

**2nd BATTALION, 4th MARINES ASSOCIATION,
INCORPORATED**


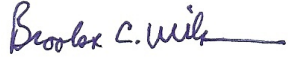

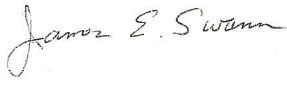
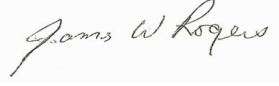
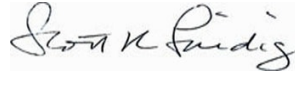
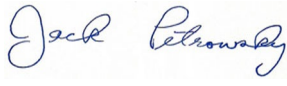


BYLAWS

Revised: 6 June 2015

**2nd Battalion, 4th Marines Association, Incorporated
Bylaws**

APPROVAL

Steven R. Wilson		1 Oct 2012
Printed Name - President	Signature	Date
Brooks C. Wilson		30 Sep 2012
Printed Name - Vice-President	Signature	Date
Manuel G. Travassos		6 Oct 2012
Printed Name - Secretary	Signature	Date
James E. Swann		1 Oct 2012
Printed Name - Treasurer	Signature	Date
James W. Rogers		6 Oct 2012
Printed Name - Director	Signature	Date
Scott R. Laidig		5 Oct 2012
Printed Name - Director	Signature	Date
Jack Petrowsky		9 Oct 2012
Printed Name - Immediate Past President	Signature	Date

NOTE: These bylaws were approved by vote of the general membership on 4 December 2012.

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RECORD OF CHANGES

The following changes have been made and record of same is recorded on this page. Change cover sheets will be filed behind this page for record.

CHANGE #	DATE	REMARKS
1	16 Aug 2014	
2	15 Dec 2014	
3	6 June 2015	

2nd Battalion, 4th Marines Association, Incorporated

Bylaws



Date: 16 August 2014

From: President
To: Distribution List

Subj: 2nd BATTALION, 4th MARINES ASSOCIATION, INC. BYLAWS; CHANGE 1

Ref: (a) 2/4 Association Bylaws Dated 4 Dec 2012

Encl: New page inserts

1. Background. In accordance with reference (a), the following changes to the 2nd Battalion, 4th Marines Association Bylaws dated 4 Dec 2012, were approved by majority vote of the membership this date.

2. Summary of Changes

A. Delete the present Section 3A: Policy, ARTICLE I - GENERAL, and insert new Section 3A: Policy, ARTICLE I - General to read:

“Section 3: Policy

A. This Association is defined as a 501(c)(19) organization for non-profit purposes in accordance with Internal Revenue Service [IRS] letter dated February 27, 2007, subject: Application for Tax-Exempt Status, Federal EIN 31-1720488, and State Department of Assessments and Taxation, State of Maryland letter dated 9 May 1989, subject: Approval of Articles of Incorporation, account number D2790236.”

B. Delete the present Sections 2 through 6, ARTICLE III - MEMBERSHIP, and insert the following new Section 2: Annual Members and Section 3: Life Members to read:

“Section 2: Annual Members. All officers and enlisted members of the Armed Forces of the United States of America, and her allies, who are serving now, or who have served honorably, with the 2nd Battalion, 4th Marines [assigned or attached] are eligible for membership. Those veterans of the Armed Forces of the United States and allies who did not serve with the 2nd Battalion, 4th Marines, and civilians, who support the spirit and purpose of the 2nd Battalion, 4th Marines and this Association, may become members.

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“Annual membership applications from those having served in the military should include a copy of Copy 1 of the applicant’s DD-214, active / reserve ID or other documentation substantiating proof of service in the Armed Forces of the United States. This allows the Association to 1] substantiate the IRS requirement for at least a 75% membership count of active and former military members, and 2] ascertain what awards have been made to individuals so that they may be honored appropriately on the association’s Wall of Honor.

“**Section 3: Life Members.** Applicants for initial membership into the Association and annual members in good standing may take the option to become life members. The prerequisites cited under Annual Members also apply to life membership. There is no time requirement to request a life membership.”

C. Renumber the present Sections: 7 through 11, ARTICLE III - MEMBERSHIP, to read Sections: 4 through 8, ARTICLE III - MEMBERSHIP respectively.

