as that member is not delinquent in any dues during his or her membership. If the member is delinquent (meaning that dues are paid or postmarked after July 31 of any year thereafter) the Midway charter member will then have to pay \$9.10 annually, or such other amount as is then the annual membership fee.

(h) Charter Members who were associated with the FDR will pay \$4.20 per year each year as long as that member is not delinquent in any dues during his or her membership. If the member is delinquent (meaning that dues are paid or postmarked after

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July 31 of any year thereafter) the FDR charter member will then have to pay \$10.27 annually, or such other amount as is then the annual membership fee.

(i) To become a lifetime member, members may pay 10 times the amount of their membership dues at anytime during their membership or at the time of their initial membership. If a member wishes to buy a lifetime membership during 2009, this will make the member a charter lifetime member. Charter lifetime membership dues in 2009 will be \$41.00 for Midway members and \$42.00 for FDR members. All non-charter members will have lifetime membership dues of \$91.00 for Midway members and \$102.70 for FDR members. Members of the 14 squadrons who served on both ships will use the Midway option. There are no lifetime memberships for auxiliary members but auxiliary members can become regular members. The Docent Team may also become lifetime members or charter lifetime members.

(j) Lifetime memberships are not passed on to the descendants. Lifetime membership means the lifetime of the member who bought the membership. If, in the rare situation of the entire membership, or up to 75% of the membership are lifetime members, no dues, or very few dues, would be collected after 10 years and other arrangements would have to be made for operating expenses. The Corporation can function only if revenue income remains strong enough to meet the annual expenses. If this very remote possibility should ever occur, lifetime members who have not been paying dues the longest would then have to commence paying dues of an annual amount determined by the Board of Directors, and only after they received 15 years of free membership. The Board of Directors may cease the sale of lifetime memberships if the trend of the membership is approaching 75% of lifetime memberships of the entire organization. This will only happen to protect lifetime members from ever having to pay annual dues again.

### **3.8 Resignation From Membership.**

(a) Any member of the Corporation may resign his or her membership in the Corporation by a written notice to the Secretary, with no refund, or rebate of dues or fees.

(b) Any member who resigns his or her membership remains obligated to the Corporation for any dues that is outstanding as of the date the member resigned.

**3.9 Honorary Lifetime Membership.** The membership of the Corporation may elect any person, who in their collective judgment is worthy of the honor, to honorary

lifetime membership in the Corporation. Honorary lifetime members have all rights and privileges of membership other than the right to vote, and no dues, fees or other assessment shall imposed on them by the Corporation. A motion to elect an honorary lifetime member may be made by any active regular member in good standing without prior notice at any meeting of the Corporation once quorum is established at that meeting. Honorary Lifetime Membership means any live person whether or not they served in any squadron or aboard either ship. This Honorary Lifetime Membership will be reserved for personnel who will bring a strong influence to the organization and aid and support the organization. Honorary Lifetime Membership can be terminated through the regular channels. Honorary Lifetime Memberships can only be granted to veterans of the United States military as this is still a Veterans Organization.

**3.10 Qualification as Veterans' Organization.** The Board of Directors shall at all times monitor the nature of the regular members of the Corporation so that at all times the Corporation shall qualify as a veteran's organization under Section 501(c)(19) of the Internal Revenue Code, as amended, and the Board is authorized to decline any membership applications if any such membership would jeopardize such qualification.

#### **ARTICLE FOUR**

#### **CORPORATION MEMBERSHIP MEETINGS**

**4.1 Location of Meetings.** Any annual, regular or special meeting of the membership of the Corporation may be held at any place in the United States or Canada, including the territories of the United States. Although the designation of a usual meeting date, time or location is reserved to the membership of the Corporation, the Board of Directors or the membership may determine a different location for a particular meeting as circumstances warrant. Any foreign location will have to have the approval of the majority of the entire membership, not just members present at a meeting.

**4.2 Annual Meeting; Date.** The annual meeting of the Corporation is held in May, June or July unless the membership of the Corporation at a prior regular or special meeting designates a different date for a particular year. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the annual meeting, may be brought up for action by the membership, except for any matter for which prior notice is required by the Articles of Incorporation, these By-Laws, or the Code. As required by the Code, the

membership is to receive reports from the President concerning the activities of the Corporation, and from the Treasurer concerning the financial status of the Corporation.

**4.3 Special Meetings; How Called.** Special meetings of the Corporation may be called for any purpose whatsoever, at other time by: (a) the President, (b) the Vice-President, (c) any three members of the Board of Directors, or (d) a written demand of ten percent (10%) of the active regular members of the Corporation in good standing and filed with the Secretary. The purpose of each special meeting must be stated in the notice. The notice of any special meeting is to be sent to all members in good standing under Section 4.4 of these By-Laws. If notice is not given to the membership of the date, time, place, and purpose of the special meeting within thirty (30) days after a sufficient number of directors or members have requested a special meeting, any person who signed that request may give written notice of meeting to the membership in any reasonable manner, setting forth the date, time, place and purpose of the special meeting.

**4.4 Notice of Meetings.** The Secretary will give notice of the time meeting date and location of each meeting of the membership of the Corporation not less than ten (10) or more than sixty (60) days before the scheduled meeting date. Normally, the notice is to be sent by email to the address of each member in good standing as reflected in the Corporation's membership roster. For the members who either do not have an email address or elect to receive notices by mail, the notice shall be sent by mail. Valid notice may be made through the official newsletter of the Corporation, if emailed or mailed at least ten (10) days prior to the scheduled, or at least thirty (30) days prior to the scheduled meeting date if transmitted by any other means. Any notice mailed shall be considered effective upon dispatch, or when received, if transmitted by any other means. A notice of an annual, or special meeting must include a description of any proposal when approval is required by the members under the Code, including proposals to: (a) determine that reimbursement of the judgment and expenses of litigation of a current or former director is appropriate under Code Section 855 (O.C.G.A. §14-3-855); (b) approve a transaction where a director has an interest conflicting with the Corporation under Code Section 863 (O.C.G.A. §14-3-863); (c) amend the Articles of Incorporation under Code Section 1003 (O.C.G.A. §14-3-1003); (d) amend the By-Laws under Code Section 1021, (O.C.G.A. §14-3-1021) except as limited in these By-Laws; (e) merge the Corporation with another entity under Code section 1103 (O.C.G.A. §14-3-1103); (f) sell all or substantially all of

the assets of the Corporation in other than the usual course of business under Code Section 1202 (O.C.G.A. §14-3-1202); (g) dissolve and terminate the Corporation under Code Section 1402 (O.C.G.A. §14-3-1402); (h) take an action that a member intends to present at a membership meeting, and that member has requested that notice be given to the membership in the notice of meeting by a writing tendered to the President or Secretary at least ten days prior to the dispatch of the written notice of meeting; and (i) remove a director from office when required by these By-Laws. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of a meeting, or of a matter brought before a meeting, as permitted by the Code.

