

Change 1 Approved 22 August 2015



**Bylaws of the Force Recon Association, a
California Nonprofit Mutual Benefit Corporation**

AS ADOPTED ON September 10, 2011



February 15, 2016

From: Board of Directors

To: FRA Regular Members

Subject: Summary of the Changes to the FRA Bylaws

1. The following paragraphs provide a summary of the changes to the Bylaws approved by the Membership at the Annual Meeting on 22 August 2015 in Arlington, VA.

A. Paragraph 5.7 titled "Special Circumstances re the Removal and Appointment of Directors" was added to the Bylaws to allow for the following: (1) Removal and replacement of a director for unexcused absences from two board meetings during a one year period; (2) temporary replacement of a board member deployed overseas for less than one year; (3) removal and replacement of a director who is deployed overseas for more than one year or receives PCS orders that will not allow his continued service as a director.

B. In paragraph 6.4C The Secretary, the change adds the requirement for submitting CA Form SI-IOO to the CA Secretary of State, and in paragraph 6.4D The Treasurer, it deletes that same requirement.

C. Paragraph 7.3 titled "Board of Directors Meetings" was added to the Bylaws to allow for the following:

(1) To specify the criteria for scheduling regular board meetings other than the annual board meeting, and

(2) to establish the criteria for board actions that may be taken without a meeting as allowed for in the CA Corporation Code.

2. As noted above, the changes either added paragraphs to the Bylaws or added an additional duty to the Secretary's responsibilities and then deleted that duty from the Treasurer's responsibilities. Each change is shown with the notation "(Chg 1)" either after the paragraph title or wherever the change occurred in the text of a paragraph.

Respectfully submitted,

Alan Sniadecki, President

ARTICLE I - GENERAL

Section 1.1: *Name*

The name of this corporation shall be the FORCE RECON ASSOCIATION, incorporated as a 501(c)(19) non-profit mutual benefit corporation under the laws of the State of California, and hereinafter referred to as the “Corporation”.

Section 1.2: *Principal Office*

The principal office of the Corporation is 31 Steele Brook Road, Rowe, MA 01367, in the county of Franklin.

Section 1.3: *Change of Address*

The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these Bylaws; alternatively, this Section may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE II – PURPOSE

Section 2.1: *IRC Section 501(C)(19) Purposes*

The Corporation is organized exclusively for the purposes specified in Section 501(c) (19) of the Internal Revenue Code.

Section 2.2: *General Nonprofit Corporation Law of California and other lawful purpose*

The Corporation shall have and exercise all powers conferred by the general Nonprofit Corporation Law of California, as such law is now in effect or may at any time hereafter be amended, and for any other lawful purpose.

ARTICLE III – OBJECTIVES

To develop, foster and perpetuate the ideals, camaraderie, and professional standards of current and former members of Force Reconnaissance companies and their antecedent and successor units of the Regular and Reserve establishments of the United States Marine Corps.

Section 3.2:

To establish and maintain a Scholarship & Assistance Charitable Funds.

Section 3.3:

To promote the history and current importance of the field of military reconnaissance to include our rich heritage of the past to those who serve today.

Section 3.4:

To promote fellowship and Esprit de Corps among our members.

Section 3.5:

To solicit, bequest, devise or otherwise; to sell and convert, collect, receive, acquire, hold and invest, money and property both real and personal, received by gift, into cash; and to use funds of the Corporation and the proceeds, income, rents, issues, and proceeds derived from the property of this Corporation for the primary purposes for which this Corporation is formed.

Section 3.6:

The foregoing objectives shall, except where otherwise expressed, be in no way limited or restricted by any references to or inferences from the terms or provisions of any other clause, but shall be regarded as an independent objective. Notwithstanding any of the above objectives, this Corporation shall not engage in activities that in themselves are not in the furtherance of the primary purposes of this Corporation and nothing contained in the foregoing objectives shall be construed to authorize this Corporation to carry any activity for the profit of its members.