D. Delete the present Section 4: Vice President, ARTICLE IV - OFFICERS AND STAFF, and insert the following new Section 4: Vice President, ARTICLE IV - OFFICERS AND STAFF to read:

“**Section 4: Vice President.** The Vice President shall preside in the absence of the President at meetings of the Board of Directors and Association. He shall be responsible for creating, but not chair or otherwise participate in, all standing and ad hoc committees not otherwise designated chairmen. He will also perform such duties as may be assigned to him by the bylaws or the Board of Directors.”

E. Delete the present sub section C. Membership Chairman, Section 9: Staff, ARTICLE IV - OFFICERS AND STAFF, and insert the following new sub section C. Membership Chairman, Section 9: Staff, ARTICLE IV - OFFICERS AND STAFF to read:

“**Section 9: Staff**

C. Membership Chairman. The Membership Chairman shall seek and encourage the membership recruitment of active and former members of the 2nd Battalion, 4th Marines. The Membership Chairman shall also collect and maintain a roster of members with the cooperation and collaboration of the Secretary, and manage all categories of membership to include delinquent members. The Membership Chairman will be responsible for updating and maintaining a current membership application form for publishing on the web site, and dispersal to potential members. The Membership Chairman will ensure that association members having served, or are presently serving, in the 2nd Battalion, 4th Marines and the Armed Forces of the United States, must represent no less than 75% of the total membership.”

F. Delete the present sub section A. Nominating Committee, Section 10: Committees and Boards, ARTICLE IV - OFFICERS AND STAFF, and insert the following new sub section A. Nominating Committee, Section 10: Committees and Boards, ARTICLE IV - OFFICERS AND STAFF to read:

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“Section 10: Committees and Boards

A. **Nominating Committee.** The Nominating Committee shall be composed of at least three [3] persons selected from the membership at large each election year and shall have an odd number of members. No member of the Board of Directors may serve. This committee will be responsible for the nomination of association members in good standing, and as allowed herein, to serve in the aforementioned elective billets.”

G. Delete the present Section 1: Elections, ARTICLE V - ELECTIONS AND VOTING, and insert the following new Section 1: Elections, ARTICLE V - ELECTIONS AND VOTING to read:

“Section 1: Elections. Elections shall be held every year in a staggered fashion. The positions of President, Vice President, Secretary, and one Director will be voted upon during odd years, and the positions of Treasurer and the other Director will be voted upon during even years. Nominations will be presented to the membership by the Nominating Committee at least 30 days prior to the annual meeting via electronic communications, newsletter or U. S. Postal Service, as appropriate. Additional nominations may be accepted from the membership prior to the conduct of an election. Annual or life members in good standing, having served, or are presently serving, in the 2nd Battalion, 4th Marines and the Armed Forces of the United States, may be considered for the offices of President, Vice President, and the two [2] Director positions.

“Annual and life members not having served in the 2nd Battalion, 4th Marines or the Armed Forces of the United States, but in good standing, shall be eligible for all other offices, with the exception of the Immediate Past President. Only past presidents may fill the position of Immediate Past President, an appointed staff position.”

H. Delete the present Section 3: Voting, ARTICLE V - ELECTIONS AND VOTING, and insert the following new Section 3: Voting, ARTICLE V - ELECTIONS AND VOTING to read:

“Section 3: Voting. All annual and life members in good standing may vote in officer and director elections, for bylaws revisions and amendments, operational policies and other business that requires a vote. Voting may be called for whenever required and will not be restricted in any manner. Voting may also be accomplished using paper ballots via the U.S. Postal Service or by electronic balloting means. Voting will not be accomplished by secret ballot, but all decorum concerning voting will be observed at all times.”

I. Delete Section 3: Bonds, ARTICLE VII - FINANCE.

J. Renumber the present Sections: 4 through 8, ARTICLE VII - FINANCES, to read Sections: 3 through 7, ARTICLE VII - FINANCES respectively.

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3. Action

- A. Remove present pages iii through v and 2 through 16, and replace them with the corresponding pages in the enclosure. The TABLE OF CONTENTS will have “[CH 1]” at the lower right hand corner of each page. Paragraphs having been changed will have “[CH 1]” at the end of the changed paragraph.
- B. File these pages directly between page ii [RECORD OF CHANGES] of the 2nd Battalion, 4th Marines Association Bylaws and page iii [TABLE OF CONTENTS].



Steven R. Wilson
President

NOTE: The changes to these bylaws were approved by vote of the general membership on 16 August 2014.

DISTRIBUTION: All members in good standing.