**4.5 Registration Fees.** When the annual meeting is held at the reunion location, all registration fees must be paid first by all members attending the reunion. A member may attend the meeting without paying the registration fee for the reunion. Guests and auxiliary members may attend the meetings if space permits. All non-voting attendees must identify themselves to the Master-at-Arms.

**4.6 Quorum at Meetings.** The presence of twenty percent (20%) of the regular members in good standing and entitled to vote, whether in person or by proxy, constitutes a quorum for the transaction of business at meetings of the Corporation. Once a quorum is established at any meeting of the Corporation, it is presumed to exist for the balance of that meeting. As permitted by the Code, the presence of twenty percent (20%) of the regular members in good standing and entitled to vote, whether in person or by proxy, permits the membership to consider any matter at an annual or regular meeting for which prior notice of the matter is not specifically required by the Code.

**4.7 Member Proxies.** Each regular member in good standing and entitled to vote may participate in any meeting of the membership of the Corporation through a written signed and dated proxy executed by that member and promptly delivered to the Secretary. A proxy may limit or direct how the vote of the member, the proxy represents, shall be cast or on what matters a vote is to be cast. A proxy will identify the member, membership number, the member's agent, or the member's attorney who is authorized to hold and exercise that proxy on behalf of the absent member, any instructions concerning its use, the meeting(s) at which it is to be used or that it may be used at any period during a stated period of time, and the expiration date of the proxy, to be a date no more than eleven months after the date the proxy is executed.

Any proxy may be revoked in writing or in person by the designating member at any time, and only the proxy executed latest in date will be accepted by the Corporation.

**4.8 Membership Voting.** Unless otherwise provided in the Articles of Incorporation, these By-Laws, the procedural reference authority or the Code, the affirmative vote of a majority of those members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Unless otherwise provided in the Articles of Incorporation, these By-Laws, the procedural reference authority or the Code, the affirmative vote of a plurality of members casting a vote in an election, in the presence of a quorum, is necessary to the election of a nominee for any position in the Corporation.

**4.9 Mail/Email Voting.** Any matter which may be acted upon by the membership of the Corporation may be submitted to a vote of the membership by email. An email vote may be initiated by (a) action of the Board of Directors, (b) the written request of ten percent (10%) of the regular members of the Corporation and filed with the Secretary, or (c) the direction of the regular membership of the Corporation approved at any annual or special meeting of the Corporation. An email ballot on the particular issue, with all pertinent information will be printed from the email attachment sent to each regular member then in good standing within ten (10) days after the email ballot is initiated. For those members who do not have an email address or have elected to receive notices by mail, a ballot with such information will be mailed to them at the same time the email ballots are sent. To be counted in the official tally of the ballots, the ballots shall be returned to the Secretary within thirty (30) days after the date on the emailed or mailed ballots. At the time the ballots are due, the Secretary will promptly ascertain and certify the result of the voting. For the proposition to pass, or the election to be valid, a sufficient number of ballots equal to the number necessary for a quorum must be returned to the Secretary. Unless otherwise provided in the Articles of Incorporation, these By-Laws, the procedural reference authority or the Code, the affirmative vote of a majority of those members casting a ballot on a matter, with a quorum of ballots cast, is necessary to the adoption of an action. Unless otherwise provided in the Articles of Incorporation, these By-Laws, the procedural reference authority or the Code, the affirmative vote of a plurality of members casting a vote in an election, with a quorum of ballots cast, is necessary to the election of a nominee for any position in the Corporation. Thereafter, the Secretary will announce the results both at meetings of the Board of Directors and the membership and in the official

newsletter of the Corporation. The Board of Directors is authorized to adopt such procedures or rules as are reasonable and necessary to ensure the integrity of the balloting procedure.

**4.10 Computation of Members Eligible to Vote or Act as of “Record Date”.**

When any matter is proposed to be acted upon by the regular members of the Corporation as provided in these By-Laws or under the Code, only those regular members who are active and in good standing as of a designated date, known as the “record date” may vote or otherwise act as to that particular matter. As required by the Code, the Secretary shall prepare an alphabetical list of regular members qualified to participate on a particular matter as of the “record date” for that particular matter. Each list is to be available for inspection, requested by email and sent to the member by email, or copying by any member, the member’s agent or attorney, as provided by the Code. The “record date” for:

(a) any meeting of the membership of the Corporation is that date that is ten (10) days prior to the scheduled date of the particular meeting.

(b) any email and mail ballot, including email ballots for the election of directors, is the date the ballots are emailed and mailed by the Corporation to the regular members who are active and in good standing as of that date.

(c) written consents approving actions by the membership is that date when consent is signed by the first regular member giving his or her consent. A sufficient number of members must sign written consents approving the particular action within seventy (70) days after the date when the first member signed.

(d) a request of regular members to call a meeting of the membership, or to request an email and mail ballot to vote on a proposition, is that date such a request is signed by the first member approving of the request. A sufficient number of members must sign their written request within seventy (70) days after the date when the first member signed.

**ARTICLE FIVE**  
**BOARD OF DIRECTORS**

**5.1 Establishment and Function.** The Corporation is managed by a governing body known as the “Board of Directors.” As used in these By-Laws, a reference to the “Board of Directors” or “directors” refers to the entire board collectively or to a member of

the Board generically. The Board of Directors conducts its proceedings as provided in the Articles of Incorporation, these By-Laws and the Code.