ARTICLE IV: MEMBERSHIP

Section 4.1: *General*

Membership in the Corporation shall have four classes of members: Regular, Associate, In Memoriam, and Honorary. Membership shall be open to all persons interested in furthering the purposes of the Corporation, who apply for membership and conform to the requirements for members, as provided by these Bylaws. The membership criteria for a 501(c)(19) veterans organization must be met.

Section 4.2: *Regular Members*

Regular Members include all officers and enlisted members of the Armed Forces of the United States of America or her Allies who are now serving, or who have served, with any Force Reconnaissance Company, Regular or Reserve, Marine Division Reconnaissance Battalions, Regular or Reserve, Amphibious Reconnaissance units between 1943 and 1958, and MARSOC (Marine Special Operations Command), Test Unit One, and Special Mission Units. Only Regular Members shall have voting rights and serve as officers or on the Board of Directors of the Corporation.

Section 4.3: *Associate Members*

Associate Members include civilians and veterans of the U.S. Armed Forces and Allies who do not meet the "Regular Member" requirements as stipulated above, but who did make a significant contribution to the development of, or advancement to, operational procedures or techniques inherent in Force Reconnaissance operations or who made a valuable and unique contribution to either operational Force Reconnaissance units or to the Corporation. Associate Members do not have voting rights and may not serve as officers or on the Board of Directors of the Corporation.

Section 4.4: *In Memoriam Members*

Members of the Corporation in good standing who pass away shall be transferred to the "In Memoriam List".

Section 4.5: *Honorary Members*

Those distinguished military or civilian persons who have benefited Force Reconnaissance units or the Corporation by the performance of some outstanding service, or significant donation, and who have exemplified the attainment of the highest goals of the Corporation are eligible for Honorary Membership. A candidate for Honorary Membership can be nominated by any Regular Member, for approval by the Board of

Directors. Honorary Members shall not pay any admission or fees or dues, and shall not have a vote or be eligible to hold office in the Corporation, but shall have all other rights of membership.

Section 4.6: *Disciplinary Matters*

The Disciplinary Committee cited in Section 9.7 of these bylaws may recommend disciplinary action against any member in accordance with California law.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1: *Board of Directors*

The Corporation shall maintain a governing Board of Directors consisting of nine (9) Regular Members. The Executive Director and the Communications Chief are ex-officio, non-voting member of the Board of Directors. The affairs of the Corporation shall be managed by its Board of Directors in accordance with the law, the Corporation's Articles of Incorporation, and these Bylaws. The powers and authority of the Board of Directors are limited only as may be specifically stated and reserved elsewhere in these Bylaws. The Board of Directors shall be the final authority as to the interpretation of the Bylaws, or any part thereof, which may be in conflict or have an unclear or doubtful meaning.

Section 5.2: *Director Compensation*

All Directors shall serve on the Board without compensation. Notwithstanding this section, for services rendered beyond the normal duties of the Director, the Board may consider compensating that Director in accordance with Section 5.5. Notwithstanding this section and Section 5.5, the Executive Director may be paid fee-for service as determined by the Executive Committee and approved by the Board of Directors.

Section 5.3: *Director Nominations and Elections*

Elections shall be held each year during the Annual Meeting. The Regular Members present at the Annual Meeting shall vote to elect those Director positions slated for election as formally presented by the Nominations Committee according to these Bylaws. All Board candidates must be Regular Members "in good standing" at the time of nomination and election. A "member in good standing" is defined as a member who has paid current all dues and any other financial obligations to the Corporation, is not currently under any disciplinary sanctions or penalties of the Corporation, and has not been convicted of any felonies or crimes or moral turpitude.

Section 5.4: *Term of Office and Vacancies*

The term of office for all Directors is two calendar years and until their successors are elected and qualified. In the event of a Board vacancy, the President may appoint any Regular Member in good standing to fill the vacant position. Such appointment shall expire at the next Annual Meeting where the seat shall be filled through the regular nominations process according to these Bylaws and the original term of the seat shall resume or expire accordingly. No more than one-half of the elected Director terms shall expire in a given year.