2nd Battalion, 4th Marines Association, Incorporated

Bylaws



Date: 15 December 2014

From: President
To: Distribution List

Subj: 2nd BATTALION, 4th MARINES ASSOCIATION, INC. BYLAWS; CHANGE 2

Ref: (a) 2/4 Association Bylaws Dated 4 Dec 2012

Encl: New page inserts

1. Background. In accordance with reference (a), the following changes to the 2nd Battalion, 4th Marines Association Bylaws dated 4 Dec 2012, were approved by majority vote of the membership this date.

2. Summary of Changes

A. Delete Section 2: Annual Members, ARTICLE III - MEMBERSHIP, and replace with a new Section 2: Annual Members, ARTICLE III - MEMBERSHIP to read:

Section 2: Annual Members. All officers and enlisted members of the Armed Forces of the United States of America, and her allies, who are serving now, or who have served honorably, with the 2nd Battalion, 4th Marines [assigned or attached] are eligible for membership. They must comprise no less than 75% of the total membership.

Those veterans of the Armed Forces of the United States and allies who did not serve with the 2nd Battalion, 4th Marines, and civilians, who support the spirit and purpose of the 2nd Battalion, 4th Marines and this Association, may become members as long as the total does not exceed 25% of the total membership. This is in keeping with IRS rules relating to this Association. [CH 2]

3. Action

A. Remove present pages 3 and 4, and replace them with the corresponding pages in the enclosure. Paragraphs having been changed will have “[CH 2]” at the end of the changed paragraph.

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- B. File these pages directly between page 4 of Change 1 to the 2nd Battalion, 4th Marines Association Bylaws and page iii [TABLE OF CONTENTS].



Steven R. Wilson
President

NOTE: The changes to these bylaws were approved by vote of the general membership on 15 December 2014.

DISTRIBUTION: All members in good standing.

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Date: 6 June 2015

From: President

To: Distribution List

Subj: 2nd BATTALION, 4th MARINES ASSOCIATION, INC. BYLAWS; CHANGE 3

Ref: (a) 2/4 Association Bylaws Dated 4 Dec 2012

Encl: New page inserts

1. Background. In accordance with reference (a), the following changes to the 2nd Battalion, 4th Marines Association Bylaws dated 4 Dec 2012, were approved by majority vote of the membership this date.

2. Summary of Changes

A. Delete Section 4: Vice President, ARTICLE IV - OFFICERS AND STAFF and replace with a new Section 4: Vice President, ARTICLE IV - OFFICERS AND STAFF to read:

Section 4: Vice President. The Vice President shall preside in the absence of the President at meetings of the Board of Directors and Association. He will also perform such duties as may be assigned to him by the bylaws, the President or the Board of Directors. [CH 3]

B. Delete Section 7: Immediate Past President, ARTICLE IV - OFFICERS AND STAFF and replace with a new Section 7: Immediate Past President, ARTICLE IV - OFFICERS AND STAFF to read:

Section 7: Immediate Past President. The Immediate Past President, an appointed position, shall act as an advisor to the Board of Directors with a vote, and perform such other duties as the bylaws or the Board of Directors may provide. He shall be responsible for creating, but not chair or otherwise participate in, all standing and ad hoc committees not otherwise designated chairmen. These will be presented to the Board of Directors for approval, with final approval being the responsibility of the President. Only past presidents may fill the position of Immediate Past President. [CH 3]

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- C. Delete Section 2: Annual Meetings, ARTICLE VI - MEETINGS and replace with a new Section 2: Annual Meetings, ARTICLE VI - MEETINGS to read:

Section 2: Annual Meetings. The Association shall hold an annual meeting at a place and date designated by the Board of Directors. The annual meeting shall be for the purposes of the transaction of such corporate business as may come before the Association and for the announcement and installation of newly elected officers and directors. [CH 3]

3. Action

- A. Remove present pages 6, 7 and 13 , and replace them with the corresponding pages in the enclosure. Paragraphs having been changed will have “[CH 3]” at the end of the changed paragraph.
- B. File these pages directly between page 2 of Change 2 to the 2nd Battalion, 4th Marines Association Bylaws and page iii [TABLE OF CONTENTS].



Steven R. Wilson
President

NOTE: The changes to these bylaws were approved by vote of the general membership on 6 June 2015.

DISTRIBUTION: All members in good standing.

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ARTICLE I - GENERAL

Section 1: Name. The name of this organization shall be the "2nd Battalion, 4th Marines Association, Incorporated," a non-profit corporation, hereinafter referred to as the "Association."

