



Bylaws

16 June 2022



84TH RAILSPLITTERS ASSOCIATION, LTD

BYLAWS



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ARTICLE I NAME, SEAL, OFFICES AND MISSION

Section 1. Name.

This Association is organized as a non-profit tax-exempt 501(C)(19) corporation and shall be named 84th Railsplitters Association Ltd., hereinafter "Association".

Section 2. Business Offices.

The Association may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Association may require from time to time.

Section 3. Registered Office.

The registered office of the Association may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 4. Seal.

The Association Seal shall consist of the 84th Division/Training Command identifying unit patch or insignia consisting of a white ax, the blade of which is embedded in a white log on a crimson background with an emerald green border, around which is the name of the Association in a circular fashion in black text on a transparent background with "84th Railsplitters" on the upper half and "Association LTD" on the lower half.

Section 5. Mission.

The mission of this organization shall be:

- (a) to promote fellowship among members (past, present and future) of the former 84th Division (Training) and/or its predecessor/successor commands;
- (b) to support charitable organizations which benefit current or former members of the United States military;
- (c) to hold in patriotic reverence the memory and spirit of those who served in the 84th Division (Training) and/or its predecessor/successor commands.

ARTICLE II MEETINGS OF MEMBERS AND MEMBERSHIP PROVISIONS

Section 1. Place of Meeting.

All meetings of the members of this Association shall be held at such place as may be designated by the Board of Directors.

Section 2. Annual Meeting.

The annual meeting of the members of this Association for the purpose of electing Directors and for the transaction of such other business as may come before the meeting shall be held in June of each year, the date and location of which shall be determined by the Board of Directors who shall insure that reasonable notice of the time and place thereof is given to all members.

Section 3. Special Meetings.

Special meetings of the members may be called at any time by the President, the Secretary or the Board of Directors. It shall be the duty of the President to call a special meeting of the members whenever requested in writing to do so by fifteen members entitled to vote.



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Section 4. Notice of Members Meetings.

Notice stating the place, date and hour of the meeting and in case of a special meeting the purpose or purposes for which the meeting is being called, shall be mailed or emailed to each member not less than ten nor more than fifty days before the date of the meeting.

Section 5. Quorum and Transaction of Business.

At least one-half of the members of the Board of Directors, all of whom shall be members of the Association then in office shall constitute a quorum for the transaction of business. Actions by the Board of Directors shall be taken only by an affirmative vote of the majority of its members present. Unless otherwise provided by law, when a quorum is present at the meeting, majority of the votes represented thereat whether Directors or members shall decide any question brought before such meeting. In the absence of a quorum, those present may adjourn the meeting from time to time without notice other than by an announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Unless otherwise provided for herein, the majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Acts of a ministerial nature only may be performed by the Officers of the Association without Board action.

Section 6. Type of Membership and Members Entitled to Vote.

Any individual who has served, or is serving, as a member of the 84th Division/Training Command or successor entities, either in active or reserve status, shall be eligible to apply for membership. In addition, the Board of Directors shall have authority to admit such individuals to membership as they are of the opinion would be beneficial to the promotion of the mission and objectives of the Association, provided, however that such individuals be present or former members of the Armed Forces of the United States of America. The Directors shall have authority to admit honorary members of the Association who shall be nonvoting, non-dues paying members provided however, that they must be present or former members of the Armed Forces of the United States of America.

Section 7. Determination of Membership Dues.

In June of each year, or at such time and place a majority of the Directors shall determine, the Board of Directors shall establish, in its discretion, annual dues for membership in the Association for the next fiscal year of the Association commencing on the first day of the fiscal year. Such dues shall be paid on or before the first regular meeting of the Association thereafter. Any member who is delinquent in the payment of such dues will be deemed to have voluntarily withdrawn as a member and shall have no further rights as a member. The Board of Directors shall have the right in its reasonable discretion to waive annual dues for specific people who are deemed by the Board to be deserving of such treatment.

Section 8. Special Assessments.