Section 5.5: *Restriction on Interested Persons*

Not more than 49 percent of the persons serving on the Board of Directors at any time may be Interested Persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. A Director has a duty to disclose whether he is an Interested Person to the Board prior to any action taken by the Corporation. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5.6: *Removal of Director*

The Board of Directors may vote to remove a Director in accordance with the nonprofit corporation laws of California.

Section 5.7 *Special Circumstances re the Removal and Appointment of Directors (Chg1)*

A. IAW Section 7221(a) of the CA Corporation Code a Director shall be removed from the Board by a majority vote of the Board of Directors for missing two Board Meetings in one year unless that Director has been excused by the President or other Board Member charged with scheduling and conducting Board Meetings. Such excusal must be documented in writing by e-mail or other electronic means. A replacement for the removed Board Member may be appointed by a majority vote of the Board. That replacement shall serve until the election held at the next Annual Membership Meeting. All the above actions must be documented in Board Meeting minutes.

B. A Board Member on active duty who is deployed overseas for less than one year may be temporarily replaced by a majority vote of the Board by a FRA member in good standing during the length of the Board Member's deployment. Once the deployed Director returns from deployment, he will resume his position on the Board. All the actions taken by the Board on this matter must be documented in Board Meeting minutes.

C. A Board Member on active duty who is deployed overseas for more than one year or receives PCS orders that will not allow for his continued service as a Director may be removed from the Board of Directors and be replaced by a FRA member in good standing by a majority vote of the Board of Directors. All such actions shall be documented in Board Meeting minutes.

ARTICLE VI - OFFICERS

Section 6.1: *Officers*

The Corporation shall maintain four (4) Officer positions titled President, Vice President, Secretary, Treasurer and shall comprise the Board's Executive Committee. The Executive Director and the Communications Chief shall be ex-officio members of the Executive Committee and shall not have a vote. No Director shall hold more than one Officer position at any one time, including the positions of Executive Director and Communications Chief.

Section 6.2: *Officer Nominations and Elections*

Officer positions shall be nominated by any Regular Member and elected by the Regular Members during the Annual Meeting or at any Special Meeting of the Regular Members. All Officers must be willing to commit to perform the full duties and responsibilities of the position held.

Section 6.3: *Term and Vacancies*

A. The term of each Officer shall be two years and until their successors are elected and qualified. If the Officer's term exceeds his or her term as Director, then the Officer's term shall expire when his or her term expires as Director.

B. Vacancies in any office shall be filled by an appointment made by the President with the approval of the Board of Directors. Such appointment shall expire at the next annual meeting or until the next election occurs.

Section 6.4: Officer Positions & Duties

Primary duties for each Officer are defined as follows:

A. The President shall order and preside at all meetings of the Board of Directors, the Executive Committee, and the General Membership Meeting, and ensure that they are properly conducted and adjourned. Additionally, the President shall provide direction and guidance to the Board on matters of institutional governance and to the Executive Director on policies and operating procedures. Finally, the President shall perform such other duties as may be requested by the Board of Directors.

B. The Vice President shall preside in the absence of the President at meetings of the Corporation, Board of Directors and Executive Committee. Additionally, the Vice President shall serve as Chairperson of the Nomination Committee, and perform any other duties, as requested by the Board of Directors.

C. The Secretary shall be responsible for the proper recording and preservation of Board actions including the taking of minutes at all Board meetings, sending all meeting announcements, distributing copies of all Board documents as requested and assuring that all corporate records are properly maintained. Per the CA Corporation Code, submit CA Form SI-100 according to the schedule established by the CA Secretary of State (Chg 1). Additionally, the Secretary will ensure that ‘new’ members are issued a membership card and membership package and assure that the personal information of new members, is duly entered into the Corporation’s database with the assistance of the Executive Director as needed and shall perform such other duties as may be requested by the Board of Directors.

