

**BYLAWS
OF THE
506TH AIRBORNE INFANTRY REGIMENT ASSOCIATION
(AIRMOBILE – AIR ASSAULT)**

Incorporating Amendments approved by Membership on August 16, 2002, May 19, 2006, May 14, 2016 and May 19, 2018.

ARTICLE I - NAME AND PURPOSE

Section 1.1 Name. The name of this corporation is The 506th Airborne Infantry Regiment Association (Airmobile, Air Assault), hereafter referred to as the "Association."

Section 1.2 Statement of Nonprofit Status. The Association is a nonprofit mutual benefit corporation chartered under the laws of the State of California.

Section 1.3 Purpose. The purpose of the Association shall be to:

(a) Maintain the camaraderie and relationships of those who have served or are serving in the 506th Parachute Infantry, the 506th Airborne Battle Group, the 506th Airborne Infantry, the 506th Infantry (Airborne), and the 506th Infantry (Air Assault) including its predecessor or successor units.

(b) Preserve the history of the 506th and the soldiers who served in it.

(c) Preserve the memory and the honor of 506th members who have given their lives in the service of their country.

(d) Support and provide encouragement to active duty members and families of 506th.

Section 1.4 Restrictions. No member shall:

(a) Receive compensation, earnings, or other financial benefit from the Association either directly or indirectly through a relative or business affiliations.

(b) Expend or receive reimbursement from Association funds for personal travel or entertainment expenses.

(c) Use membership in the Association as an endorsement or qualification for business or political purposes.

Section 1.5 Governance. The Association shall be governed by its Articles of Incorporation and Bylaws. The Board of Directors may develop operational and administrative policies and procedures as needed to support and implement the Bylaws.

Section 1.6 Office. The principal office of the Association shall be such place as designated by the Board of Directors.

Section 1.7 Termination and Dissolution. Upon termination of the Association, the then current Officers and Directors shall convert all remaining Association assets to cash to;

first, resolve any and all debts of the Association; then, to distribute any remainder to another tax-exempt military organization(s) chosen at the discretion of the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 2.1 Classes. There shall be three (3) classes of membership as follows:

2.1.1 Regimental. Regimental membership shall be granted to all those who have served or are serving in the 506th.

2.1.2 Affiliate. Affiliate membership shall be granted to individuals, who have served or are serving in units attached to or supporting the 506th.

2.1.3 Associate. Associate membership shall be granted to spouses, or at the discretion of the Board of Directors, other immediate family members of all those deceased (Regimental or Affiliate) members of the Association, or to other individuals or organizations having a special interest, connection or association with the 506th.

2.1.4 A member of the Association shall be deemed to be in good standing when all registration forms have been accepted and all fees and dues have been paid.

Section 2.2 Qualification and Approval.

2.2.1 Application.

(a) Application for membership shall be made in such manner and form as may be prescribed by the Board of Directors.

(b) The application form for Regimental and Affiliate members shall contain, at a minimum, the applicant's name, address, phone, rank (current or at date of separation), unit and dates of service. The application form for Associate members shall contain, at a minimum, the applicant's name, address, phone and the name and relationship to a deceased (Regimental or Affiliate) member of the Association or the relationship to the Association.

2.2.2 Eligibility.

(a) An applicant for membership may be asked to supply satisfactory evidence of eligibility for membership.

(b) Every application for membership shall be accompanied by an application fee as established by the Board of Directors. Such application fee shall be in addition to the regular annual membership dues as established by the Board of Directors, which fee shall be due at the time of application.

2.2.3 Approval. The procedure for approval of membership shall be determined by the Board of Directors.

Section 2.3 Dues and Fees.

2.3.1 Annual and extended term membership dues shall be set by the Board of Directors.

2.3.2 Event fees shall be proposed by the committee chair and President and approved by the Board of Directors.

Section 2.4 Suspension and Termination of Membership.