Section 2: Mission

- A. To develop, foster, and perpetuate the ideals, comradeship, and professional standards of present and former members of the 2nd Battalion, 4th Marines.
- B. To promote good fellowship among its members and to provide benevolent assistance in any extraordinary cases within the membership. Benevolent assistance in any extraordinary cases would be decided by the Board of Directors on a case-by-case basis. If such an action involved the association's bank account, a contract could be made with the recipient for repayment. Assistance could also be in the form of proceeds from fund raisers, raffles or through solicitation of members.
- C. To solicit, collect, receive, acquire, hold, and invest money and property both real and personal, received by gift, contribution, bequest, devise, or otherwise; to sell and convert property, both real and personal, into cash; and to use funds of the corporation and the proceeds, income, rents, issues, and profits derived from the property of this corporation for the primary purpose for which this corporation was formed.
- D. To have and to exercise all powers conferred by the Association by the laws of the State of Maryland.
- E. The foregoing statements of purpose shall, except where otherwise expressed, be in no way limited or restricted by any references to or inferences from the terms and provisions of any other clause, but shall be regarded as an independent purpose.

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Notwithstanding any of the above statements of purposes, this corporation shall not engage in activities that, in themselves, are not in furtherance of the primary purpose of this corporation, and nothing contained in the foregoing statement of purpose shall be construed to authorize this corporation to conduct any activity for the profit of its members.

Section 3: Policy

- A. This Association is defined as a 501(c)(19) organization for non-profit purposes in accordance with Internal Revenue Service [IRS] letter dated February 27, 2007, subject: Application for Tax-Exempt Status, Federal EIN 31-1720488, and State Department of Assessments and Taxation, State of Maryland letter dated 9 May 1989, subject: Approval of Articles of Incorporation, account number D2790236. [CH 1]
- B. Individual members may not derive profit from any association activity or program. This does not prohibit the Association, however, from hiring a member or other person on a commercial basis to provide service to the Association when the best interests of the Association will be best served thereby.
- C. The property of the Association is dedicated to the purposes of this Association and no part of the net income or assets of this Association shall ever inure to the benefit of any officer or member thereof, or to the benefit of any private persons.
- D. These bylaws will be the governing document of this Association. Any operational policies that may be developed for the day to day operations of the Association will be limited to those items which address such things as annual dues, life membership age categories, installation ceremonies, and awards and disciplinary procedures. Should conflict arise between these bylaws and operational policies, the authority of these bylaws will prevail.

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- E. Upon the dissolution of this Association, the laws of the State of Maryland will be adhered to as required. Settlement of all legitimate liabilities, and the completion of required administration and logistics, and other such actions, shall also be accomplished during this process.

ARTICLE II - AMENDMENTS

Section 1: Policy. These bylaws may be revised or amended by a two-thirds vote of the members present at the time of an annual or special meeting of the Association provided that the proposed revision or amendment has been submitted in writing to the Secretary and transmitted to each member at least 30 days prior to the presentation of same to the membership. Proposals received from members to amend the bylaws will not be edited in any manner, and presented to the membership as written. Proposals and notification in writing may be submitted using electronic communications, newsletter or U.S. Postal Service, as appropriate.

Section 2: Adjudication. In the event any issue arises that is not covered by these bylaws, the elected officers of the Association shall make a decision which will be reported to the membership via electronic communications, newsletter or U.S. Postal Service, as appropriate.

ARTICLE III - MEMBERSHIP

Section 1: Policy. Membership in the Association shall be open to all persons interested in furthering the purpose of the Association, regardless of race, religion, gender, creed or national origin who apply for membership and conform to the duties of members, as provided in these bylaws.

Section 2: Annual Members. All officers and enlisted members of the Armed Forces of the United States of America, and her allies, who are serving now, or who have served honorably, with the 2nd Battalion, 4th Marines [assigned or attached] are eligible for membership. They must comprise no less than 75% of the total membership. [CH2]

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Those veterans of the Armed Forces of the United States and allies who did not serve with the 2nd Battalion, 4th Marines, and civilians, who support the spirit and purpose of the 2nd Battalion, 4th Marines and this Association, may become members as long as the total does not exceed 25% of the total membership. This is in keeping with IRS rules relating to this Association. [CH 2]

Section 3: Life Members. Applicants for initial membership into the Association and annual members in good standing may take the option to become life members. The prerequisites cited under Annual Members also apply to life membership. There is no time requirement to request a life membership. [CH 1]

Section 4: Censure, Suspension or Expulsion. These bylaws shall provide for the censure, suspension, or expulsion of a member for good reason after a hearing. The Secretary, with concurrence by a majority of the Board of Directors, shall notify and advise the subject member in writing that applicable proceedings giving the specific complaint have been initiated. The Board of Directors shall establish a Disciplinary Board in accordance with the provisions cited in ARTICLE IV - OFFICERS AND STAFF, Section 10: Committees and Boards, sub-paragraph D. Disciplinary Board.