D. The Treasurer shall be responsible for conducting the financial affairs of the Corporation consisting of the accurate recording of receipts and disbursements of the funds of the Corporation. The Treasurer’s duties shall include reporting quarterly to the Board of Directors a financial statement consisting of a “Balance Sheet” a “Profits and Loss Statement,” and a “Transaction Detail by Account”. The Treasurer shall ensure that all applicable taxes are paid. (Chg 1 deletion). The Treasurer will chair the Budget Committee, and perform such other duties as provided within these Bylaws, or as requested by the Board of Directors.

E. The Executive Director shall be nominated by the President and approved by majority of the Board of Directors, and shall be primarily responsible for the daily operations and management of the Corporation. As such, the major duties of the Executive Director include: (1) interfacing with all Executive Committee members and committee chairpersons in the performance of their duties, (2) developing and proposing for approval by the Board Operating Policies required for the daily operation and management of the Corporation, (3) planning and executing the setup of the Annual

Meeting/Reunion including responsibility for the final approval of all negotiated contracts pertaining to the Annual Meeting and the acquisition of human and material resources necessary to ensure a successful and meaningful Corporation gathering; (4) to represent the Corporation at meetings, events, commemorations, and memorials, consistent with the high ideals and purposes of the Corporation, and (5) maintain and manage a financial operating account, the size of which to be approved by the Board of Directors, for the purpose of funding the day to day operations of the Corporation and expenses incurred as part of the Executive Director's articulated duties.

F. The Communications Chief shall be nominated by the President and approved by a majority of the Board of Directors. The Communications Chief shall be responsible for communications and information technology that enhances the efficiency and effectiveness of the Corporation. Responsibilities of the Communication Chief shall include: (1) Domain name maintenance, (2) web site development and maintenance, (3) web site hosting, (4) maintenance of the Corporation's membership database and to provide membership reports to the Board as directed (all personal information of the membership will be kept confidential), (5) electronic support for document delivery, (6) software support for the Corporation's administrative needs, (7) development of recommendations to the Board regarding social networking for the purpose of membership development, (8) to provide the Board with recommendations for video conferencing via computer and such other duties as the Board may direct.

ARTICLE VII - MEETINGS

Section 7.1: *Annual Meeting*

The Corporation shall hold an annual meeting including all Regular Members prior to September 30th each calendar year at a time, place and date designated by the President and Executive Director or such other time as may be approved by a majority of the Board of Directors. Regular Members must be given at least sixty (60) days written notice of the time, place and date of Annual Meeting. At the Annual Meeting, the Regular Members present and attending will vote on the slate of candidates for the new Board of Directors as well as any proposed amendments to these Bylaws that requires a vote of the Regular Members. Per Section 7512 (b) of the California Corporation Code, any other matters intended for action by the Regular Members will be addressed in an amended annual meeting notice no later than twenty (20) days prior to the meeting.

Section 7.2: Annual Reunion

The Annual Reunion shall occur during the same time as the Annual Meeting. The Annual Reunion is an annual gathering of all members for a period of time to socialize and conduct official business of the corporation.

Section 7.3: Board of Directors' Meetings (Chg 1)

A. The Board of Directors and, as necessary, the Executive Committee will meet during the Annual Reunion on a date(s) and time(s) designated by the President and Executive Director.

B. Regular Board Meetings, other than the one held during the Annual Membership Reunion/Meeting, shall be scheduled by the President, Vice President, Secretary, or two other Board Members on a periodic basis for the conduct of official FRA business. Meetings may be held upon 48 hours notice, but are normally scheduled with at least seven days notice by phone or other electronic transmission (e.g., e-mail).