2.4.1 Suspension. Membership, and all of the rights of membership may be suspended upon:

- (a) Failure to pay annual dues within 30 days of date due: or
- (b) Failure to pay other amounts due, including returned checks and fees thereon, within 30 days of notice.

2.4.2 Termination. Membership may be terminated upon:

- (a) The resignation of the member;
- (b) The determination by the Board of Directors that the member has engaged in conduct materially prejudicial to the interests of the Association; or
- (c) The failure of a member to pay his/her annual dues within 60 days of the date due.

2.4.3 Notice and Opportunity to be Heard. Members will be given 15 days' prior notice of the suspension or the termination and the reasons for such action, and the member will have an opportunity to be heard by the Board of Directors, either orally or in writing, not less than 5 days' before the effective date of the suspension or termination.

ARTICLE III - MEETINGS AND VOTING OF MEMBERS

Section 3.1 Meetings.

3.1.1 Biannual Meeting. The Biannual meeting of members may be held in various geographic areas of the United States in an effort to provide convenient access to the majority of members. This will normally be in conjunction with the biannual reunion.

3.1.2 Special Meetings. A special meeting of the members may be called by the Board of Directors, or by petition of 10 percent or more of the Regimental and Affiliate members.

3.1.3 Notice of General Membership Meetings. All notices of meetings shall be sent or otherwise delivered not less than 30 nor more than 60 days before the meeting date. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the biannual meeting, those matters which the Board of Directors, at the time of

giving the notice, intends to present for action by the members.

3.1.4 Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal; member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (a) Removing a member of the Board of Directors;
- (b) Filling more than two vacancies on the Board of Directors;
- (c) Amending the Articles of Incorporation; or
- (d) Approving a plan of distribution of assets, other than cash, in liquidation.

3.1.5 Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first-class mail, electronic mail, facsimile, or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Association or the address given by the member to the Association for the purpose of notice, or by posting the notice on the official Association website, electronic bulletin board or other publicly accessible communications system. Notices posted electronically shall remain in place and accessible from the posting date specified in Section 3.1.3 until the completion of the meeting.

3.1.6 A member who lacks the technology or expertise needed to view electronic notices may request a paper copy of the notice and supporting materials from the Board Secretary.

Section 3.2 Voting and participation in meetings.

3.2.1 Eligibility. Members entitled to present motions, participate in discussions and vote shall be Regimental and Affiliate members who are current with their dues as of the date determined in accordance these Bylaws, subject to the provisions of the California Nonprofit Corporation Law.

3.2.2 Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of a member of the Board of Directors must be by ballot if demanded by any Regimental or Affiliate member before the voting begins.

3.2.3 Quorum. 15 percent of the Regimental and Affiliate members shall constitute a quorum for the transaction of business at a meeting of the members. The act of the majority of the voting members present or represented by proxy at any meeting at which a quorum is present shall be considered the act of the members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

Section 3.3 Waiver of Notice by Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting does not constitute a waiver of any right to object at the meeting to the consideration of matters not included in the notice of the meeting.

Section 3.4 Action by Written Consent Without a Meeting.

3.4.1 General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

3.4.2 Solicitation of Written Ballots. The Secretary shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 3.1.5 for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action, and (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

3.4.3 Quorum. Approval by written ballot pursuant to this Section shall be valid when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

3.4.4 Revocation. No written ballot may be revoked after delivery to the Association or deposit in the mails, whichever first occurs.

Section 3.5 Record Date.

3.5.1 Determined by Board of Directors. For the purpose of determining which members are entitled to receive notice of any meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than 30 nor fewer than 10 days before the date of any such meeting, nor more than 30 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice notwithstanding any transfer of any membership on the books of the Association after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

3.5.2 Failure of Board of Directors to Determine Date. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of a

meeting, shall be at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.

