



# MARINE EMBASSY GUARD ASSOCIATION

<http://www.embassymarine.org>

## Association Bylaws

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*As approved by vote of the members on June 26, 2001,  
and amended on August 18, 2006, May 15, 2009, August 10, 2010 and April 28, 2012*

### ARTICLE I

#### NAME AND PURPOSE

Section 1-01. Name. The name of the Corporation is The Marine Embassy Guard Association, Inc. (hereafter called "The Marine Embassy Guard Association" or the "Corporation"). It was founded on November 10, 1996, in the city of Clifton and incorporated as a nonprofit corporation under the laws of the State of Colorado on October 9, 1998.

Section 1-02. Purpose. The purposes of The Marine Embassy Guard Association are as follows:

- Inspire love of Corps and Country;
- Encourage Marines to aspire to volunteer in the Marine Security Guard Program;
- Recognize and honor the achievements of Marine Embassy Guards in service to Corps and Country;
- Render aid to Marines and others when in need;
- Promote camaraderie and esprit de corps;
- Provide a forum in which to assemble for social intercourse;
- Provide a vehicle for communication of matters of mutual interest;
- Revere the memory of our departed shipmates;
- Help preserve historical records of Marine Embassy Guards and their achievements;
- Any other lawful purpose or purposes.

Although membership is drawn from the present and former ranks of the United States Marine Corps, The Marine Embassy Guard Association is a separate entity and is not by law a part of the United States Marine Corps.

### ARTICLE II

#### OFFICES

Section 2-01. Registered Office. The registered office of the Corporation in Colorado shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

Section 2-02. Other Offices. The Corporation may also have offices at such other places as the Board of Directors or Executive Committee may from time to time appoint or the business of the Corporation may require.

## ARTICLE III

### SEAL

Section 3-01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal - Colorado." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. To the extent permitted by law of the State of Colorado, whenever the Corporation is permitted or required to affix its seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to the seal to place the word "(Seal)" adjacent to the signature of the person authorized to execute the document on behalf of the Corporation. The Corporate Seal will be maintained in a safe manner in the custody of the Secretary.

## ARTICLE IV

### MEMBERSHIP

Section 4-01. Membership. Membership in The Marine Embassy Guard Association shall be determined as follows:

Membership shall be open to Marines who have served on active duty in the ranks of the United States Marine Corps. It includes both men and women, active duty, reserve, retired, and honorably discharged Marines. They are, and shall be known as, "MARINE EMBASSY GUARDS."

Section 4-02. Charter Members. Charter members are the 300 members whose applications were received and who were accepted into membership during the enrollment period.

Section 4-03. Regular Membership. Membership in The Marine Embassy Guard Association is open to all former or present officers and enlisted men and women of the United States Marine Corps now serving with or who were assigned to any Marine Corps Embassy Guard position. Applicants must have completed or are completing all assigned duty tours without being relieved for disciplinary reasons and remain on active duty or have received an Honorable Discharge. Applicants of MSG Bn and Lettered Companies who have received the MSG ribbon also qualify for regular membership if they provide proof of receiving the MSG ribbon, no exceptions. Proof of participation must be included with application in the form of a DD-214, travel orders, MSG School graduation certificate, or other acceptable documents. (Only one is needed)

Section 4-04. Associate Membership. Associate membership is available to those who are not qualified to be a Regular Member. Associate members shall have all the privileges of membership, except the right to vote, hold National Office or Directorship (unless otherwise qualified), and shall pay regular dues.

Section 4-05. Honorary Membership. Honorary membership may be conferred upon a distinguished person, or the Spouse or Parent of a Deceased Marine Security Guard. The Board of Directors shall confer or revoke honorary membership by majority vote. Honorary members shall have all the privileges of membership, except the right to vote, hold a National Office or Directorship (unless otherwise qualified), and shall be exempt from payment of dues.

Section 4-06. Life Members Fees. Any member of the Marine Embassy Guard Association who is in good standing, may become a life member, upon payment of the fee, as required herein. A life member shall not be subject to

payment of further dues. Such members shall have all the privileges, and benefits enjoyed as a member so long as that life member shall live. The Board shall establish life membership fees from time to time.