C. Actions without a meeting may be taken IAW Section 7211(b) of the CA Corporation Code. Such actions required or permitted to be taken by the Board may be taken if all the Directors individually or collectively consent in writing to that action and the number of Directors available constitutes a quorum. The written consents shall be filed with the Board Meeting minutes. The action by written consent shall have the same force and effect as a unanimous vote of the Directors.

Section 7.4: Special Meetings

Special Meetings of the Regular Members, the Board of Directors or Executive Committee may be called at the request of the President, or by a majority vote of the Board of Directors. Thirty (30) days written notice must be given prior to conducting any Special Meetings. Special Meetings may be conducted using electronic means and may consist of the use of telephone conferencing, video conferencing via computer, or the use of a computer-based conference network system.

Section 7.5: Quorums

A quorum for the Annual Meeting shall consist of the Regular Members present. A quorum for the Executive Committee and the Board of Directors shall consist of a simple majority, including the President or Vice President.

ARTICLE VIII – PARLIAMENTARY PROCEDURE

Section 8.1:

The rules contained in the most recently published edition of Robert’s Rules of Order shall govern this Corporation in all meetings and cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the Corporation may adopt, and any statutes applicable to this Corporation.

ARTICLE IX - COMMITTEES

Section 9.1: *General*

Unless stipulated otherwise, the President shall nominate and the Board of Directors shall vote to appoint the following committee chairs and members, as needed. All such committees shall consist of at least three members in good standing. Committees may conduct meetings electronically in accordance with the nonprofit corporation laws of California.

Section 9.2: *Executive Committee*

The Executive Committee shall consist of the Officers of the Corporation and shall include the Executive Director and the Communications Chief as ex-officio, non-voting members. The Committee shall conduct affairs of the Corporation in accordance with the Bylaws, policies, and instructions of the Board of Directors. It shall be responsible for ratifying a budget for financing the Corporation, and for all matters of policy and public statement, subject to the approval of the Board of Directors. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

Section 9.3: *Nominations Committee*

The Vice President shall chair the Nominations Committee and shall select a minimum of two members in good standing to serve on this committee. Each year, the Nomination Committee shall present to the Regular Members a slate of candidates for the annual election of the Board of Directors. The Nominations Committee shall conduct the process of elections and determine eligibility for office and validity of votes.

Section 9.4: *Audit Committee*

The Audit Committee shall be responsible for the auditing of the financial records of the Treasurer at any time the Executive Committee shall deem advisable and at least at the conclusion of every even-numbered fiscal year. No member of the Board of Directors may so serve.

Section 9.5: *Budget Committee*

The Budget Committee shall be chaired by the Treasurer and shall be composed of members of the Executive Committee. The Budget Committee shall be responsible for the drafting of the annual operating budget. Such budget shall be presented to the Board of Directors at least fifteen (15) days prior to consideration, and must be approved by the Board of Directors no later than September 30th of each calendar year.

Section 9.6: *Scholarship & Assistance Funds Committee*

The Scholarship and Assistance Funds Committee (SAFC) shall be responsible for the oversight of the Scholarship & Assistance Funds per Section 10.5 of these Bylaws. The chair of this committee will serve ongoing terms at the pleasure of the Board or until such time as the chair resigns from the position. The administration of the Scholarship and Assistance Funds, to include the awarding of funds, and the establishment of the criteria and frequency for awards, shall be set by the chair of the SAFC with the approval of the Board of Directors.

Section 9.7: *Disciplinary Committee*

The Disciplinary Committee will convene as needed and shall be responsible for conducting any investigation and/or hearings involving alleged misconduct on the part of any member of the Corporation including Board members. The Disciplinary Committee will report its findings and recommendations to the Board of Directors for approval and implementation. A written record of all hearings, proceedings, findings and actions shall be maintained by the Corporation.

ARTICLE X - FINANCES

Section 10.1: *Fiscal Year*

The fiscal year of this Corporation shall be from October 1 through September 30.