**5.2 Composition and Term.** The Board of Directors shall initially consist of three (3) members prior to the first annual meeting of members in 2010, the membership shall elect and the Corporation shall thereafter have a Board composed of nine (9) persons elected for terms as specified in Section 5.3 below beginning on July 1 and ending on June 30 of the respective years and until their respective successors are elected and installed. Each director is elected by the membership of the Corporation by email or mail ballot prior to the annual meeting of the Corporation. If the Annual Meeting is after June 30 of any given year, the term of the Board of Directors will be extended until the Annual Meeting.

**5.3 Election, Nomination and Qualifications.** The annual election of directors by the membership will be conducted in accordance with the procedures outlined in this Title or elsewhere in these By-Laws, and the following:

**(A)** The nine (9) members of the Board of Directors will be the individuals designated (i) President, (ii) the Vice-President, (iii) the Secretary, (iv) the Treasurer, (v) the Vice-Treasurer and (vi) four (4) directors at-large. The President, Vice-President, Secretary, Treasurer and Vice-Treasurer are separately elected by the membership. The four (4) at-large directors are chosen from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected. Election of all positions is by plurality. These members will be elected each year on a rotating basis. During the first year of the organization all board members, President, Secretary and Vice-Treasurer will be voted in for two years. After the initial year of the organization the Vice-President, Treasurer and Master-at-Arms will be voted in for three years after the initial year of the organization. Thus, in 2010 election will be held for President, Secretary and Vice-Treasurer for two year terms. In 2010 elections will be held for Vice-President, Treasurer and Master-at-Arms for three terms. This rotation will continue for all future years whereby the President, Secretary and Vice-Treasurer Elections will be held in the even-numbered years and the Vice-President, Treasurer and Master-at-Arms will be held in the odd-numbered years. Each officer will have a two-year term.

**(B)** The other four board members will each be up for election or re-election after the initial year of the organization. One class of two Board members as designated initially shall then be elected for a three (3) term and the other class of two Board members shall be elected for two (2) year terms. Thereafter, all terms of Board members shall be two (2) years. No officer or board member shall be permitted to serve more than four years in any one position or office.

**(C)** The Nominating Committee will compile nominations for each position on the Board, and may make nominations in its own right. Nominations may be made by any person in good standing, including self-nominations, or by the Nominating Committee. No nomination will be placed on the annual election ballot unless: (i) the nominee is an active member in good standing, (ii) the nominee is at least eighteen (18) years of age, as required by the Code, and (iii) the nominee has affirmatively consented to the nomination, or has selected one nomination, if proposed for more than one office.

**(D)** Recommendations for nominations will be accepted by the committee between March 1 and March 31. All nominations will be verified not later than April 10. The final list of nominees will be submitted to the Secretary no later than April 15.

**(E)** The election is to be conducted by email and mail, in accordance with the provision of Section 4.9, except as modified by this Section. A ballot is to be sent by email to each member in good standing and entitled to vote no later than April 20. Ballots are to be downloaded by the membership and sent by first class mail to the Secretary and postmarked at least seven (7) days before the start of the next annual meeting. Only signed ballots will be accepted. Each marked ballot is to be promptly returned to the Secretary in a sealed envelope either by mail or in person. All returned ballots must be received no later than the designated time for the beginning of the Annual Meeting. No election shall be valid unless ballots are cast by at least twenty percent (20%) of the regular members eligible to vote, as determined under Section 4.10 below. At the designated time, the Secretary, or the designee of the Secretary, shall promptly proceed to ascertain and certify the results of the election, and announce these results during the Annual Meeting and in the official Corporation newsletter. If the

Secretary cannot be at the Annual Meeting, a Board member shall be named by the President to conduct the Secretary's duties at that meeting. The Board of Directors is authorized to adopt any procedures or rules reasonably necessary to ensure the integrity of the election. All ballots will be kept on file until one year after the election in case a committee wishes to review them. All ballots will be brought to the annual meeting in the event inspection is desired by any member.

**5.4 Powers.** The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the Articles of Incorporation, these By-Laws, or the Code, and the review and direction of the membership of the Corporation. Board members and officers are encouraged to have 3-way calling in their office or home to hold telephone conference meetings and also have a working email address.

(a) If some catastrophic event occurs that precludes the Corporation or the Board of Directors from assembling, then those directors who are capable of assembling, either in person or through a communications system allowing all of the participants to hear each other, shall convene as required and take any necessary action to preserve the corporation until the emergency ceases. A quorum shall consist of one-half of the directors who participate in the initial emergency session. Any emergency session shall be convened by any manner of notice reasonable, prudent or practicable in the circumstances. The available directors shall designate as many members of the Corporation as necessary to serve as acting directors so that there are nine persons acting as directors for the Corporation until the emergency conditions cease. The acting Board of Directors may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

**5.5 Meetings.** The Board of Directors will hold at least two (2) regular meetings during each calendar year, during the calendar month before the month of the normally scheduled date of the annual meeting of the Corporation under Section 4.2, and may call other or special meeting of the Board of Directors, at the discretion of (i) the President, (ii) the Vice-President, or (iii) any two (2) directors. Following their election, but prior to the July 1 on which their terms begin, the newly-elected Board of Directors will meet in joint session with the outgoing Board of Directors for an organizational session at which they will review all pending

matters before the outgoing Board, permit the new Board to organize its affairs and establish a fixed meeting schedule as to the regular Board meetings to be held prior to the scheduled regular meetings of the membership of the Corporation. Any matter relating to the affairs of the Corporation may be brought before the Board, unless notice of the matter is required to be included in the notice of the Board of Directors meeting. Notice of each regular or special meeting is to be sent to each director either by email, if the director has provided an email address, or by United States mail, postage prepaid, addressed to the address of record in the membership roster, at least five (5) days prior to a special meeting.

**5.6 Waiver.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Nine (“Notice and Waiver”).

**5.7 Quorum.** At meetings of the Board of Directors, the presence of a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. No proxies shall be authorized or allowed.

**5.8 Meetings.** Directors may attend and participate in meetings either in person or by means of conference telephones or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such communications equipment shall constitute presence in person at any meeting.