**Section 4-07. Member in Good Standing – Defined.** All members shall be considered to be in good standing in the Marine Embassy Guard Association, except when:

- (1) Required dues are not paid, or transmitted, on or before the due date.
- (2) A member is indebted, or in arrears to the Corporation.

**Section 4-08. Membership Dues.** The annual fee for membership in The Marine Embassy Guard Association, and the due date for such annual fee, will be set by the Board of Directors and published in the "MEGA-NEWS."

## **ARTICLE V**

### **MEETING OF MEMBERS**

**Section 5-01. Place of Meetings.** The annual meeting of the members shall be held at the site of the annual reunion. Additional meetings may be held as the Board of Directors or the Executive Committee may, from time to time, determine pursuant to Section 5-03.

**Section 5-02. Annual Meeting.** The members shall meet annually for the election of Officers and/or Directors and for the transaction of such other business as may properly come before the meeting. The time and place of the annual meeting shall be fixed by the Board of Directors and notice thereof mailed to each member. In those years when the officers of the association are to be elected, the outgoing officers will preside until the adjournment of the annual meeting, when the newly elected officers and directors will be installed.

**Section 5-03. Special Meetings.** Special meetings of the members may be called at any time by the Chairman of the Board (Chairman), by a majority of the Board of Directors, or by written request of not less than 10% of the voting members. If called, the member(s) making the request shall deliver such request in writing to the Chairman and such request shall state the purpose or purposes of the meeting and be accompanied by signed petition(s) of the voting members and also comply with Section 5-04 of these Bylaws. Voting on any issue(s) shall comply with Sections 5-06 and 5-08 of these Bylaws. It shall be the duty of the Chairman to fix the time and place of such meeting, to be held not more than sixty (60) days after receipt of the request, and to coordinate the calling of the meeting. If the Chairman or Board of Directors shall neglect or refuse to fix the time and place of the meeting, the person or persons calling the meeting may do so.

**Section 5-04. Notice of Meetings.**

- (1) Written notice of every meeting of the members shall be given to each member of record entitled to vote at the meeting at least thirty (30) days prior to the date set for the meeting, unless a greater period of notice is required by law in a particular case.
- (2) Notice shall be deemed to have been properly given to the members of the Corporation when published in the "MEGA-NEWS," the official publication of The Marine Embassy Guard Association or by special mailing. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the general nature of the business to be transacted.
- (3) Such notice will be accompanied with absentee ballots, if the purpose of the meeting is to tally a vote for action or a specific resolution.

**Section 5-05. Quorum.** Except as otherwise provided by statute or in these Bylaws, the voting members present of the Corporation shall be deemed to be representative, and shall constitute a quorum at any meeting of the members of the Corporation for the transaction of business, providing that the members present equal 10% of the total membership.

**Section 5-06. Members' Voting Rights.** Subject to the provisions of Article V and except as may be otherwise provided by law or in the Articles of Incorporation, those members identified in Article IV as being entitled to vote shall have the right at every members' meeting to cast one vote.

**Section 5-07. Voting Procedures.** Voting methods on issues at the scheduled meeting will be determined by the presiding officer.

**Section 5-08. Members Right to Vote.** Every member of the Corporation entitled to vote may vote in person, or by absentee ballot. Voting by proxy is not recognized as a method of casting a vote by this Corporation. Every absentee ballot must be cast through the U.S. Mail and received prior to the meeting in which the matter is to be presented in order to be counted. A member may cancel his/her absentee ballot by appearing in person at the meeting and voting in person.

**Section 5-09. Membership Information.** The Corporation shall maintain the name and address of each member and record the date on which membership ceases.

**Section 5-10. Waiver of Notice by Members.** Except as may be otherwise provided by statute or in the Articles of Incorporation and notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

**Section 5-11. Reserved Powers.** In addition to all matters required by law or by other provisions of these Bylaws, any proposal with respect to any of the following must be submitted to a vote of the members for approval and shall not become effective unless so approved by the members of the Corporation.