No special assessments may be levied unless a motion therefor is proposed in written form. If seconded, it shall lay over until the next regular meeting following that in which it was introduced, and it shall then require approval by the vote of at least two-thirds of the votes represented at the meeting.



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ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Association shall be managed by or under the direction of its Board of Directors which powers shall include, but not be limited to, amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any Director or Officer of the Association; authorizing the acquisition, sale, lease, exchange or mortgage of any assets of the Association; authorizing the application for and distribution of grants; authorizing the voluntary dissolution of the Association or revoking proceedings therefor adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors. The Directors may by general resolution delegate to committees, or to Officers of the Association such powers as they see fit.

Section 2. Term.

The term of a Director shall be for three years. Directors may serve for three consecutive terms, although, upon agreement with the Director concerned and the Board of Directors, a Director's term may be extended for an additional fourth three-year term and thereafter on a year-to-year basis.

Section 3. Number, Tenure and Qualifications.

The number of Directors shall be a minimum of seven and a maximum of twenty-one (21). The number of Directors may be increased to any number from time to time by amendment of this Section pursuant to the unanimous vote of a majority of a quorum of the Board of Directors. No decrease shall have the effect of shortening the term of an incumbent Director. Each Director shall hold office until a successor Director shall have been elected except in the case of a voluntary withdrawal or removal from office.

Section 4. Advisory Board Members.

The President, or Board, or any combination of them, may appoint one or more individuals who are members to serve in an advisory capacity on the Board of Directors. Such individuals may attend such Board meetings as authorized from time to time by the Board. Any individual who serves in such capacity shall not have any of the powers or authority of a Director and shall not have the right to vote as a Director.

Section 5. Removal from Office.

A Director may be removed from office for cause by the vote of a majority of a quorum of Directors. A Director shall be automatically removed from office for conviction of a felony or misappropriation of the Association's assets. A quorum of the Board through the President shall have the authority to remove a Director for failure to attend Directors' meetings or otherwise failing to make a significant contribution to the goals and objectives of the Association. A Director may resign at any time by filing a written resignation with the President of the Association.

Section 6. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship position(s) to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of a quorum of Directors. Any Director(s) so elected to a vacancy shall serve until the end of the term. Director vacancies need not be filled.



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Section 7. Board Meetings.

Meetings of the Board may be held in person, telephonically, or by video conference, and the Board may act by written consent, which consent may be signed and transmitted by email. Unless otherwise restricted by these Bylaws, members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at such meetings. No Director may act on proxy in any matter.

Section 8. Annual Meetings.

An annual meeting of the Board of Directors shall be held in June of each year or at such other time as the Directors may agree for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any Director. Such persons may fix any place, or if such meeting is to be held, to any time, for holding the special meeting called by them.

Section 10. Absence of the President.

In the absence of the President or in the event of the inability or refusal to act, the Vice President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. Notice.

Notice of any meeting of the Board of Directors shall be given at least 3 days prior to the date of the meeting. Notice shall be written and delivered personally or sent by mail, facsimile, email or telegram to each Director at his/her address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If Notice be given by facsimile or email, such Notice shall be deemed to be delivered when the facsimile message or email acknowledgment of transmission has been received. Notice of a meeting may be delivered orally if in the judgment of the President or the Director calling for a meeting, the circumstances warrant immediate or emergency action on the part of the Directors. In such event, a written log of the date and time a Director was advised of the meeting by the individual charged with responsibility for contacting the Directors shall be kept. Any Director may waive notice of any meeting in writing, signed by the person entitled to notice, either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law. Whenever all Directors meet, such meetings shall be valid for all purposes without call or notice, or waiver of call or notice.



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Section 12. Presumption of Assent.

A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 13. Compensation.

The Directors shall not be paid compensation for services rendered as a Director. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance and any other out of pocket expenses may be allowed if the circumstances warrant such payment or reimbursement. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV OFFICERS

Section 1. Officers.