**5.9 Voting.** Each director has one (1) vote on the Board of Directors. Once a quorum is established, all matters put to a vote before the Board of Directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these By-Laws, the Articles of Incorporation or the Code. In the event that fewer than a majority, but at least one-third of the directors are participating, then the Board is authorized to consider and make recommendations on any matter action upon which is viewed as appropriate in the circumstances for action by the membership either at a meeting, by mail ballot or by written consent, or to call a special meeting of the membership as provided in Section 4.3.

**5.10 Removal of Director.**

(a) One or more directors, or the entire Board of Directors, may be removed by the affirmative vote of a majority of the regular membership of the Corporation present and voting on removal at a regular or special meeting of the Corporation membership, and where notice of a member's intention to present a motion for removal has been given to the membership pursuant to Section 4.4 or 4.9 of these By-Laws. A separate vote on removal must be made as to each director proposed for removal; and the motion may be voted upon by email ballot under Section 4.8 of these By-Laws.

(b) Any director who was elected to complete an unexpired term of a director on the Board through election by the directors may be removed by an affirmative vote of two-thirds of the remaining directors for a stated cause.

(c) Any director who has not participated in any meeting of the Board of Directors during a period of no less than six (6) calendar months may be removed by an affirmative vote of two-thirds of the remaining directors due to such absence.

(d) In the event of removal, the provisions of Section 5.3 and 5.9 will apply; however, if the removal of directors results in a total of four or more vacancies on the Board, the Nominating Committee shall organize and expedite the election of new directors to the vacancies on the Board of Directors by convening a special meeting of the membership, on some later date, at least ten but within fifteen days, after the date of the meeting at which directors were removed, with all members voting either in person or by proxy, and without utilizing mail voting, for the purpose of filling these vacancies.

**5.11 Vacancies.**

(a) When a vacancy occurs, or will occur, on the Board of Directors prior to July 1 in the year the term of office expires, then that vacancy is filled by the vote of the membership at the next regular or special meeting of the membership. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a two (2) week period after the vacancy is created. Email balloting may be utilized only if the period for returning ballots can be completed prior to the next membership meeting, with a fifteen (15) day response period after the ballots are mailed for the return of ballots to the

Secretary. Otherwise, a special election will be conducted at the first membership meeting after the vacancy is noticed or has occurred.

(b) Whenever a vacancy occurs, or will occur, on the Board of Directors after July 1 in a year when the term of office expires, then that vacancy is to be filled by vote of the Board of Directors, unless three or fewer directors remain, in which case, the expedited procedure in Section 5.8 will be implemented by the Nominations Committee.

(c) If any director-elect declines election, or fails to assume the responsibilities of director, that position is considered vacant as of the July 1 of the year the term begins, and is filled under Paragraph (a) of this Section 5.11.

**5.12 Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more consents in writing or by electronic transmission that describe the action so taken are signed by at least the number of directors who would be entitled to vote at a meeting having voting power to cast the minimum number of votes necessary to authorize or take action at a meeting at which all directors entitled to vote were present and voted. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent (and any such electronic transmissions) shall be placed in the minute book.

**5.13 Board Committees.** The Board of Directors may establish such committees composed of at least one (1) member of the Board of Directors as it determines to be necessary and proper from time to time, as provided in Article Six of these By-Laws. The membership of such committees need not be composed solely of directors; but the chair of any committee shall be a current director. Board committees may not exercise the authority of the Board of Directors when prohibited by the Code or these By-Laws. The Board of Directors shall establish at least the following four (4) committees: Finance, Reunion, Nominating, and Membership.

**5.14 Duties of Corporation Officers.** Each director of the Corporation who is elected to the Board of Directors as an officer or Director of the Corporation shall exercise the responsibilities pertaining to his office in addition to any other duty imposed on that office by the Articles of Incorporation, these By-Laws, the Code or by vote of the regular membership or the Board of Directors of the Corporation, as set forth in Article Eight of these By-Laws.

**5.15 Limitation on Service.** No person may simultaneously hold more than one major position in the Corporation. For the purpose of this limitation, a “major position” only includes the offices of President, Vice-President, Secretary, Treasurer, Vice-Treasurer and Master-at-Arms or the chair of any committee listed in Article Six of these By-Laws.

**5.16 Compensation.** No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director, unless authorized by the majority vote of all of the disinterested directors, as reasonable compensation for services rendered in his official capacity commensurate with such compensation paid to others with similar positions or duties in comparable organizations.

**ARTICLE SIX**  
**COMMITTEES OF THE BOARD OF DIRECTORS**

**6.1 Committees of the Board of Directors.** By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee and a nominating committee, and may designate one or more other committees, each consisting of at least one (1) director. The Board of Directors shall designate a chairman of each such committee. Any such committee shall, to the extent provided in such resolution and permitted by law, have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, including without limitation all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, including without limitation authorizing the seal of the Corporation or a facsimile thereof to be affixed to or reproduced on all such papers as shall require it and as such committee shall designate; provided, any such committee shall have no power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by such committee, and shall have no authority from the Board of Directors as regards:

- (a) the amending of the Articles of Incorporation or of the By-Laws of the Corporation;
- (b) the adoption of any plan of merger or consolidation;
- (c) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation;

(d) a voluntary dissolution of the Corporation or a revocation of such dissolution;

(e) the election of a new director, as provided in Section 3.3 hereof; or

(f) any other matter as to which the Board of Directors may restrict the powers of any such committee from time to time.

(g) The Board of Directors may expand the charge of any committee generally or for a specific project when circumstances warrant.

**6.2 Committee Members.** Each member of any committee established pursuant to Section 6.1 shall hold office until the next annual meeting of the Board of Directors following his election and until his successor member of the committee is elected or until his death, resignation or removal in the manner hereinafter provided or until he shall cease to be a director. The Board of Directors may designate one or more directors as alternative members of any such committee who, in the order specified by the Board of Directors, may act in the place and stead of any absent member or members at any meeting of such committee.

**6.3 Removal and Vacancy of Committee Member.** Any member or members of any such committee may be removed with or without cause at any time by the Board of Directors, which shall also have power at any time to dissolve any such committees. If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining member or members thereof may, so long as a quorum is present, continue to act until such vacancy is filled by the Board of Directors.