- (1) To amend the Articles of Incorporation or the Bylaws;
- (2) To dissolve, divide, convert, liquidate or wind up the Corporation, or to consolidate or to merge the Corporation with another corporation or entity;
- (3) To sell all or substantially all of the assets of the Corporation;
- (4) To elect the Board of Directors of the Corporation;
- (5) To elect the President, Vice President, Secretary, or Treasurer;
- (6) To purchase, sell, transfer or encumber in any way real property of the Corporation, or any other transaction which requires approval pursuant to statute;
- (7) To organize, establish, acquire, merge or dissolve a corporation, partnership, joint venture; or other entity in which the Corporation has any voting or other interest or to transfer assets to any such corporation or entity.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**Section 6-01. Number.** The voting members of the Board of Directors shall consist of the elected Officers of The Marine Embassy Guard Association and not less than three (3) nor more than nine (9) Directors of The Marine Embassy Guard Association. The phrase "Full Board of Directors" specifically includes both bodies acting as a unit. When the term "Officer" or "Director(s)" is used, it refers only to that body. Officers and Directors need not be residents of Colorado.

**Section 6-02. Term of Office.** Nothing contained herein shall prevent any member of the Board of Directors from being elected to any number of successive terms.

**Section 6-03. Qualifications.** All members of the Board of Directors must be Charter or Regular members in good standing in The Marine Embassy Guard Association. Candidates for election to the Board must possess the capability and willingness to serve for the term of office.

**Section 6-04. Term of Office**

The term of office for all elected Officers and Directors shall be three years. The term of office of the elected Directors shall be staggered so that not more than one-third (1/3) of the Directors will be elected at any one time. Each member of the Board of Directors shall hold office until the expiration of the term for which the member was elected and until his/her successor has been selected and installed, or until his/her earlier death, resignation or removal

**Section 6-05. Founder.**

Robert L. Kienietz is hereby recognized as the Founder of The Marine Embassy Guard Association.

**Section 6-06. Chairman of the Board.** The Chairman of the Board of Directors (Chairman) shall be selected by a majority vote at the Full Board of Directors' meeting convened following the election of officers and/or directors or in the event there is no election at a Board meeting convened immediately after the Annual Meeting at a time and place designated by the then Chairman. The Chairman's term of office shall be one year. The Board may elect the Chairman for only one additional year with a 70% vote.

**Section 6-07. Election.** The slate of candidates for Officers and Directors shall be published prior to the Annual Meeting in the "MEGA-NEWS." Nominations from the floor at the Annual Meeting shall not be accepted. Voting on the election of Officers and Directors shall be by written ballot and shall be determined by plurality vote. The Chairman shall appoint a Chairperson for the Nominating Committee.

**Section 6-08. Vacancies.** Vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of Directors, shall be filled by majority vote of the remaining members of the Board of Directors. Any member so elected shall serve for the balance of the unexpired term to which he/she is elected. If the vacancy results from an increase in the authorized number of Directors, the term shall be for one year plus any amount of time necessary to bring the end of the term in line with the regular cycle of the Directorship terms.

**Section 6-09. Annual Meeting.** The Board of Directors shall meet at least once a year at the site of the Annual Meeting. The Board of Directors shall convene two separate meetings. The first meeting consisting of the outgoing Board of Directors, shall convene before the annual membership meeting, while the second meeting, consisting of the incoming Board of Directors, shall convene after the annual membership meeting.

**Section 6-10. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Chairman or upon delivery to the Chairman of a written petition(s) by three (3) or more members of the Board of Directors. Any such request by Directors shall state the time and purpose(s) of the proposed meeting. Upon receipt of such request, it shall be the duty of the Chairman to ensure the feasibility of the proposed time and place and, if necessary, to determine an alternate time that is feasible; to issue the call for such meeting promptly; and to

coordinate the conference call. If the Chairman shall fail to issue the call, the Directors making the request may issue the call.

**Section 6-11. Notice of Meeting and Waiver of Notice.**

(1) Written notice of every meeting shall be given to each Director at least seven (7) days prior to the day named for the meeting, unless otherwise covered in these Bylaws. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it without further notice to members not present, with such clarifying or other amendments as do not enlarge its original purpose.