- (a) The Officers of the Association shall be the President, Immediate Past President, a Vice-President-Communications, a Vice-President - Events, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article, all of whom shall be members of the Board of Directors.
- (b) The Board of Directors may elect or appoint other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The Officers of the Association shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Officers shall generally serve for a three-year term, which may be extended by the Board. The term shall commence as of July 1 of each year. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified. Election of an Officer shall not of itself create contract or employment rights.

Section 3. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors as soon as possible following the date of the vacancy.



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Section 5. President.

The President:

- (a) shall preside at all meetings of the Board of Directors and shall be ex officio a member of all standing or special committees;
- (b) may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Association;
- (c) may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different Officer or agent of the Association by the Board of Directors;
- (d) perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Immediate Past President.

The office of Immediate Past President shall be held by the President upon completion of term provided that the President completing a term so agrees. The principal duties of the Immediate Past President shall be to aid the then serving President and to provide such other services as may be requested from time to time by the President or the Board of Directors.

Section 7. Vice-President – Events/Activities.

The Vice-President – Events shall:

- (a) chair the Events Committee of volunteering board members and organization volunteers;
- (b) with Board approval, determine the date, location and fee for each annual event;
- (c) assign tasks to Event Committee members to hold the event, coordinating with the Board President, Secretary and Treasurer as necessary for additional assistance;
- (d) coordinate with Communication Committee to ensure timely publicity and communication and a registration form for each event is created and distributed;
- (e) maintain primary accountability for expenditure of all funds associated with funding each event. The Treasurer is designated for receipt of all attendance fees from membership;
- (f) perform other duties which fall within the general area of responsibility, or as determined by the President.
- (g) act as custodian of all organization memorabilia and for accounting for sale and reorder of same to the Treasurer.

Section 8. Vice-President – Communications.

The Vice-President – Communications shall:

- (a) coordinate with the Treasurer to maintain continuous and accurate listing of the membership and membership expiration dates;
- (b) adopt a procedure for the most efficient way of receiving and processing membership applications and renewals;
- (c) act, along with the President as a designated point of contact for the membership;



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- (d) ensure that the association website is maintained with correct and timely information; develop internal capacity for maintenance by identifying a webmaster from organization members;
- (e) ensure that the association membership is informed of current policies, procedures and events through the periodic publication of a newsletter, traditionally named "84th Railsplitters Association Bugler"; develop internal capacity for maintenance by identifying a newsletter editor from organization members;
- (f) coordinate with Events Committee to ensure timely publicity, communication and distribution of registration forms for organization events;
- (g) perform other duties determined to fall within the general area of responsibility, or as determined by the President.

Section 9. Treasurer.

The Treasurer shall:

- (a) be the principal accounting and financial officer of the Association;
- (b) be the agent for the collection of membership dues from the membership;
- (c) maintain records of the membership to include name, rank, spouse name, and means of communication and membership expiration dates for each member;
- (d) notify members of approaching membership expiration by any means specified by such member;
- (e) the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors;
- (f) prepare and file necessary annual reports to federal and state agencies.

Section 10. Secretary.

The Secretary shall:

- (a) attend all sessions of the Board and record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the Association's records;
- (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director;
- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 11. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties



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as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 12. Other Employees.

The Board of Directors may engage the services of independent contractors or employees as may from time to time be deemed necessary or advisable for the objects and purposes of the Association.

ARTICLE V COMMITTEES, COMMISSIONS AND ADVISORY BOARDS/ADVISORS

Section 1. Committees.

The Board of Directors, by resolution, may designate and appoint one or more committees, each of which shall consist of two or more individuals, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors for the purpose for which such committee is formed, except that no such committee shall not have any of the authorities or powers of the Board of Directors. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon such Director by law.

Section 2. Commissions or Advisory Bodies.

Commissions or advisory bodies or advisors not having and exercising the authority of the Board of Directors in the Association may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission, advisory body or advisor may or may not have Directors as members, as the Board of Directors determines. The commission, advisory body or advisor may not act on behalf of the Association or bind it to any actions but may make recommendations to the Board of Directors or to the Officers of the Association.

Section 3. Term of Office.