The subject member will be given a maximum of 30 days in which to reply to the complaint. The Disciplinary Board will then make a determination of the case and provide a summary of the complaint, subject member's response and appropriate sanction awarded, if any, to the subject member in writing with copy to the Board of Directors via electronic communications or U.S. Postal Service, as appropriate. Any members suspended or expelled may be reinstated by a vote of two-thirds of the Board of Directors. [CH 1]

Section 5: Dues and Fees. Membership dues and fees shall be set by the Board of Directors and ratified by a majority vote of members present at annual or special meetings. Dues will be the same for all categories of members being required to pay same. Life member dues may vary according to age, as determined by the Board of Directors.

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Section 6: Good Standing. All members shall be considered in good standing in the Association, except as follows:

- A. The member has not paid his/her dues on or before the membership expiration date.
- B. The member is indebted or in arrears to the Association.
- C. The member is under suspension or expulsion. [CH 1]

Section 7: Delinquent Member

- A. A member shall be identified as delinquent whenever dues are not paid on or before the membership expiration date.
- B. Such member shall be retained in the delinquent status for a maximum of one [1] year during which time the member may erase this status by making full payment of all dues and monies in arrears.
- C. Should the affected member remain in a delinquent status in excess of one [1] year, such member shall be dropped from the membership roll. A good standing status shall be restored only through the processing of a new application as prescribed herein. [CH 1]

Section 8: Rights of Members

- A. No member shall be deprived of any rights and privileges in the Association except for non-payment of dues or other indebtedness, unless the member shall first be suspended or expelled.
- B. The right of appeal shall not be denied. [CH 1]

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ARTICLE IV - OFFICERS AND STAFF

Section 1: Policy. The Association shall elect the following officers: President, Vice-President, Secretary, Treasurer and two Directors. These officers and the appointed Past President shall be referred to as the Board of Directors. All officers should establish and maintain a current turn over folder to assist their successors in accomplishing their billet requirements successfully.

Section 2: Board of Directors. The Board of Directors shall consist of the elected officers, directors and Immediate Past President. The Board of Directors shall manage the property and business of the Association and shall establish operating policies as necessary to properly and effectively carry out the provisions of these bylaws.

Section 3: President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Board of Directors and Association, and see that they are properly conducted and adjourned. He shall be an impartial and conscientious arbiter of discussion and debate, and insist on fairness in the actions and discussions of members.

The President may sign and execute all authorized contracts or other obligations in the name of the Association. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation, and perform such duties as may be assigned to him by the bylaws or the Board of Directors.

Section 4: Vice President. The Vice President shall preside in the absence of the President at meetings of the Board of Directors and Association. He will also perform such duties as may be assigned to him by the bylaws, the President or the Board of Directors. [CH 3]

Section 5: Secretary. The Secretary shall keep all the records of the Board of Directors and Association in an accurate, orderly and complete manner. The Secretary shall maintain all records for inspection by the membership, prepare all correspondence of the Association as directed by the President and the Board of Directors, and shall perform such other duties as may be assigned to him by the bylaws or the Board of Directors.

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The Secretary shall be responsible for maintaining an up to date list of all members with the assistance and collaboration of the Membership Chairman.

The Secretary will ensure that the minutes of the previous general meeting and any special or board meetings are published for review in the association newsletter just prior to the next general meeting.

Section 6: Treasurer. The Treasurer shall be responsible for the care and custody of the funds of the Association, for the full and accurate recording and reporting of receipts and disbursements, chair the Budget Committee, and other such duties as the bylaws or the Board of Directors may provide.

The Treasurer will present a financial report at all general meetings and board meetings. The Treasurer should also come to meetings with the appropriate records to allow for the Audit Committee to conduct audits, as prescribed by these bylaws.

Section 7: Immediate Past President. The Immediate Past President, an appointed position, shall act as an advisor to the Board of Directors with a vote, and perform such other duties as the bylaws or the Board of Directors may provide. He shall be responsible for creating, but not chair or otherwise participate in, all standing and ad hoc committees not otherwise designated chairmen. These will be presented to the Board of Directors for approval, with final approval being the responsibility of the President. Only past presidents may fill the position of Immediate Past President. [CH 3]

Section 8: Directors. There will be two [2] elected directors. These directors shall assist the President and Board of Directors as the bylaws or the Board of Directors may provide.