(2) Notice shall be deemed to have been properly given to an Officer or Director of the Corporation when delivered to him/her personally, or by sending a copy thereof by one of the following means:

(a) U.S. Mail

(b) Express Mail (by any carrier)

(c) Electronic Mail

(d) Facsimile (fax)

When notice is sent by (a) or (b) above, all charges for that mode will be prepaid. No matter what mode the notification is sent by, it shall be deemed to have been given to the person entitled thereto when sent. Such notice shall specify the date and time of the meeting and the general nature of the business to be transacted.

(3) Where the urgency of a meeting is of importance, the Chairman may call a special meeting without the procedure in Section 6-07(1) above, using the waiver of notice statute. The waiver will be in writing, requiring members who are present to sign or when by conference call the waiver by attendance will be in effect and so recorded in the minutes of the meeting. All Directors must be called and informed of the meeting prior to the start. After two attempts are made, a Director may be listed as unavailable. Those Directors that object must voice their objection at the start of the meeting. After the objections are heard, the meeting can be called to order, if there is still a quorum present.

**Section 6-12. Quorum.** At all meetings of the Board of Directors a majority of the voting members of the Board shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Board members participating at a meeting at which a quorum is present shall be the acts of the entire Board of Directors, except as may otherwise be specifically provided by statute, by the Article of Incorporation, or these Bylaws. Vacant positions will not be counted in determination of a majority, two-thirds, or seventy percent of the Board.

**Section 6-13. Adjournment.** Adjournment or adjournments of any regular or special meeting may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

**Section 6-14. Real Property.** Notwithstanding anything to the contrary in the statute or in these Bylaws, a proposal or resolution to acquire, sell, lease away, mortgage or pledge real property shall require a vote of two-thirds (2/3) of the Board of Directors.

**Section 6-15. General Powers.** The Board of Directors may exercise all such powers of the Corporation and perform all such lawful acts and things as are not prohibited by statute, by Articles of Incorporation or by these Bylaws, and shall have full power to act for the Corporation in the exercise of all its rights, privileges and powers

and in the general management of its business, including the power to acquire, sell, mortgage or pledge real or personal property, as directed or required to be exercised and done by the members of the Corporation pursuant to Section 5-11 hereof.

**Section 6-16. Executive Committee.** The Board of Directors may, by majority vote, designate three (3) members and one (1) alternate to constitute an Executive Committee (the chairperson will be appointed by the Chairman), which shall have and exercise the full powers and authority of the Board of Directors in the management of the business of the Corporation in between meetings of the Board of Directors. The Executive Committee shall not have any power or authority as to:

- (1) The filling of vacancies in the Board of Directors.
- (2) The adoption, amendment or repeal of these Bylaws.
- (3) Action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board.
- (4) Action on matters pertaining to the acquisition, sale, mortgage or pledge of real property (such matters being reserved to the Board of Directors as provided in Section 6-1 above).

The Committee may obligate up to an amount of funds designated by resolution of the Board between meetings of the Board of Directors.

Actions of the Executive Committee shall be ratified by the Board to the extent possible at its next regular or special meeting. Vacancies in the membership of the Executive Committee beyond the first vacancy, which will be filled by the alternate, shall be filled by the Board at the next regular or special meeting of the Board of Directors. The Executive Committee may meet in any manner necessary to conduct its business and shall keep regular minutes of its proceedings and report the same to the Board at the next meeting of the Board of Directors. The term of the Executive Committee members shall be one (1) year, with elections to take place at the Board of Directors meeting after the annual membership meeting and election of Board members.

**Section 6-17. Other Committees and Advisory Boards.** The Board of Directors or the Executive Committee may, from time to time, create and appoint such other committees or advisory boards, and designate their function, responsibility, add or delete members, as it may deem appropriate and desirable. At the time of creation the Chairman will appoint one member of the committee as the chairperson. Members appointed to such committees or advisory boards need not be members of the Board of Directors. Committees and advisory boards shall be dissolved upon the completion of the task for which they were created or upon resolution of the Board of Directors or the Executive Committee. These committees shall not have such powers as described in Section 6-12(1 - 4) above.

