

ARTICLE I -- Name of the Corporation

- 1) The name of the Corporation shall be:
NMCB FOURTEEN ASSOCIATION, INC. (Hereinafter the "Association" or "Corporation")
- 2) The legal address of the Association shall be the home address of the serving President of the Association.

ARTICLE II -- Purposes and Restrictions of the Association

- 1) The purpose(s) for which the corporation is organized are for charitable, educational, spiritual support and help provide for some of the basic necessities of life for widows, widowers, children and other family members of inactive duty, active duty and former members of NMCB Fourteen, especially for the members that were wounded or killed in conflict while on active duty with the Armed Forces of the United States of America, including, for such purposes, the making of distributions to organization or organizations that qualify as exempt organizations under Section 501(c)(19) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- 2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation, including room and board for official Association Officer and Director meetings, to make payments and distribution in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the distribution of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried out on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(19) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Carrion, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III -- Membership in the Association

Section 1 – The Corporation shall have as its members:

- 1) Voting Members: Any current or former member of NMCB Fourteen (hereinafter "NMCB 14") or their spouse who has submitted a membership application in a format as prescribed by the Executive Committee and paid in full the Dues as established by the Board of Directors.
- 2) Non-Voting Members: All of the following are required to submit a membership application in a format as prescribed by the Board of Directors, however no Dues shall be assessed to Non-Voting Members.
 - a) Spouses of current or former members of NMCB 14 who are not Voting Members.

- b) Certain persons with special skills, i.e., JAG, Chaplain, Supply, etc., as appointed by the Board of Directors
- c) Honorary Members as may be established by the Board of Directors

ARTICLE IV -- Board of Directors and Officers

Section 1 – General Functions of the Board of Directors

The general functions of the Board of Directors shall be:

- 1) To ensure the Corporation serves its purposes and attains its objectives.
- 2) To serve as stewards of the resources of the Corporation.
- 3) To discharge the specific powers and responsibilities established in the Articles of Incorporation and these By-Laws.

Section 2 –Board of Directors

The Board of Directors will consist of at least six (6) and no more than nine (9) current and active members of the Association. The current Board shall annually determine the number of Board of Directors for the subsequent year. A Director will serve for a period of three years or until their successors are duly elected thereafter. The powers and responsibilities of the Board of Directors without limiting the generality of the functions specified above shall be:

- 1) To adopt, amend or repeal portions of the Articles of Incorporation or the By-Laws of this corporation. No amendment shall take effect until the Board of Directors has approved it in form and substance by a majority vote of all Board members.
- 2) To remove with or without cause by majority vote of all Board members any such elected Board members and shall have the right to appoint a successor Director required by resignation, incapacity, death, or otherwise.
- 3) To elect and remove officers of the Corporation with or without cause.
- 4) To designate by resolution, fiduciary responsibilities, including the opening and closing of bank accounts, the signing of checks or drafts, and the designation of those charged with responsibility for dealing with those accounts in all respects, and by acting by resolution as otherwise may be required to deal with the funds of the Corporation duly budgeted.
- 5) To recommend to the members operational requirements, including contractual obligations, joint enterprises, and capital and operational budgets of the Corporation, as required.

- 6) To develop from time-to-time whatever committee structure is deemed necessary to fulfill the responsibilities of the Board of Directors to ensure the success of this Corporation.
- 7) To recommend to the members appropriate actions with regard to anything which requires their authorization or approval.
- 8) To employ such employees or agents as may be required within approved budgetary limitations and approve rules and regulations for the administration of the Corporation's business and its personnel.
- 9) To contract, purchase, sell, encumber, lease, or otherwise deal with the assets of the Corporation, and to designate by resolution those empowered to legally obligate the Corporation with regard to these transactions.
- 10) To initiate and commission such studies, reviews, plans and other investigations needed to further corporate purposes which are not inconsistent with reserved authority to the members.

Section 3 – Election of Board of Directors

The Association membership, by a majority vote, shall elect annually one-third of the Board of Directors (hereinafter the "Board") of this corporation. At least two (2) and no more than three (3) Board of Directors shall be elected annually. Annually, the Board shall request candidates for the Board which shall be placed on a ballot. This ballot shall be mailed or emailed to the membership 45 days prior to the annual Reunion and must be received back within 30 days after mailing. The ballots shall be compiled by the Secretary and results announced at the general meeting during the annual Reunion. However, in the event that the number of candidates available is equal to or less than the number of forthcoming Board vacancies, an election shall not be held. The then current Board shall instead fill the Board vacancies with the candidates by a majority vote of the current Board. When this occurs, the Board's selection of new Board Members shall be an agenda item at the Annual General Membership meeting wherein said selection of new Board Members shall be ratified by a vote of the members present.

Section 4 – Meetings of the Board of Directors

1) Annual.

The Board of Directors shall conduct an annual normal organization meeting of the Association or at such other time as designated by the Board. They shall conduct corporation business and such other necessary business as may come before them for transaction and appoint the officers. The Reunion shall be open to all members of the Association and/or other guests of the Association and current and past members of NMCB 14. The annual meeting may be rescheduled by the Board of Directors, for any reasons, including but not limited to, (1) acts of war, (2) acts of God, (3) special requests.

2) Special.

The President or any Director or Officer may call a Special meeting of the Board at any time to conduct such business as required.

3) Quorum.