Section 9: Staff. Appropriate staff members may be assigned as ex-officio members without a vote on the Board of Directors. Staff billets shall include, but not necessarily limited to, the Sergeant-at-Arms, Chaplain, Membership Chairman, Historian, Sea Horse Editor, 2/4 Liaison and Web Sergeant. All staff members should establish and maintain a current turn over folder to assist their successors in accomplishing their billet requirements successfully.

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- A. **Sergeant-at-Arms.** The Sergeant-at-Arms shall ensure that all meetings are conducted in an orderly and decorous manner. The Sergeant-at-Arms will be responsible for the security, maintenance and display of all Association flags and property as directed by the Board of Directors.

The Sergeant-at-Arms will ensure that ballots are made available for official voting at meetings, as directed by the Board of Directors, and that the security and count of same are accomplished in an honest and forthright manner. Once the ballots have been collected and counted, the Sergeant-at-Arms will turn them over to the Secretary for recording and safekeeping.

- B. **Chaplain.** The Chaplain shall be responsible for maintaining an awareness of the spiritual health and well being of the membership. The Chaplain will keep the membership advised concerning members and their families in ill health or deceased.
- C. **Membership Chairman.** The Membership Chairman shall seek and encourage the membership recruitment of active and former members of the 2nd Battalion, 4th Marines. The Membership Chairman shall also collect and maintain a roster of members with the cooperation and collaboration of the Secretary, and manage all categories of membership to include delinquent members. The Membership Chairman will be responsible for updating and maintaining a current membership application form for publishing on the web site, and dispersal to potential members. The Membership Chairman will ensure that association members having served, or are presently serving, in the 2nd Battalion, 4th Marines and the Armed Forces of the United States, must represent no less than 75% of the total membership. [CH 1]
- D. **Historian.** The Historian shall be responsible for the collection, maintaining and storing of all the association's historic materials. In order to help preserve such historic artifacts and records that may be collected, coordination and cooperation with such entities as the National Museum of the Marine Corps and other Marine Corps unique museums is encouraged.

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- E. **Sea Horse Editor.** The Sea Horse Editor is responsible for preparing and disseminating the association's quarterly newsletter called the Sea Horse to the membership in good standing of the Association. The quarterly issue of the Sea Horse to be disseminated just prior to the annual reunion may also be sent to former members and prospective members as desired.

Dissemination of the Sea Horse shall be made via electronic communications in the form of e-mail attachments and posted on the association's web site. Members desiring to receive a hard copy of the Sea Horse via the U.S. Postal Service shall be required to pay an additional fee for printing and postage services. Such fee shall be determined by the Board of Directors.

- F. **2/4 Liaison.** The 2/4 Liaison will nurture and maintain a close working relationship with the active Battalion on behalf of the Association. This relationship may include, but not be limited to, participation in battalion events such as award ceremonies and changes of command when invited, support of battalion families and their activities when the Battalion is deployed, and coordination of mutually beneficial events, as necessary or desired.
- G. **Web Sergeant.** The Web Sergeant shall work with the designated webmaster, a separate, third party not otherwise associated with the Association, in the construction and maintenance of the association's web site. All information and materials to be posted on this web site will be funneled through the Web Sergeant acting on behalf and in the best interests of the Association. The Web Sergeant will not act as a censor. Any material provided to the Web Sergeant considered to be inappropriate, will be presented to the Board of Directors for review and resolution.

Section 10: Committees and Boards. The following committees and boards shall be established, but not limited to, for the conduct of specific business as identified below.