**6.4 Meetings of Committees.** Any committee designated by the Board of Directors pursuant to Section 6.1 may provide for the holding of regular meetings, with or without notice, and may fix the times and places (within or without the State of Georgia) at which such meetings shall be held. Special meetings of such committees may be called by or at the direction of the President or by or at the direction of any two or more of their respective members and notice of each such special meeting, specifying the time and place thereof shall be given to each respective member. Such notice need not be given to any member who shall attend such meeting in person or who shall waive notice thereof. No notice or waiver thereof of any meeting of such committee need state the purpose or purposes thereof.

Each committee shall keep a record of its proceedings and shall report such proceedings to the Board of Directors at the meeting thereof held next after such proceedings have been taken and all such proceedings shall be subject to revision or alteration by the Board of Directors except to the extent that action shall have been taken pursuant to or in reliance upon such committee proceedings prior to any such revision or alteration.

At each meeting of any committee designated pursuant to Section 6.1 the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A vote of the majority of the members present and voting at the time of the vote, if a quorum is present at that time, shall be the act of the committee. Subject to the foregoing and other provisions of these By-Laws and except as otherwise determined by the Board of Directors, each committee may fix its own rules for the conduct of its business.

**6.5 Nominating Committee.** The Board shall appoint a Nominating Committee which will discharge the responsibilities delegated to it under Article Five of these By-Laws. The Nominating Committee shall consist of at least five (5) members. This committee shall be appointed annually not later than January 1.

**6.6 Finance Committee.** The Treasurer will serve as chairman of the Finance Committee. It shall be the responsibility of the Finance Committee to advise and assist the Board in all matters pertaining to finance, to keep accurate books and records of all receipts and disbursements, to pay all bills approved by the officers of the Board, to prepare and file all tax forms required by law, to maintain a bank account in a bank as decided by these By-Laws and to prepare a yearly budget for the Board's consideration.

**6.7 Reunion Committee.** The Reunion Committee shall be responsible for organizing and conducting the annual reunion.

**6.8 Membership Committee.** The Membership Committee shall act as liaison and information outlet between the Corporation and its Members and shall be responsible for the newsletter.

**ARTICLE SEVEN**  
**BOARD OF ADVISORS**

**7.1 Appointment.** The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the Corporation. To the extent possible, the Board of Advisors shall consist of representatives of the business community. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

**7.2 Purpose.** It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

**ARTICLE EIGHT**  
**OFFICERS**

**8.1 Number and Election.** The membership at each annual meeting, in even numbered years, shall elect the following officers: a President, a Secretary, a Vice-Treasurer and the Vice-President, Treasurer and a Master-at-Arms in the odd numbered years. The Membership, at any time and from time to time, may elect such other officers as it shall deem necessary, including two or more Vice-Presidents, two or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board of Directors and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**8.2 Qualification.** No person may hold more than one office at one time.

**8.3 Term of Office and Removal.** Each officer of the Corporation shall hold office until his successor is chosen or until his earlier resignation, death, or removal, or the termination of his office. Any officer may be removed by the affirmative vote of a two thirds (2/3) majority of the Membership whenever, in its judgment, the best interests of the Corporation will be served thereby.

**8.4 Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

**8.5 President.** The President shall be the chief executive officer of the Corporation and shall have general and active management responsibility of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also have such powers and perform such duties as are specifically imposed upon him by the Board of Directors. Subject to, any contrary decision by the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President will have the power to approve any major purchase, including equipment, over \$1,000.00.

**8.6 Vice-President.** In the absence of the President, or in case of his failure to act, the Vice-President, if any, shall have all the powers of the President, and shall perform such duties as shall from time to time be imposed upon him by the Board of Directors.

**8.7 Secretary.** The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and shall have charge of the records and seal of the Corporation. The Secretary shall in general perform all the duties incident to the office of the Secretary of a corporation, including without limitation, the giving of notice of all meetings of the Board of Directors, subject at all times to the direction and control of the Board of Directors.

**8.8 Treasurer.** The Treasurer shall keep full and accurate account of receipts and disbursements on the books belonging to the Corporation, and shall deposit all monies and other valuable properties and effects in the name of and to the credit of the Corporation in such depository as may be designated by the Founder. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors whenever they may require, an account of all his transactions as Treasurer and of the financial condition of the Corporation; and at the annual meeting of the Board a like report for the preceding year. The Treasurer shall perform such other duties as shall be assigned to him by the Board of Directors. The Treasurer or any other officer or Board of Directors should never permit hand-written checks to be disbursed. No one within the Corporation shall, at any time, be in possession of any hand-written checks or checkbook of the Corporation. No one within or outside the Corporation shall have the authority to change banking institutions from Fifth Third Bank, except by resolution of the Board of Directors.

**8.9 Vice-Treasurer.** Shall assist the Treasurer in all of his duties. The Vice-Treasurer's main responsibility is to verify, for accuracy, all the transactions of the

Treasurer. The Vice-Treasurer, in essence, is the double check of all financial matters to be sure there are no double payments or double billing of any financial transactions. All membership dues, for the entire organization, should balance according to ship designation to ensure the proper dues are collected. Dues receipts will be listed separately by ship and should be in balance with the total number of members of each ship. Auxiliary Membership will also have its own account and the Vice-Treasurer should be sure all membership accounts are in balance. The Vice-Treasurer position will be more detailed than the Treasurer and probably more demanding. The Vice-Treasurer will have to maintain separate accounts for Charter Members and one for each ship; one for regular members and one for each ship. Docent membership will also be separate along with separate accounts for Auxiliary memberships, Lifetime memberships and memberships for "Widows and Widowers."

**8.10 Assistant Secretary and Assistant Treasurer.** The Assistant Secretary or Assistant Treasurer shall, in the absence or disability of the Secretary or Treasurer and Vice-Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Board of Directors or by the person appointing them. Specifically, the Assistant Secretary may affix the corporate seal to all necessary documents and attest the signature of any officer of the Corporation. The Assistant Treasurer should not be confused with the Vice-Treasurer which is an elected position.

**8.11 Master-at-Arms.** The Board of Directors shall appoint a Master-at-Arms who shall monitor and supervise entrance to and conduct at all meetings of the members.