Each Board of Directors meeting shall be attended by either the President or Vice President. A simple majority of the serving Directors (“Quorum”) must be in attendance for any vote on any issue to be conducted. The Vice President will provide the tie breaking vote on matters requiring approval of the Board. Voting may be conducted via email with the results reports to the Board and the Secretary.

Section 5 – Officers

All Officers of the Corporation shall be appointed by the Board of Directors and will serve for a period of one year or until their successors are duly appointed thereafter.

Section 6 – Powers and Duties of Officers

1) President.

The President shall preside at all meetings of the directors, and at membership meetings at which he/she shall be present, and in general, except as otherwise provided by these By-Laws, the President shall perform all duties incident to a presiding office and such other duties as the Board of Directors from time to time set.

2) Past President

The Past President, as elected, shall be the immediate previous President of the Corporation. The Past President position is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the President in his/her role, and to provide historical context for issues. He/she shall participate in Board meetings, and/or any special meetings called by the Board of Directors and shall support the President in his/her position through mentoring, coaching, advising and analysis of Board development and procedures.

3) Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties of the President, and shall perform such other duties as the Board of Directors shall from time to time establish.

4) Secretary.

The Secretary shall keep or cause to be kept, the minutes of the meetings of the members and of the Board of Directors in a fashion for the purpose of keeping. The Secretary shall be charged with the obligation to give notice of all meetings of the membership or of the Board of Directors. He shall keep in safe custody the Seal of the Corporation, and when authorized by the Board of Directors, shall affix the Seal to any instrument requiring Seal, and when so affixed, the Seal shall be attested to by the signature of the Secretary or by any other officer designated by the Board of Directors permitted to attest by signature.

5) Treasurer.

The Treasurer shall have custody of all corporate funds and securities and shall keep the book belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors, at the meetings of the Board or whenever they may require it, and shall keep an account of all transactions. The Board of Directors may require the Treasurer to give bond the faithful performance of his duties, and any such bond shall be at the cost of the Corporation. The Treasurer shall also be designated the Vice President for Finance with responsibility of evaluating and making recommendations to the Board for the investment of the Association's corpus.

6) In addition to the powers and duties elaborated above for each respective office, the Board of Directors may from time to time, impose or confer upon any officer such additional duties and powers that may be required to accomplish all valid corporate purposes.

Section 7 – Removal and/or Vacancy on the Board of Directors

The Board of Directors may remove any Director as stated in Article IV, Section 2, paragraph 3) with or without cause and shall have the authority to fill any vacancy created by removal of a director, the death of a Director, the resignation of a Director or otherwise.

Section 8 – Resignation

Any Director of the Corporation may resign at any time by giving written notice to the President of the Corporation, or to the Secretary, and such resignation shall take effect upon the date of receipt of the notice or at any later date specified in the notice. Failure to attend two (2) consecutive regular Board meetings, in the absence of notification to the Secretary as to a valid reason thereof, shall constitute a resignation.

Section 9 – Executive Committee

The Board of Directors shall appoint an Executive Committee to consist of one (1) member of the Board of Directors, the President, the Vice-President, the Treasurer, the Secretary, and the Past-President of the Association. The Chair of the Executive Committee shall be the President. The Executive Committee, to the extent permitted by these Bylaws or otherwise provided in resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Association, and may authorize the

seal of the Association to be affixed to all papers which may require it. The Executive Committee shall not have the power or authority to designate or remove from office any officer or director, or lengthen the term of any director; amend, repeal, or adopt provisions of the bylaws or articles of incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; lease or transfer of substantially all of the Association's assets; authorize or revoke the decision to dissolve the corporation.

The powers and duties of the Executive Committee are more specifically identified as follows:

1. To act with full authority of the Board between Board meetings, subject to statutory and Board-imposed limitations on committee action.
2. To meet at least quarterly with such frequency as the Chair may determine. The Chair of the Executive Committee will preside over Executive Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
3. To report its activities to the Board on a regular basis and to keep minutes of its meetings.
4. To invite any non-Committee member to attend meetings or meet with Committee members.
5. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Section 10 – Salaries

The Board of Directors shall serve without salary. All officers shall serve without salary except the Board of Directors shall have authority to appoint part-time or full-time employees as Assistant Vice President, Assistant Secretary, or Assistant Treasurer and nothing herein shall preclude the payment of salaries to such part-time or full-time employed individuals. Further, nothing herein shall prohibit any officer or director from service in another capacity for compensation.

ARTICLE V - Budget

1) Prior to the Reunion and Annual Board of Directors meeting, the Vice-President of Finance shall propose and recommend an Annual Budget to the Board of Directors for the next fiscal year . The Board of Directors shall vote to adopt or reject the budget. Adoption requires a majority vote of all Board members .

2) Once the Annual Budget is adopted, the Executive Committee shall conduct the business of the Association without need for any further approvals by the Board of Directors for the calendar year of the Annual Budget unless the Annual Budget needs to be increased.

3) The Fiscal Year of the Association is the calendar year.

ARTICLE VI -- Indemnification

The Corporation shall indemnify any member, director, officer or former member or officer for expenses and costs (including attorney fees) actually and necessarily incurred thereby in connection with any claim asserted there against, by action in court or otherwise, by reason of such person being or having been such member, director or officer, except in relation to matters as to which such person shall have been guilty to gross negligence or misconduct with respect to the matter in which indemnity is sought.

ARTICLE VII -- Corporate Seal