Each member of a committee, advisory board, commission or advisor shall continue as such until the next annual meeting of the members of the Association or until his or her successor is appointed, unless the committee, advisory board, commission or advisor shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Board of Directors.

Section 4. Vacancies.

Vacancies in the membership of any committee, advisory board, commission or advisor shall be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VI CONTRACTS, LOANS, CHECKS, DEPOSITS, SECURITIES AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.



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Section 2. Loans.

No funded indebtedness shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Association.

Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Securities.

The President is authorized and empowered to receive, acquire, hold, sell, assign, pledge, or hypothecate any and all forms of securities, including but not limited to shares, stocks, bonds, debentures, evidences of indebtedness, interests in stocks, bonds, or other securities, deposit certificates, and warrants or rights to subscribe for securities, and to make and execute to any purchaser or purchasers, pledgee or pledgees on behalf and in the name of this Association, and assignment of bonds or certificates representing securities owned or held by this Association, including deposit certificates, and certificates representing rights to subscribe for securities.

Section 6. Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association. The Board may accept any restricted contributions and shall use such funds in accordance with the terms of such restrictions.

ARTICLE VII BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by any Director, member or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.



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ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or completion of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(19) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE X INVESTMENTS

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may be amended.

ARTICLE XI EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(19) of the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE XII CONTRACTS BETWEEN ASSOCIATION AND DISQUALIFIED PERSONS

Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Association and any association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize,



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approve and ratify such contract or transaction by the unanimous vote of the Directors, such interested Director or Directors shall not be counted as voting upon the matter. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under common and statutory law applicable thereto.

ARTICLE XIII INDEMNIFICATION

The Association shall to the fullest extent permitted or required by Sections 181.0871 to 181.0889 of the Wisconsin Non-Stock Association Law ("Statute") (all capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute) including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Association to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is a Director or Officer of the Association. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Officer may be entitled under any written agreement, board resolution, the Statute or otherwise. The Association may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses under this Article by purchasing insurance on behalf of any one or more of such Directors or Officers, whether the Association would be obligated to indemnify against Liabilities or advance Expenses to such Director or Officer under this Article. All Expenses incurred in the determination process provided by the Statute by either the Association or the Director or Officer, including, without limitation, all Expenses of the entity selected by the Director or Officer to determine his or her right to indemnification, shall be paid by the Association.

ARTICLE XIV LIMITATIONS/RESTRICTIONS ON ACTIVITY

The Association shall not:

- (a) devote more than an insubstantial part of the Association's activities to attempting to influence legislation by propaganda or otherwise;
- (b) directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (c) have objectives or engage in activities which characterize the Association as an "action" organization as defined in income Tax Regulations Section 1.50 I (c)(3)-1(3);
- (d) nor shall any dividends be paid or net earnings of the Association inure, in whole or in part to the benefit of any private individual;
- (e) notwithstanding any other provisions of these Bylaws, the Association shall not conduct nor carry on any activities not permitted to be carried on:
 - (1) by an association exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code of 1986 and its Regulations, or as amended from time to time or any successor thereto;



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- (2) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations, as may hereafter be amended or any successor thereto;
- (f) fail to distribute its income for each taxable year at such time and in such manner so as to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;
 - (g) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; retain any business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;
 - (h) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XV RULES OF ORDER

Roberts Parliamentary Rules of Order shall be recognized as authority to this Association and shall govern the deliberations in all cases not covered by these Bylaws.

ARTICLE XVI ORDER OF BUSINESS

The normal order of business shall be:

- (a) Call to order by the President
- (b) Pledge of Allegiance to the flag
- (c) Reading of the minutes of the previous meeting
- (d) Treasurer's report
- (e) Committee report
- (f) Communications
- (g) Unfinished business
- (h) New Business
- (i) Adjournment

ARTICLE XVII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of a quorum of the Directors unless a Bylaw requires a greater number of consenting Directors or requires the members to consent to such action.

ARTICLE XVIII EFFECTIVE DATE

The effective date of these Bylaws is 16 June 2022.