**8.12 Compensation.** No officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, unless authorized by the Board of Directors as reasonable compensation for services rendered in his official capacity commensurate with such compensation paid to others with similar positions or duties in comparable organizations.

**8.13 No Commercial Endeavor Outside the Corporation.** No members or Directors or officers shall use the Corporation as means to enhance his or her personal business. No automated email addresses will be permitted on the roster referring back to a business. No member will be allowed to use the name of the Corporation to promote or sell products not

endorsed by the Corporation. This organization is organized in part to perpetuate and celebrate the memories of all the veterans, not for opportunities to make a profit for any member's business.

**ARTICLE NINE**  
**NOTICES: WAIVERS OF NOTICE**

**9.1 Notice.** Except as otherwise specifically provided in these By-Laws, whenever under the provisions of these By-Laws notice is required to be given to any director or officer, such notice may be given either by personal delivery, by email, mail, by depositing the same in the post office or letter box in a postage paid envelope, or by regularly scheduled overnight commercial delivery service, addressed to such officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus given or delivered by such carrier or mailed. For the purposes of Section 5.5, notice of a previously scheduled annual or regular meeting of the Board of Directors may be given by electronic means, such as email.

**9.2 Waivers of Notice.** When any notice whatever is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof by the person or persons entitled to said notice shall include a waiver given by telegraph, and shall be deemed equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

**ARTICLE TEN**  
**INDEMNIFICATION**

**10.1 Authority to Indemnify.** Except as otherwise provided in this section, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal) because he or she is or was a director against liability to pay a judgment, settlement, penalty, fine (including the obligation to pay an excise tax assessed with respect to an employee benefit plan), or reasonable expenses, including counsel fees, incurred with respect to the proceeding if:

- (a) Such individual conducted himself or herself in good faith; and
- (b) Such individual reasonably believed:

(A) In the case of conduct in his or her official capacity as director of the Corporation, that such conduct was in the best interests of the Corporation;

(B) In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and

(C) In the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

A director's conduct with respect to an employee benefit plan, if any, for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (2) (B) of this Section 10.1. Further, the termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section. The Corporation may not indemnify a director under this section in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the Corporation.

**10.2 Mandatory Indemnification.** The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal) to which the director was a party because he or she was a director of the Corporation against the reasonable expenses, including counsel fees, incurred by the director in connection with the proceeding.

**10.3 Advance for Expenses.** Before the final disposition of a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal), the Corporation may advance funds to pay for or reimburse the reasonable expenses, including

counsel fees, incurred by a director who is a party to that proceeding because he or she is a director if he or she delivers to the Corporation:

(i) A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 1 of this Article (and in O.C.G.A. 14-3-851), or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Incorporation (as authorized by O.C.G.A. 14-3-202 (b) (4)); and

(ii) His or her written understanding to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Georgia Non-profit Corporation Code or under these By-Laws. This understanding must be an unlimited general obligation of the director but need not be secured and may be accepted by the Corporation without reference to the financial ability of the director to make repayment.

Authorizations under this Section shall be made by the Board of Directors: either (1) where there are two or more disinterested directors, by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or (2) when there are fewer than two disinterested directors, then by the affirmative vote of a majority of directors present, in the presence of a quorum, unless the vote of a greater number of directors is required for action by the Board (in accordance with O.C.G.A. 14-3-824(c)) and in which authorization directors who do not qualify as disinterested directors may participate.

**10.4 Court-Ordered Indemnification or Advance for Expenses.** A director who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is a director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines (1) that

the director is entitled to indemnification under this Article, or (2) in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the director, even if the director has not met the relevant standard of conduct in Section 1 of this Article, or failed to comply with the procedure in Section 10.3, or was adjudged liable in a proceeding by or in the right of the Corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the Corporation. If the court determines that the director is entitled to indemnification or advance for expenses, then it may also order the Corporation to pay the director's reasonable expenses, including counsel fees, to obtain court-ordered indemnification or advance for expenses.

**10.5 Procedure for Determination.** The Corporation may not indemnify a director under Section 1 of this Article unless authorized under the terms of Section 1 of this Article, and a determination has been made for a specific proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal) that indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct set forth in Section 10.1 of this Article. The determination shall be made:

(i) If there are two or more disinterested directors, by the Board of Directors by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote;

(ii) By special legal counsel selected either in the manner described in paragraph (1) of this section or, if there are fewer than two disinterested directors selected by the Board of Directors (in which selection directors who do not qualify as disinterested directors may participate).

(iii) Authorization of indemnification or of an obligation to indemnify and the evaluation as to the reasonableness of expenses, including counsel fees, shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, the authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made by those directors who could select special legal counsel (when there are fewer than two disinterested directors) under subparagraph (2) of this Section 10.5.

**10.6 Authorization of Indemnification Exceeding Statutory Levels.** This Section authorizes the Corporation to indemnify or obligate itself to indemnify a director made a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), including a proceeding brought by or in the right of the Corporation, without regard to the limitations contained in Part 5 of Article 8 of the Georgia Non-profit Corporation Code, or of other provisions of this Article, but the shares owned or voted under the control of a director who at the time does not qualify as a disinterested director with respect to any existing or threatened proceeding that would be covered by the authorization may not be voted with respect to the authorization. The Corporation shall not indemnify a director under this Section for any liability incurred in a proceeding in which the director is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation for: (1) any appropriation, in violation of the director's duties, of any business opportunity of the Corporation, (2) acts or omissions which involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director received an improper personal benefit. Before the Corporation may advance or reimburse expenses of a director prior to the final disposition of a proceeding, as approved or authorized under this section, the director is to furnish to the Corporation a written affirmation of his or her good faith belief that his or her conduct does not constitute behavior described in the preceding sentence of this section and furnish to the Corporation a written undertaking, executed personally or on his or her behalf, to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this section.