**Section 6-18. Informal Action by Directors.** Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Board or by the members of the Executive Committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors or the members of the Executive Committee, before or after the action takes place, as the case may be, and shall be filed with the Secretary of the Corporation.

**Section 6-19. Removal of Directors.** Any officer or director may be removed from office for just cause by the affirmative vote of two-thirds (2/3) of the remaining members of the Board of Directors. Upon receipt of a complaint regarding the conduct of an officer or director the Board shall follow these procedures:

- (1) The accused shall be informed in writing of the complaint.

- (2) Within thirty (30) days thereafter the Board, less the accused, shall conduct a review to determine the merits, if any, of the complaint. The accused shall be afforded an opportunity to address the Board in connection with its review.
- (3) If two-thirds (2/3) of the directors recommend further action, the accused shall step down from his/her post until the matter is resolved. If the Board does not vote to recommend further action, the complaint shall be dismissed.
- (4) If the matter is to proceed further, the accused shall be notified in writing of the specifications of the complaint and any facts relating thereto.
- (5) The accused shall have thirty (30) days after receipt of said notice to respond in writing to the complaint.
- (6) After receipt of a response from the accused, or after 31 days has passed after the receipt by the accused of the notice with specifications, the Chairman shall convene a meeting of the Board for the purpose of conducting a Hearing.
- (7) At the Hearing, Counsel to the Board shall present all evidence in the Board's possession relative to the charges in the complaint. The accused shall be duly notified of the date of the Hearing and will be afforded the opportunity to be present and address the Board. The Hearing may be adjourned at the request of the accused once as a matter of right. Any requests for adjournment thereafter shall be subject to the Board's approval.
- (8) After all interested parties have been heard, the Board shall take the matter under consideration. A two-thirds vote of the directors present is required for removal. The Board by the same vote may impose lesser penalties if it finds merit to the complaint. If the vote is less than two-thirds, the complaint must be dismissed.
- (9) At the conclusion of the Hearing, the Chairman shall inform the accused in writing of the Board's decision.

**Section 6-20. Liability of Directors.** To the fullest extent permitted by Colorado law, now in effect and as may be amended from time to time, a member of the Board of Directors of the Corporation shall not be personally liable for monetary damages for any action taken or for any failure to take any action.

**Section 6-21. Resignation of Officers and Directors.** Officers/Directors who resign from elected office prior to fulfillment of their elected term of office shall not be eligible to hold elected, or appointed, office, for a period of five (5) years from the date of their resignation. However, the Board of Directors by affirmative vote of two-thirds (2/3) may waive the five (5) year period, for good cause shown.

## **ARTICLE VII**

### **OFFICERS, AGENTS AND EMPLOYEES**

**Section 7-01. Officers.** The Officers of the Corporation shall be persons of full age, and shall consist of a Secretary and a Treasurer, all of whom shall be elected by the members at their annual meeting. In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as shall be prescribed from time to time by the Board of Directors. The Officers of the Corporation shall hold office for three (3) years and until their successors are chosen and installed or until their death or resignation, whichever is sooner, unless they are sooner removed from office as provided by these Bylaws.

**Section 7-02. Agents or Employees.** The Board of Directors or the Executive Committee may by resolution designate the Officer or Officers who shall have authority to appoint such agents, employees or volunteers as the needs of the Corporation may require. In the absence of such designation, this function may be performed by the Chairman and may be delegated by the Chairman to others in whole or in part. No matter who shall have the

authority to appoint agents or employees, the position shall have the concurrence of either the Board or the Executive Committee prior to the appointment.

Section 7-03. Salaries. The Officers and Directors of the Corporation shall serve without salary. The Board of Directors shall fix the salaries or other compensation of agents and employees of the Corporation.

Section 7-04. Removal of Agent or Employees. Any agent or employee of the Corporation may be removed, his/her authority revoked or contract canceled by resolution of the Board of Directors or the Executive Committee, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 7-05. Chairperson of the Full Board; Powers and Duties. The Chairman shall preside at all meetings of the Full Board of Directors and the Annual Meeting. The Chairman shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of the chief executive officer. In making decisions other than those that relate to MEGA's day-to-day affairs the Chairman shall attempt to obtain a consensus from the Board members if time permits. If time does not permit, Chairman shall act and forthwith inform the Board of his action. Whenever possible, governance shall be by consensus. The Chairman may appoint a Vice Chairman with the advice and consent of the Board. The Vice Chairman's duties, responsibilities and tenure shall be specifically set forth in the resolution approving his appointment.

