

ARTICLE I -- Name of the Corporation

1) The name of the Corporation shall be:

NMCB FOURTEEN ALUMNI 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 on inactive 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")

2) Non-Voting Members:

a) Spouses of current or former members of NMCB 14

b) Certain persons with special skills, i.e., JAG, Chaplain, Supply, etc., as appointed by the Board of Directors

ARTICLE IV -- Board of Directors and Officers

Section 1 – General Function

The general functions of the Board of Directors shall be:

- 1) To assure 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 6 and no more than 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.
- 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.

11) To appoint by majority vote of all Board members a Chairman of the Board.

Section 3 – Election of Officers

The officers shall be nominated and elected by the Board of Directors and will serve for a period of one year or until their successors are duly elected thereafter.

Section 4 – 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.

Section 5 – Removal of Officers

Any officer may be removed at any time, with or without cause, by the Board of Directors.

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 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 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 meetings, in the absence of notification to the Secretary as to a valid reason thereof, shall constitute a resignation.

Section 9 – 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 2 and no more than 3 Board of Directors shall be elected annually. Annually, the Board shall nominate candidates for the Board which shall be placed on a ballot along with a space for any write-in nominations from the Association membership. This ballot shall be mailed to the membership two months prior to the annual Reunion and received back within one month after mailing. The ballots shall be compiled by the Secretary and results announced at the general meeting during the annual Reunion.

Section 10 – Meetings of the Board of Directors

1) Normal.

The Board of Directors shall have their normal organization meetings at the Reunion of the Association or at such other times as designated by the President. They shall elect officers and conduct such other necessary business as may come before them for transaction.

The annual meeting of the Association, designated as "Reunion", shall be held at such location as chosen by the Board of Directors. 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 scheduled Reunion may be rescheduled by the Board of Directors at any time, for any reasons, including but not limited to, (1) acts of war, (2) acts of God, (3) special requests.

During the Reunion, the Board of Directors shall schedule and hold at least one meeting of the Board of Directors for corporation business.

2) Mid-Year.

An additional Board of Directors meeting shall be scheduled on orders of the President during the month of June or as otherwise found convenient, in order to address any current questions.

3) Special.

There shall be a meeting as called by the President to conduct such business as the President shall specify. Special meetings may be called at any time.

4) Quorum.

Each Board of Directors meeting shall be attended by either the President or Vice President, together with a majority of the serving Directors. The Vice President will provide the tie breaking vote on matters requiring approval of the Board.

ARTICLE V - Budget

1) Prior to the Reunion, the Vice-President of Finance shall propose and recommend a 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) 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

(To be changed when new designed is finalized)