**10.7 Indemnification or Advance of Expenses for Officer of Corporation; Indemnification or Advance of Expenses for Employees and Agents.**

(a) The Corporation may indemnify and advance expenses under this Article to an officer of the Corporation who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is an officer of the Corporation to the same extent as a director, as provided in this Article. If an officer of the Corporation is not a director, or although the officer is also a director, because the sole basis on which he or she is made a party to the proceeding is an act or omission solely as an officer, the Corporation may indemnify or advance expenses to such further extent permitted by the laws of Georgia, except for liability arising out of conduct that constitutes (a) appropriation, in violation of his or her duties as an officer, of any business opportunity of the Corporation, (b) acts or omissions which involve intentional misconduct or a knowing violation of law, (c) the receipt of an improper personal benefit. An officer of the Corporation, who is not a director, is entitled to mandatory indemnification under Section 10.2 of this Article, and may apply to a court for indemnification or advances for expenses under Section 10.4 of this Article to the same extent to which a director may be entitled to indemnification for advances for expenses.

(b) The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the fullest possible extent consistent with public policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the Corporation.

**10.8 Insurance.** The Corporation may purchase and maintain insurance on behalf of each individual who is a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

**10.9 Prior Obligation to Indemnify or Advance Expenses.** Pursuant to the provisions of O.C.G.A. 14-3-858, the Corporation is authorized to obligate itself in advance of the act or omission giving rise to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), to provide indemnification or advance funds to pay for or reimburse expenses of a director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a director or officer in connection with his or her appearance as a witness in a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), at a time when he or she is not a party. Further, except to the extent limited in Section 10.7 of this Article, this Article does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

**10.10 Definitions for Article.** As used in this Article unless the context clearly requires a different meaning, the term:

(a) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" or "officer" means an individual who is or who was a director or officer, respectively, of a corporation, or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A director or officer is consider to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by the director or officer to the plan or to participants in or beneficiaries of the plan. Further, unless the context otherwise requires, "director" or "officer" includes the estate or personal representative of a director or officer.

(c) "Disinterested director" means a director who at the time of a vote or other action by the Board of Directors of the Corporation is not a party to the proceeding; or is an individual who is a party to a proceeding having a familial, financial, professional, or

employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made with respect to the proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

(d) "Expenses" includes counsel fees.

(e) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(f) "Official capacity" means when used with respect to a director, the office of director in the corporation, and when used with respect to an officer, as contemplated in Section 7 of this Article, the office in the Corporation held by the officer. "Official capacity" does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.

(g) "Party" means an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(h) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal.

## **ARTICLE ELEVEN**

### **INTERESTED DIRECTORS AND OFFICERS**

**11.1 Conflict in Interest Transactions.** No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to be Board of Directors or the committee, and the Board

or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board or a committee thereof.

**11.2 Quorum.** Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or committee thereof which authorizes the contract or transaction.

## **ARTICLE TWELVE**

### **TAX EXEMPT STATUS**

**12.1** The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a “veterans’ organization” organization as defined in Section 501(c) (19) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(19) of the Internal Revenue Code. No member may have links to or from any web site of a personal nature whereby that member is in the business of selling commodities for personal gain from the web site of the Corporation or any other web site that is linked to and from the Corporation.

**12.2** No member shall have automated referrals from his or her email to a business of personal or commercial in nature.

**12.3** No member can promote, advertise or in any way produce material in any fashion to be distributed among the members of the corporation. All businesses outside the corporation shall remain as such. No member is allowed to sell, influence or by any means promote to a member or other members’ products or services. No member will be allowed to sell any product or service at the reunions or meetings. A member who violates this rule will face immediate expulsion by the Board of Directors. All vendors who sell their products at the reunions must be non-members and no member can have an interest in that vendor business, company or organization. The only exception to this rule would be if a member produces a product that is in effect an item of interest that promotes the organization or the Armed Forces of the United States. Such items as patches, license plate holders, or decals, will have to be

approved by the Board of Directors. The organization will have to receive a small portion of the profits for these sales to be allowed.

**ARTICLE THIRTEEN**  
**NON-DISCRIMINATION POLICY**

The Corporation shall not discriminate on the basis of race, creed, nationality or ethnic origin, gender, sexual preference, age or disability in employment or in providing its services in any manner.

**ARTICLE FOURTEEN**  
**SEAL**

The Seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "seal" enclosed in parentheses or scroll shall be deemed the Seal of the Corporation. The seal shall be in custody of the Secretary and affixed by him on such papers as may be directed by law, by these By-Laws or by the Board of Directors.

**ARTICLE FIFTEEN**  
**MISCELLANEOUS PROVISIONS**

**15.1 Checks.** All checks will be computerized and generated by Fifth-Third Bank. Each check will have a vendor number. The vendor number will be set up so that the vendor is linked to certain entries on the books of the Corporation. For example, all merchandising vendors will begin with a code to identify which expense these purchases are related to.

**15.2 Vendors.** All vendors will be approved by the President and Founder of the Corporation or by the Founder and Chairperson of the Board of Directors during the initial year, as long as they are willing and able to act. In the event they are incapacitated, all vendors must be approved by the three top ranking officers. After the initial year the Board of Directors will determine how a new vendor will be approved. The Secretary of the Corporation will be responsible for the safekeeping of the approval copies of all vendors submitted to the Treasurer for payment. Only the Founder, Chairperson, President, Treasurer and Vice-Treasurer will have the password to the bank account. There will never be any paper checks printed or accepted by

the bank. Any check that is set-up to be issued must be done at least 2 (two) business days in advance. Checks scheduled to be disbursed on Monday must have been set up by Thursday of the preceding week.

**15.3 Returned Checks.** Any returned items from the member's bank will have to be paid along with any fees charged to the association before any further business is conducted with that member.

**15.4 Records.** The Corporation shall keep correct, complete and up-to-date records of all management policies, personnel, services, programs, fiscal accounts, and inventories. The minutes and proceedings of the Board of Directors, its committees, etc. shall be kept at the Corporation's registered office. All records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose during business hours with appropriate advanced approval.

**15.5 Execution of Deeds and Contracts.** All deeds and mortgages made by the Corporation shall be executed by the President of the Corporation and all written contracts and agreements to which the Corporation shall be a party shall be executed by the President or the Treasurer of the Corporation, unless the Board of Directors, by resolution, otherwise determines and directs.