Section 7-06. Secretary; Powers and Duties. The Secretary shall attend all meetings of the Board of Directors and shall record all the votes and minutes thereof in a manner prescribed by the Board. The Secretary shall perform such other duties as may be prescribed by the Board or by these Bylaws.

Section 7-07. Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in records belonging to the Corporation. He/She shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in depository or depositories as designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He/She shall render to the Board, at the annual meeting of the Board or whenever the Board may require it, an account of all his transactions as Treasurer and of the results of operations and financial condition of the Corporation. He/She shall perform such other duties as may be prescribed by the Board or these Bylaws.

Section 7-08. Delegation of Officers' Duties. Any Officer may delegate duties to his/her duly elected or appointed assistant (if any). In case of the absence or unavailability of any Officer or assistant officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of his/her powers or duties for the time being, to any person. When the Secretary is unable to perform his/her duties, he/she will provide to the person designated to record the vote and minutes of the meeting with the materials, equipment and information to properly record the events of the meeting.

## ARTICLE VIII

### CONFLICTS OF INTEREST

Section 8-01. Policy. It is the policy of the Corporation and Board of Directors that no contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors are directors or officers, or have a financial interest, or in which any Director or Officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the Board of Directors of this Corporation, and the Board in good faith authorizes the contract or transaction by an affirmative vote of the majority of the Directors other than the interested Director or

Directors, unless authorized elsewhere in these Bylaws. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorizes the contract or transaction.

## ARTICLE IX

### DISSOLUTION

Section 9-01. Dissolution. In the event of dissolution and wind up of the Corporation, the Corporation's assets, after all liabilities of the Corporation have been paid or provided for, shall be distributed in the manner provided by statute or in its Articles of Incorporation.

Section 9-02. Entitlement to Funds. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the dissolution of the corporation.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, be distributed to another nonprofit organization or to the Federal Government, or state or local government for the public purpose.

## ARTICLE X

### INDEMNIFICATION

Section 10-01. Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements or actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceedings, provided that such person acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his/her conduct was lawful.

Section 10-02. Derivative Action. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit by or in the right of the Corporation to procure a judgment in its favor by reason that the person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement or actually and reasonably incurred by the person in connection with such threatened pending or completed action or suit, provided that such person acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his/her conduct was lawful.

Section 10-03. Procedure for Effecting Indemnification. Indemnification under Section 10-01 or 10-02 shall be made by the Corporation only under a determination by a majority vote of a quorum of the remaining Board of Directors (less those directors who are parties to the action) that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**Section 10-04. Advancing Expenses.** Expenses incurred by a person, who may be indemnified under Sections 10-01, 10-02 or 10-03, may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he/she is not entitled to be indemnified by the Corporation.

**Section 10-05. Indemnification of Employees Agents and Other Representatives.** The Corporation may, at the discretion of and to the extent determined by the Board of Directors, (i) indemnify any person who neither is nor was a Director or Officer of the Corporation but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the right of the Corporation), by reason of the fact that person is or was an employee, agent or other representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement or actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 10-04.

**Section 10-06. Rights to Indemnification.** Any amendment or modification of these Articles of Incorporation that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he/she consents in writing to be bound by such amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Articles of Incorporation to a person inure to be benefit of the heirs, executors and administrators of such person.

## ARTICLE XI

### GENERAL PROVISIONS

**Section 11-01. Corporate Records.** The Corporation shall keep at its principal place of business, wherever situated, or at its National Headquarters, original or duplicate records of the proceedings of the meetings of the members, of the Board of Directors, and Executive Committee, and the original or copy of its Bylaws, including all amendments and alterations thereto. The Corporation shall keep at its principal place of business or at its National Headquarters complete and accurate books or records of accounts.