Section 3.6 Proxies. This organization recognizes proxies as a proper voting method. As such, every member entitled to vote shall have the right to do so either in person or in absentia by a representative authorized on the member's proxy, signed by the member and filed with the Secretary. The absentee member shall specify whether his/her proxy will be a general or limited proxy as defined on the proxy form. The revocability of a proxy shall be governed by the provisions of the California Nonprofit Corporation Law.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Number of Directors. The authorized number of Directors shall be eleven (11). Included in the 11-member Board of Directors are the Chairperson, President, Secretary and Treasurer who shall have the qualifications specified in Section 6.2 and who shall be nominated and elected in accordance with the provisions of Section 6.3 and the following Sections 4.3 and 4.4 of these Bylaws.

4.1.1 The Chairperson may from time to time and upon approval of the majority of the Board make *ex officio* appointments to the Board. These appointments will expire at the end of the current term of office of the Board unless rescinded earlier. *Ex officio* members may present motions and participated in discussions, but may not vote on issues before the Board.

4.1.2 At the discretion of the Chairperson and with the approval of a majority of the Board, an executive committee and/or special project committee(s) comprised of a subset of officers, board members and regimental or affiliate members may be appointed for the purpose of analysis, making and enacting non-controversial proposals and developing plans.

4.1.3 In the event that either the President or the Chairperson is temporarily unavailable or unable to perform their responsibilities for any reason, the other is empowered to temporarily assume those duties.

Section 4.2 Qualifications of Directors.

4.2.1 Director. To qualify for a position as a Director, the nominee must be a Regimental or Affiliate member of the Association in good standing.

Section 4.3 Nomination for Directors and Certain Officers.

4.3.1 Nominating Committee. At least 3 months prior to a scheduled member meeting the Chairperson shall designate 3 Regimental or Affiliate members in good standing as members of the Nominating Committee. No later than 60 days prior to a scheduled

member meeting, the Nominating Committee will present a slate of candidates for the Board of Directors to the general membership for its consideration. The slate will include the names of all members in good standing who meet the qualifications for election and have indicated an interest in one or more Board or Officer positions. In accordance with the provisions of Section 6.3, the Nominating Committee will also present a slate of candidates for the office of Chairperson, President, Secretary and Treasurer. The slate, together with a ballot, will be communicated to each member with the notice of the biannual meeting in a manner consistent with the notice provisions of Section 3.1.5.

4.3.2 Nomination by Members. Any Regimental or Affiliate member may place names in nomination by submitting his/her nomination in writing to the Nominating Committee no later than 60 days prior to a scheduled member meeting, or may state his or her nomination from the floor at the biannual meeting. To be placed on the slate of candidates a nominee must be nominated by Regimental and Affiliate members representing 2 percent (2%) of the membership. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

4.3.3 Solicitation of Votes. If more people are nominated to serve as members of the Board of Directors or for the office of Chairperson, President, Secretary and/or Treasurer than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the Board of Directors is not more than the number of Directors to be elected, the Board of Directors may without further action declare that those nominated and qualified to be elected have been elected. Similarly, if after the close of nominations there is only one person nominated for any of the offices of Chairperson, President, Secretary and Treasurer, the Board of Directors may without further action declare that each such person nominated and qualified to be elected to such office has been elected.

Section 4.4 Election and Term of Office of Directors and Certain Officers.

4.4.1 Election. The Directors and Chairperson, President, Secretary and Treasurer shall be elected by written ballot at the biannual meeting, and the result announced at that meeting. If any meeting is not held, a special election may be held for that purpose.

4.4.2 Vote Required to Elect Directors and Certain Officers. The candidates receiving the highest number of votes shall be elected as Directors and the candidates receiving the highest number of votes for the office of Chairperson, President, Secretary and Treasurer, respectively, shall be elected to such office. Any office which cannot be filled at the biennial election during general meetings shall be filled by the Board as a vacancy pursuant to Section 4.5.1. If there is no candidate to fill a position the

responsibilities may be divided and assigned to one or more-members or be let out on a contract for services.