**15.6 Loans.** The President of the Corporation, as the occasion may arise, when directed by the proper act of the Board of Directors, may borrow money from any individual, corporation, insurance or banking institution, or other entity and may execute on behalf of the Corporation such notes or other documents as may be necessary or proper to evidence any such loan and to secure the payment thereof, and may renew such evidence of indebtedness and security therefore from time to time, and to pledge and assign to such individual, corporation, insurance company or banking institution, any property of the Corporation to secure any such indebtedness, and to substitute other properties in lieu of that so pledged or assigned or conveyed to secure any such indebtedness, and to do such other act or acts as may be necessary to secure properly the person or institution from whom such money is borrowed.

**15.7 Accepting Deeds.** The President is further authorized to accept deeds, security deeds or mortgages on behalf of the Corporation and in furtherance of any or all the objects of the business of the Corporation.

**15.8 Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or device for general purposes or for any special purpose of the Corporation.

**15.9 Fiscal Year.** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

**15.10 Annual Reports.** The Treasurer shall prepare and submit to the Board of Directors an annual report no later than four (4) months following the close of each fiscal year.

**15.11 Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these By-Laws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held valid or inoperative.

**15.12 Fines.** No officer, board member, committee member or any member will impose a fine or any act upon another member which entails a monetary value to be paid to the organization. Fines such as late registration fees will never be imposed.

## **ARTICLE SIXTEEN**

### **REUNIONS**

**16.1 Reunion Settings.** Reunion locations will be voted upon by the membership four (4) years in advance, with respect to reunions beginning in 2013. For example, during July of 2009 up until the reunion meeting in 2010 a decision will be made for the location in 2013 based on the desires of the entire membership. Once the location is voted upon, the reunion organizers will begin to secure the location, accommodations and arrange the excursions for the area. The Corporation will provide a list to the membership via email of all members signed up for the reunion. The list will be updated weekly or when at least 10 new names have been added.

**16.2 Reunion Sign-up Sheets.** Reunion sign-up sheets will be ready at least two years in advance of the reunion. Members are encouraged to sign up early and pay their fees. A 5% discount will be given to all members who are signed up and paid in full within one year before the commencement of the reunion. All venues will unavoidably be limited as to the number of members that any attraction or hotel can accommodate. Reservations will be on a

first-come, first-served basis based on the postmark date of the envelope. Ties will be decided by the lower membership number on the last date only.

**16.3 Banquets.** The Reunion Committee shall establish schedules for banquets. If attendance is large, there may be more than one seating and members will be able to select which one they wish to attend on a first-come, first-serve basis.

**16.4 Hospitality Suites.** There will be an open bar in the hospitality suite which will be manned by hotel personnel. All members who are paid up in advance of reunion expenses on year prior to the reunion will receive a 5% discount.

**16.5 Refunds.** Because funds have to be allocated to hotels and tour companies far in advance, refunds generally cannot be made. If a registrant cannot attend the reunion, all monies will be credited to the next reunion attended by that person. Members who cancel fewer than fifteen (15) days prior to the reunion will receive a credit of 50% of the amount paid for their next reunion. If members have to cancel for bereavement purposes or serious injury or sickness to the member or family member within fifteen (15) days, all monies will be credited to the next reunion. If a member has become deceased before he or she can attend the reunion, all monies will be returned to the family.

**16.6 Walk-ins.** Members who want to join the Corporation at the reunion may do so and will always be welcome. They will need a copy of their DD214 to join. Once their membership has been verified, they may also attend the reunion and pay their registration fees. No extra charges will ever be placed on the member for joining and registering at the door. The member will also be able to attend the banquet and tours if openings are available. The method of payment must be cash or credit card. No personal checks can be accepted at the door.

## **ARTICLE SEVENTEEN**

### **AMENDMENTS**

**17.1 Amendments to Articles of Incorporation.** Any amendment to the Articles of Incorporation of the Corporation shall be adopted only in accordance with the following:

(a) Each proposed amendment is submitted to the Board of Directors for a recommendation to the regular membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the Board's reasons for their

recommendation. If due to a conflict of interest of a member of the Board, or some other special circumstance, there is no recommendation, the Board shall transmit the proposal to the regular membership with no recommendation, and state the reason no recommendation is made. The Board may condition its recommendations with any reasonable stipulations it deems appropriate.

(b) Proposals may be initiated by a vote of the Board of Directors, or by regular members of the Corporation who constitute at least five percent (5%) of the regular membership.

(c) The recommendation of the Board concerning the proposal will be sent, along with the text of their proposal, to the regular membership of the Corporation either with the notice of the meeting at which the proposal is to be presented, or with the email or mail ballot concerning the proposal, as appropriate under Section 4.4 or 4.9 of these By-Laws.

(d) When the proposal is presented for consideration at a meeting of the membership of the Corporation, it is open to any amendments or other action as the regular membership approves, without limitation.

(e) No proposal to change these By-Laws is adopted unless, a majority of the regular members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail or email.

(f) Once adopted, any change to these By-Laws is immediately effective unless some later date is designated in the proposal.

**17.2 Amendments to By-Laws.** Any change in these By-Laws shall be adopted only in accordance with the following:

(a) Each proposal is submitted to the Board of Directors for a recommendation to the regular membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the Board's reasons for their recommendation. If due to a conflict of interest of a member of the Board, or some other special circumstance, there is no recommendation, the Board shall transmit the proposal to the membership with no recommendation, and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate.

(b) Proposals may be initiated by a vote of the Board of Directors, or by regular members of the Corporation who constitute at least five percent (5%) of the regular membership.

(c) The recommendations of the Board concerning the proposal will be sent, along with the text of their proposal, to the regular membership of the Corporation either with the notice of the meeting at which the proposal is to be presented, or with the email or mail ballot concerning the proposal, as appropriate under Section 4.4 or 4.9 of these By-Laws.

(d) When the proposal is presented for consideration at a meeting of the membership of the Corporation, it is open to such amendments or action as the membership approves.

(e) No proposal to change these By-Laws is adopted unless, a majority of the regular members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail and email.

(f) Once adopted, any change to these By-Laws is immediately effective, unless some later date is designated in the proposal.

I hereby certify that the foregoing By-Laws were duly adopted by the Board of Directors of the Corporation as of the 1st day of July, 2009.

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