**Section 11-02. Fiscal Year.** The fiscal year of the Corporation shall be January 1st to December 31st.

**Section 11-03. Financial Reports.** Annually, a financial statement showing the revenues and expenses of the Corporation for the previous fiscal year, a balance sheet showing the assets and liabilities and changes therein for the previous fiscal year, and a report of the revenues, expenses, assets, liabilities and changes therein of trust fund balances for the previous fiscal year, as well as the size of the current membership (indicating involuntary and voluntary terminations) through the previous quarter of the current fiscal year, verified by the Treasurer, shall be published in the Directory or its annual update, and shall be reviewed and approved by the members at the annual membership meeting, then filed with the minutes of that meeting.

**Section 11-04. Right of Inspection.** Each member and Director shall, upon written demand under oath stating the purpose thereof, have the right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account and the records of the proceedings of the members, of the Board of Directors and of the Executive Committee, and to make copies or extracts there from. The records, books or records of account, or procedures will not be removed from the office in which they are normally kept to be copied under the authority of this Section.

**Section 11-05. Execution of Written Instruments.** After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations documents and instruments, whether or not requiring a seal, may be executed by the Chairman or his designee, and attested by the Secretary or the Treasurer, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. No person may change or alter contracts, deeds, mortgages, obligation documents, correspondence and instruments without first obtaining permission from the originator of the document. Such one or more Officers or agents shall sign all checks, notes, drafts and orders for the payment of money as the Board of Directors, or the Executive Committee may from time to time designate.

**Section 11-06. Telecommunications.** One or more persons may participate in a meeting of the Board, of the Executive Committee, or of another committee of the Board, by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 11-07. Masculine to Include Feminine and Neuter.** Whenever in these Bylaws the words "he," "him," "his" are used, they shall be deemed, where appropriate, to mean the comparable feminine or neuter pronoun.

**Section 11-08. Tax Exempt Status.** The Marine Embassy Guard Association, Inc., will be determined to be a tax-exempt organization under Section 501(c)(19) of the IRS Code. As such, Federal income tax returns must be filed annually. The Marine Embassy Guard Association shall take all necessary actions to protect its tax-exempt status.

**Section 11-09. Other Income.** Other funds may be received from endowments, contributions or through special fund-raising activities. Such funds, when designated for special purposes, shall be maintained in separate accounts, with the interest on each such account accruing to and for the benefit of each such account.

**Section 11-10. Fund-Raising Activities.** The Marine Embassy Guard Association may initiate fund-raising activities to support the operation of the Corporation and such other causes as may be approved by the Board of Directors or the Executive Committee.

**Section 11-11. Fiscal Year Budget.** Each year the Treasurer with the assistance of the Chairman shall prepare the next fiscal year budget. They shall first determine the estimated revenues for the next fiscal year, and using those estimates as a guide, prepare a line-by-line budget based on that level of funding. The budget and estimated revenue, along with an explanation of each expense, shall be sent to the Board of Directors at least 30 days prior to the Annual Board meeting for review. The budget will then be finalized by the Board of Directors and presented to the members at the Annual Membership Meeting for approval. Once approved, this will become the authorized spending level for the Corporation. All expenditures above this approved level will require authorization of the Board of Directors, or as contained in these Bylaws.

**Section 11-12. Financial Commitments.** The Chairman shall have authority to execute financial commitments, contract, etc., for goods and services in support of the routine operations of The Marine Embassy Guard Association as approved in the current year's budget. He/She may also have authority to spend up to a set amount beyond that budgeted, when authorized by a resolution of the Board of Directors. Committee chairs, if any, may be delegated the authority to contract for goods and services in support of their functional responsibilities. All other commitments, contract and real estate transactions shall have prior approval of the Board of Directors or the Executive Committee within its limits. No purchase, sale, mortgage, or lease away of real property shall occur without the approval of two-thirds (2/3) vote of the Board of Directors (as provided in Section 6-10 above).

**Section 11-13. Membership List.** The membership list of The Marine Embassy Guard Association is proprietary, and shall not be sold, leased, copied, loaned or assigned, nor will it be used for any commercial or political purpose without the express permission, in writing, of the Board of Directors.