4.4.3 Term of Office. The Directors, Chairperson, President, Secretary and Treasurer will hold office for a nominal term of 2 years. The actual length of the term shall be the period from the election for these positions at the General Business Meeting in an even numbered year to the election held at the General Business Meeting held closest to two calendar years hence. In no case will the term be less than 18 calendar months or more than 30 calendar months from the preceding election.

Section 4.4.4 Oath of Office. The new and continuing officers and members will be sworn in at a public event designated by the Chairman as soon as practical following the election. The secretary will provide a written oath for signature by any elected member who is unable to attend the event. The Oath of Office will be administered by the Chairman or a member in good standing designated by the Chairman. Each elected or appointed member will swear or affirm as follows:

“I do solemnly swear (or affirm) that I will faithfully execute the duties of the office to which I have been elected; that I will to the best of my knowledge and ability make decisions in the best interest of members; and that I will at all times support the mission and values of this organization.”

Section 4.5 Vacancies.

4.5.1 Vacancies among the Board of Directors or any of the offices of Chairperson, President, Secretary, and Treasurer shall be filled by the Board of Directors until the next election.

4.5.2 Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Board of Directors. Any such election by written vote shall require the consent of a quorum majority. Members may elect a Chairperson, President, Secretary or Treasurer at any time to fill any vacancy or vacancies not filled by the Board of Directors. Any such election by written vote shall require consent of a quorum majority.

Section 4.6 Removal. Any member of the Board of Directors or any officer may be removed for malfeasance, misfeasance or nonfeasance by a majority vote of the Board of Directors.

Section 4.7 Powers. The business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members.

Section 4.8 Indemnification.

4.8.1 Right of Indemnity. To the fullest extent permitted by law, the Association shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

4.8.2 Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 7237(a) the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California Corporations Code has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of the members. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California Corporations Code has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

4.8.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this section of these Bylaws in defending any proceeding covered by this section shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

4.8.4 Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

4.8.5 Staff Support. The Board may employ or contract for services for administrative support purposes as workload demands and resources permit.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Regular Board of Directors Meetings.

5.1.1 Meetings may be held at any place in the continental United States designated by the Board of Directors, or by means of telephonic or televised meeting technology.

5.1.2 Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Bylaws or the Board of Directors.

Section 5.2 Special Board of Directors Meetings.

5.2.1 Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson, President or any 2 officers or Directors.

5.2.2 Notice.

(a) Notice may be given by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. All notices shall be given or sent to the Director's address or telephone number as shown on the records of the Association.

(b) Notice of special meetings will be given to the general membership by posting as prescribed in Section 3.1.5 no later than 3 days in advance of the meeting.

Section 5.3 Quorum. A majority of the authorized number of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Section 7211(a)(8) of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.4 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though taken at a regularly called meeting, if each of the members of the Board of Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Association's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member of the Board of Directors who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Consent, approvals and votes made by signed email shall be deemed satisfactory for purposes of this section.

Section 5.5 Adjournment. A majority of the members of the Board of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time and place shall be given prior to the time of the adjourned meeting to the members of the Board of Directors who were not present at the time of the adjournment.

Section 5.6 Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.7 Committee of the Whole. To encourage open exploration of issues and solutions, the Chairperson may convene a committee of the whole meeting without regard to notification requirements. No votes may be taken nor any actions approved at these meetings.

Section 5.8 In specific situations involving hiring or performance management of employees or contractors, negotiations for contracts, investigation of malfeasance, appointment of board members and discipline of Association members, the Chair may elect to declare an executive session closed to non-board members. A record of decisions made and votes taken will be maintained for Association records.

ARTICLE VI - OFFICERS AND COMMITTEES

Section 6.1 Officers. The officers of the Association shall be a Chairperson, the President, Secretary, Treasurer, and Vice Presidents.