Section 10.2: *Bonding*

All officers and staff handling funds shall be bonded in such amount as set by the Executive Committee; the expense of such bond shall be borne by the Corporation.

Section 10.3: *Budget Information Reported to Regular Members*

At each Annual Meeting, the Board of Directors will report to the attending Regular Members the major expenditures for the current fiscal year and present the proposed budget for the following fiscal year.

A. The report provided to each Regular Member for the current fiscal will include a list of expenditures of \$2,000 or more up to the date of the meeting and those proposed for the remainder of the fiscal year. Each such expenditure will include a brief explanation of why it was approved.

B. A copy of the proposed budget for the following fiscal year will be provided to each Regular Member with the expenditures of \$2,000 or more highlighted or identified in some other manner so that the Members can see what they are. Accompanying the budget will be a chart (including but not limited to a pie chart) showing the major expenses (including but not limited to operating, legal, administrative, meeting, etc.) on a percentage basis of the total budget.

Section 10.4: *Audits*

Biennially, or, at the Board's discretion, more frequent audits of the funds of the Corporation and the Scholarship & Assistance Funds shall be conducted to review the financial system's procedures and internal controls, and to present appropriate comments and recommendations after the review. An annual audit shall be conducted if the annual combined funds of both the Corporation and the Scholarship and Assistance Funds exceed \$250,000. At the Board's discretion and when applicable under California law, such audits will be conducted by an accounting firm that is independent of the Corporation. No member of the Executive Committee or the Board of Directors will participate in this audit process.

Section 10.5: *Scholarship and Assistance Funds*

The Corporation shall establish and maintain a Scholarship Fund and an Assistance Fund. The administration of these funds, the award of funds, and the establishment of the frequency and criteria for awards shall be set by the chair of the SAFC with the approval of the Board of Directors. Donations received shall be designated by the donor or the

donor's authorized representative to either the Scholarship Fund or the Assistance Fund or both. The Assistance Fund shall not be used to provide military equipment.

ARTICLE XI - INDEMNIFICATION

Section 11.1: *Indemnity Insurance*

The Corporation must carry appropriate indemnity insurance to cover the liability stated in Section 11.2.

Section 11.2: *Liability*

Every Director, Officer, or employee of the Corporation shall be indemnified by the Corporation, in a manner that is consistent with California law, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they have been made a party, or in which they may become involved by reason of their being or having been a director, officer, or employee at the time such expenses were incurred, except in such cases wherein they were adjudged guilty of willful misfeasance or gross negligence in the performance of the duties of the office. Provided, however, that in the event of a settlement the Board of Directors approves such settlement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE XII - AMENDMENTS TO BYLAWS

Section 12.1: *Votes & Notice*

These Bylaws may be amended by a two-thirds vote of the Regular Members at the Annual Meeting or by any Special Meeting of the Corporation, provided that the proposed amendment has been submitted in writing to the Secretary and transmitted to each Director and/or Regular Member at least fifteen (15) days prior to the consideration of the amendment.

Section 12.2: *Process for Submitting Amendment(s)*

Any proposed amendment to the Bylaws must be submitted in writing by any Regular Members in good standing. Upon the consideration of any proposed amendment to these

Bylaws at any meeting, amendments thereto on the same subject matter may be offered, voted and accepted at the same meeting without any prior notice.

Section 12.3: *Limitations on Regular Member's Right to Amend Bylaws*

Regular members may adopt, amend or repeal bylaws unless doing so would:

A. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class;

B. Materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

C. Increase or decrease the number of memberships authorized for such class;

D. Increase the number of memberships authorized for another class;

E. Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or

F. Authorize a new class of memberships.

ARTICLE XIII - DISSOLUTION

Section 13.1

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of such funds shall inure, or be distributed, to the members of the Corporation. Upon dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable organizations to be selected by the Board of Directors in accordance with Section 501(c)(19) of the Internal Revenue Code.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named Corporation, duly adopted on 9/10, 2011.



President