**Section 11-14. Representation at Outside Functions.** The Chairman may appoint a member(s) to represent The Marine Embassy Guard Association at meetings or events of other organizations or functions.

**Section 11-15. Publications.** The Marine Embassy Guard Association newsletter "MEGA-NEWS" shall be the official publication of The Marine Embassy Guard Association. The Corporation may also send official mailings to the members that are informative, of importance to the operation of business, or to comply with these Bylaws.

**Section 11-16. Publisher.** The Publisher of the "MEGA-NEWS" shall be responsible for the budgeting, scheduling, production and distribution of the newsletter.

**Section 11-17. Editor in Chief.** Editorial content and format shall be the responsibility of the Editor in Chief. Material for publication in the "MEGA-NEWS" may be submitted by any member or outside agent. Such materials are subject to editorial review and copyright release. News releases and other publicity prepared for distribution outside The Marine Embassy Guard Association are subject to the requirements of Section 11-20 of these Bylaws.

**Section 11-18. Rules of Procedure.** The rules of procedure at all meetings of the Board of Directors, committees or members shall be the rules contained in the latest edition of *Parliamentary, Law for Nonprofit Organizations*, by Howard L. Oleck, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board of Directors.

**Section 11-19. Chapters.** Upon application, the Board of Directors may approve the establishment of unincorporated local chapters of The Marine Embassy Guard Association. Bylaws or changes to the Bylaws of such local chapters shall be approved by the Board of Directors and shall be consonant with the Articles of Incorporation and these Bylaws. Chapter membership shall be limited to active members. The Marine Embassy Guard Association may terminate such chapter(s) by two-thirds (2/3) vote of the Board of Directors.

**Section 11-20. Public Relations (Outside Issues).** The Marine Embassy Guard Association may take positions on behalf of its members in matters of importance that are not in conflict with the purposes stated in Article I of these Bylaws. The Marine Embassy Guard Association shall NOT as an entity support individual candidates for elected political office. When appropriate, the Chairman, his or her appointee, or the Executive Committee will generate appropriate correspondence or media releases. The Board of Directors for comments, recommendations and concurrence prior to release will review draft correspondence or proposed actions. The Chairman or Executive Committee shall act in an expeditious manner on issues and shall not allow long delays in generating correspondence or position statements. The Chairman, or the Chairperson of the Executive Committee shall be the only authorized signatories for letters, correspondence or news releases presenting the position of The Marine Embassy Guard Association.

When an issue is brought to the attention of The Marine Embassy Guard Association by a member, and the Board of Directors does not approve The Marine Embassy Guard Association's involvement, the Chairman will explain the decision of the Board to the member by appropriate means, usually written correspondence.

## ARTICLE XII

### AMENDMENTS OF BYLAWS

**Section 12-01. Amendments.** The Board of Directors of the Corporation shall make recommendations to alter, amend, replace, supplement or repeal these Bylaws. All changes to these Bylaws must be approved by a majority of the votes cast by the voting members of the Corporation. Voting shall be by written ballot, either cast in the U.S. Mail, or in the event that the vote is taken at the Annual Meeting, cast in the U.S. Mail as absentee ballot or presented at the annual meeting of the membership. All voting members shall be notified of the proposed action at least thirty (30) days in advance of the date of the vote. The notice sent shall contain the amendments or supplements proposed and a ballot. In order to be counted, absentee ballots must be received by midnight of the day prior to the day of the vote.

Section 12-02. **Sergeant At Arms**. The Chairman at the Annual Membership Meeting may designate a Sergeant At Arms who will assist in preserving the decorum usual to such meetings.

Section 12-03. **Chaplain**. The Chairman, with the consent of the Board, may designate a Chaplain for the Corporation.

Section 12-04. **Recording Appointment**. Any appointments made by the Chairman should be reflected in the minutes and describe in general terms the duties of the appointee. The Chairman need not make such appointments in writing.

Section 12-05. **MSG Bn.** Name change to MSG Command and Staff.

Section 12-06. **Newly elected Board of Directors**. Inducted at the General Membership meeting and presented at the banquet

Section 12-07. **Voting**. Email and other forms of electronic voting are allowed.

**End**