Section 6.2 Qualifications of Officers. To qualify as an officer of the Association, the applicant must have been a Regimental or Affiliate member of the Association for a minimum of 6 months at the date of the election. Each of the Chairperson, President, Secretary, and Treasurer shall also be a member of the 11-person Board of Directors.

6.2.1 Chairperson. To qualify for the position of Chairperson of the Board of Directors, the nominee must be a Regimental or Affiliate member of the Association in good standing during the year prior to election.

6.2.2 President. To qualify for the position of President, the nominee must be a Regimental or Affiliate member of the Association in good standing during the year prior to election.

Section 6.3 Nominations and Elections of Certain Officers. The Chairperson, President, Secretary and Treasurer shall be nominated and elected in accordance to the provisions of Sections 4.3 and 4.4 of these Bylaws. The Vice-Presidents shall be appointed by the President in accordance with Section 6.6.5.

Section 6.4 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws under Section 4.5.

Section 6.5 Removal of Officers. Any officer may be removed by a majority vote of the Board of Directors.

Section 6.6 Responsibilities of Officers.

6.6.1 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall also, at the biannual meeting and at such times as the Chairperson may deem appropriate, communicate to the membership and/or the Board of Directors such information or proposals as would promote the objectives of the Association and shall perform such other duties as are necessarily incident to the office of the Chairperson.

6.6.2 President. The President shall be the chief operating officer of the Association and shall preside at all meetings of the Board of Directors in the absence of the Chairperson. The President shall also, at the biannual meeting and at such times as the President may deem appropriate, communicate to the membership and/or the Board of Directors such information or proposals would promote the objectives of the Association and shall perform such other duties as are necessarily incident to the office of the President.

With the approval of the Board of Directors, the President shall sign all deeds, contracts and other instruments affecting the operation of the Association.

6.6.3 Secretary.

- a) The Secretary shall keep or cause to be kept, at the office or such other place the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors, committees of the Board of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceeding of such meetings.
- b) The Secretary shall keep or cause to be kept, at the office, as determined by resolution of the Board of Directors, a record of the Association's members, showing the names of all members, their addresses, and the class membership held by each.

6.6.4 Treasurer.

- a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and the other matters customarily included in financial statements. The books of account shall be open to inspection by any member of the Board of Directors at all reasonable times.
- b) The Treasurer shall deposit all money and other valuables in the name and to the credit

of the Association with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Association as may be ordered by the Board of Directors; shall render to the members of the Board of Directors an account of all transactions and a statement of the financial condition of the Association; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

- c) The Treasurer shall cause to be filed such documents, returns and reports as may be required by law.

6.6.5 Vice President

6.6.5.1 Appointment. A Vice President may be appointed by the President from the members of the Board of Directors subject to the approval of a majority of the Board of Directors.

6.6.5.2 Responsibilities. In the absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors.

6.6.5.3 Term of Office. The Vice President will hold office for 2 years. No member may serve as Vice President for more than 3 consecutive 2-year terms.

Section 6.7 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Board of Directors then in office, designate 1 or more committees, each consisting of any number of appointees from the Board of Directors or the general membership, unless otherwise provided in these Bylaws. The members of the Committees shall be appointed by the Chairperson subject to the approval of a majority of the Board of Directors. The committees may be standing committees or temporary at the discretion of the Chairperson, and may include the following:

6.7.1 Nominating Committee. The Nominating Committee provides the Association members with the names of qualified candidates to serve on the Board of Directors and the names of qualified candidates to serve also as Chairperson, President, Secretary, and Treasurer.

6.7.2 Membership Committee. The Membership Committee reviews applications for membership and determines if and for which class of membership the applicant qualifies. The Membership Committee meets with any applicant who objects to its decision on membership suitability, and reports its findings to the Board of Directors. This committee is chaired by the Membership Coordinator.