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- A. **Nominating Committee.** The Nominating Committee shall be composed of at least three [3] persons selected from the membership at large each election year and shall have an odd number of members. No member of the Board of Directors may serve. This committee will be responsible for the nomination of association members in good standing, and as allowed herein, to serve in the aforementioned elective billets. [CH 1]
- B. **Budget Committee.** The Budget Committee shall be composed of at least three [3] members of the Board of Directors, one of whom will be the Treasurer, and be responsible for drafting the annual budget. The annual budget should be presented to the association membership for review and approval at the annual meeting.
- C. **Audit Committee.** The Audit Committee shall be responsible for auditing the financial records of the Treasurer at any time the Board of Directors deems it advisable and during annual meetings.
- The Audit Committee shall be composed of at least three [3] persons selected from the membership at large. No member of the Board of Directors may serve. A report of findings and any recommendations shall be submitted to the Board of Directors within 30 days of completion of the audit.
- D. **Disciplinary Board.** The Disciplinary Board shall be responsible for conducting any investigation and/or hearings that allege misconduct on the part of any member of the Association.
- This board is empowered to award appropriate sanctions in accordance with the these bylaws and the operating policies of the Association. Any action taken by this board may be appealed to the Board of Directors. This board shall consist of the Immediate Past President and two [2] other regular members in good standing chosen by the Board of Directors from those members present at the soonest annual meeting or from the most current membership roster. No other member of the Board of Directors may serve.

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Any hearings or proceedings shall be conducted only after proper notice has been given to the subject member. The business of this board shall be concluded within 30 days of having received a written response from the subject member. All business at hand may be conducted via electronic communications or the U.S. Postal Service. A written record of all hearings and proceedings shall be maintained by the Secretary in the Association files.

ARTICLE V - ELECTIONS AND VOTING

Section 1: Elections. Elections shall be held every year in a staggered fashion. The positions of President, Vice President, Secretary, and one Director will be voted upon during odd years, and the positions of Treasurer and the other Director will be voted upon during even years. Nominations will be presented to the membership by the Nominating Committee at least 30 days prior to the annual meeting via electronic communications, newsletter or U. S. Postal Service, as appropriate. Additional nominations may be accepted from the membership prior to the conduct of an election. Annual or life members in good standing, having served, or are presently serving, in the 2nd Battalion, 4th Marines and the Armed Forces of the United States, may be considered for the offices of President, Vice President, and the two [2] Director positions.

Annual and life members not having served in the 2nd Battalion, 4th Marines or the Armed Forces of the United States, but in good standing, shall be eligible for all other offices, with the exception of the Immediate Past President. Only past presidents may fill the position of Immediate Past President, an appointed staff position. [CH 1]

Section 2: Term of Office. The term of office for all elected officers and directors shall be two years, or until the installation of their successors. All staff positions are appointed and serve at the pleasure of the President.

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Section 3: Voting. All annual and life members in good standing may vote in officer and director elections, for bylaws revisions and amendments, operational policy and other business that requires a vote. Voting may be called for whenever required and will not be restricted in any manner. Voting may also be accomplished using paper ballots via the U.S. Postal Service or by electronic balloting means. Voting will not be accomplished by secret ballot, but all decorum concerning voting will be observed at all times.
[CH 1]

Section 4: Installation. The installation of the elected officers shall take place at an annual meeting as designated by the Board of Directors.

Section 5: Compensation. All officers and directors shall serve without salary. Staff may be paid fee-for-service as determined and approved by the Board of Directors.

Section 6: Vacancies. In the event of a vacancy in the office of President, the Vice-President shall assume the office of President. In the event of vacancy in any other office, the President, with the concurrence of the Board of Directors, may appoint any member in good standing to fill the un-expired term of the vacant office. Such appointments will expire at the next annual meeting.

Section 7: Removal. Any member of the Board of Directors who is absent without excuse for two consecutive meetings to which he has been invited to attend may be deemed to have surrendered the position.

Any elected officer or director determined to have conducted their position with incompetence or being otherwise unfit may be removed from office by a majority vote of the Board of Directors. Such officer or director may appeal this decision subject to their rights of membership before a Disciplinary Board established for this purpose.

ARTICLE VI - MEETINGS

Section 1: Board of Directors. The Board of Directors shall meet prior to the commencement of the annual meeting, and any other time deemed necessary for the conduct of business, at a time and place designated by the President.

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Any member of the Association may attend any meeting of the Board of Directors. If members attending desire to speak, the President shall, at his sole discretion, permit such an occurrence.

Section 2: Annual Meetings. The Association shall hold an annual meeting at a place and date designated by the Board of Directors. The annual meeting shall be for the purposes of the transaction of such corporate business as may come before the Association and for the announcement and installation of newly elected officers and directors. [CH 3]

Section 3: Special Meetings. Special meetings called for/by the Board of Directors or general membership may be held whenever called for by the President, any three members of the Board of Directors or upon a request in writing by 10 percent of the membership in good standing entitled to vote on any business to be transacted at such meeting. Special meetings shall only be called for specific reason[s] and concluded within 30 days of being called.