6.7.3 Events Committee. The Events Committee coordinates membership meetings, reunions and other events. This committee is typically co-chaired by an officer or director.

6.7.4 Audit Committee. The Audit Committee conducts an annual internal audit of the financial activities, policies and procedures of the Association. The Audit Committee is chaired by a Director-at-large, not a member of the Finance Committee, appointed by the President, and will consist of a minimum of 3 members. This committee will provide a written report to the members at the annual meeting. The Audit Committee shall be appointed only as the Board of Directors deems necessary.

6.7.5 Bylaws Committee. The Bylaws Committee conducts a review of the Association Bylaws, polices and procedures. This committee is chaired by the Secretary. The Bylaws Committee shall be appointed only as the Board of Directors deems necessary.

6.7.6 Finance Committee. The Finance Committee sets the policies for the conduct and reporting of the financial affairs of the Association. The Finance Committee will be chaired by the Treasurer and will consist of a minimum of 3 members.

6.7.7 Website Committee. The Website Committee is responsible for the maintenance of the Association's website and electronic communications. The Website Committee will be chaired by a Webmaster as appointed by the President subject to the approval of a majority of the Board of Directors.

ARTICLE VII - RECORDS AND REPORTS

Section 7.1 Maintenance of the Association Records. The following records shall be kept at the Association office:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, the Board of Directors, and the committees of the Board of Directors documenting decisions and votes; and
- (c) A record of its members, giving their names and addresses and the class of membership held by each.
- (d) A summary of topics, discussions and actions arising from teleconferences will be maintained by the Board Secretary. A voice recording without transcription shall satisfy this requirement.

Section 7.2 Annual Reports to Members. The following written reports shall be provided to the members.

- (a) Financial statements for the prior fiscal year reviewed by an independent Certified Public Accounting Firm;
- (b) A report by the Audit Committee summarizing the findings of the committee and any recommended actions to be taken; and
- (c) A record of its members, giving their names, addresses, and phone numbers and the class of membership held by each. Such record shall exclude addresses and phone numbers of any member who has requested such in writing.

Section 7.3 Members' Inspection Rights.

(a) Any regimental or affiliate member of the Association in good standing may inspect and copy, at no expense to the Association, the records of members' names and addresses and voting rights during usual business hours upon 5 days' prior written demand reasonably related to such person's interest as a member of the Association, stating the purpose for which the inspection rights are requested.

(b) Any regimental or affiliate member of the Association in good standing may inspect the accounting books and minutes of the proceedings of the members and the Board of Directors and committees of the Board of Directors during usual business hours upon 5 days' prior written demand for a purpose reasonably related to such person's interest as a member, stating the purpose for which inspection rights are requested.

(c) Any regimental or affiliate member of the Association in good standing may inspect the original Articles of Incorporation and the Bylaws as amended to date, upon 5 days' prior written demand for a purpose reasonably related to such person's interest as a member.

ARTICLE VIII - AMENDMENTS

Section 8.1 Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Regimental and Affiliate members or their proxies, or by written assent of these persons.

Section 8.2 Amendment by the Board of Directors. Subject to the rights of members under Section 8.1 above, Section 7151 of the California Corporations Code and the limitations set forth below, the Board of Directors may adopt, amend, or repeal these Bylaws:

(a) The Board of Directors may not amend a Bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors except by approval by the approval by 60 percent of the Regimental and Affiliate members voting in person or by proxy at a general membership meeting.

(b) The Board of Directors may not adopt or amend Bylaws provisions concerning the following subjects without the approval of the Regimental and Affiliate members:

- (1) Any provision changing the terms of Directors;
- (2) Any provision changing the number of Directors;
- (3) Any provision allowing one or more members of the Board of Directors to hold office by designation or selection rather than election by the members of the Association, other than as provided for in the filling of vacancies;
- (4) Any provision increasing the quorum for members' meetings; or
- (5) Any provision changing proxy rights.