The Secretary shall give notice to each Director of each special meeting of the Board of Directors at least three (3) weeks prior to such meeting, but such notice may be waived by the President. Lead time of notification may be reduced in case of urgency, if agreed to by participating directors.

Section 4: Notice of Meetings. Written notice of each meeting of the members shall be sent via electronic communications or mailed by the U.S. Postal Service, as appropriate. Such notice should be received by all notified at least 10 days before the meeting, if not otherwise specified. Each meeting notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall briefly state the purpose[s] thereof.

Section 5: Quorums. A quorum for the Board of Directors shall consist of a majority of members to include either the President or Vice-President. A quorum for the annual meeting of the Association shall consist of the membership present. A quorum for voting conducted via electronic communications or the U.S. Postal Service will be the number of voters having submitted their ballots dated on or before the established deadline determined by the Board of Directors.

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ARTICLE VII - FINANCES

Section 1: Fiscal Year. The fiscal year of this Association shall be from July 1, through June 30.

Section 2: Reporting. The Treasurer shall provide a detailed and complete financial report to the membership during the annual meeting. The Treasurer shall be responsible for preparing and filing the annual tax return, and make all tax returns available to interested persons upon written request. The Treasurer will also make financial reports available to the Board of Directors as necessary during the year, as desired by that body.

Section 3: Audits. The financial records of the Association may be audited at any time the Board of Directors deems it advisable and during annual meetings. An audit of association funds shall be conducted by an Audit Committee to review the systems, procedures, and internal controls of the Treasurer, and to present appropriate comments and recommendations after review. No member of the Board of Directors will participate in the audit process. [CH 1]

Section 4: Accounts. The Association shall establish and maintain a minimum of two [2] primary accounts for the conduct of business, and in meeting the purposes and objectives of the Association. These accounts will be solely used for the benefit of the members of the Association. The source of funds for these accounts may be through annual dues, fund raising events and activities, drawings and donations not related to specific purposes. [CH 1]

A. **Operations [Checking] Account.** This account will be used for the day to day operations of the Association including, but not limited to, expenditures for the administration of association business, reunion expenses, supplies and equipment necessary to association function, repairs to same and reimbursement to members having made approved expenditures on behalf of the Association.

B. **Reserve [Savings] Account.** This account will be used as an interest bearing / income producing account to serve as a reserve backup in times of need for the Operations Account.

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Section 5: Signing Authority. The Treasurer is authorized as the primary to prepare and sign checks for the Association. If the Treasurer is unavailable or incapacitated, either the President or Vice President shall have the authorization to sign as an alternate. [CH 1]

Section 6: Donation Policy. Donations from members to the Association as a whole rather than for a specific program are encouraged. If a member insists on making a specifically targeted donation, however, those funds will be earmarked accordingly under the appropriate account. Members are also encouraged to consider giving the Association donations through trusts and other estate planning vehicles. [CH 1]

Section 7: Reunion Funding. Reunions, ideally, should pay for themselves. Costs and fees which are required in advance by the reunion host should be reviewed and approved by the Board of Directors prior to commitment or payment. These costs and fees may include, but are not limited to, deposits for contracted services, liquor licenses, reunion shirt purchases, transportation services, guest[s] of honor, special presentations, gifts and awards, and entertainment.

The reunion host should keep and maintain a detailed accounting of all expenses and work closely with the Treasurer to ensure these expenses are commensurate with reunion income. [CH 1]

ARTICLE VIII - INDEMNIFICATION. Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred upon them in connection with any proceeding to which they have been made a party, or in which they may become by reason of their being or having been a officer, director or employee at the time such expenses were incurred, except in such cases wherein they were adjudged guilty of willful malfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement, the Board of Directors shall decide its' approval of such settlement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or employee may be entitled.

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ARTICLE IX - PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Robert's Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order this Association may adopt, and any statutes applicable to this organization.

ARTICLE X - RATIFICATION. These bylaws shall be in force when ratified by a majority of the membership in good standing present at an annual meeting, vote via established and approved electronic voting procedures, and/or by paper ballot using the U.S. Postal Service, as appropriate. Ratification of these bylaws will be accomplished no later than 30 days from the date of dissemination.

ARTICLE XI - ASSOCIATION OFFICES

Section 1: Principal Office. The principal office of the Association shall be 925 Oyster Cove Drive, Grasonville, Maryland 21638.

Section 2: Other Offices. The Association may also have an office or offices in such place or places as the business of the Association may require and the Board of Directors may from time to time appoint.