

BYLAWS
BEIRUT VETERANS OF AMERICA, Inc.
(As Promulgated October 22, 2016)

PREAMBLE

The Beirut Veterans of America, Inc. (BVA/organization/corporation/association) was formed by its founders, certain veterans of the expedition of the United States Armed Forces in and around Beirut, Lebanon, in 1982-1985. These founders resolved to create this organization consisting primarily of veterans of that conflict, and of the United States Armed Forces expedition in and around Beirut, Lebanon in 1958, and during other periods as listed elsewhere in these by-laws. The BVA was intended as a fraternal organization formed for the mutual support and benefit of its members, in memory of those that perished, there and since service there, and in perpetuating the memory of those actions.

Since inception of the Beirut Veterans of America, the Armed Forces of the United States have again participated in actions in and around Beirut, Lebanon; members who served in Beirut in the 1950's, 1970's and the conflict in the 1980's are dying, and it is understood that eventually none will remain to carry on the purposes and missions for which this organization was originally formed.

Therefore, on October 22, 2012, and 2013 at its regularly scheduled annual meeting, the membership of the Beirut Veterans of America empowered and directed the Chairman of the Board of Directors to prepare and form a legally recognized corporation that would live far into the future. This would require the preparation and implementation of new Bylaws. The Chairman of the Board was directed to take those actions deemed appropriate to satisfy the members' directives, to include hiring professionals as deemed necessary to effectuate those ends, signing and filing required paperwork, and protecting the name, logo and slogans of the organization to the greatest extent possible.

The Beirut Veterans of America was originally formed as a not for profit corporation in or around The Commonwealth of Virginia in time for the annual remembrance of those that died in the bombing of the Marine Barracks in Beirut, Lebanon on October 23, 1983, and all others who perished in Beirut and during the Operation on the Island of Grenada. That was accomplished in time for the remembrance held October 23, 1993. While all other actions were appropriate, the original corporation paperwork lapsed. A diligent search for the same found none of the original supporting documentation.

ARTICLE I

Organization

Section 1 – Name

The name of the organization shall be “Beirut Veterans of America, Inc.” It may be referred to as “organization,” “foundation,” “corporation,” “Association” or “BVA.”

Section 2 – Principal Office

The principal office of the BVA shall be 1099 N. St. Clair Street, Painesville, Ohio 44077-4212. The location of the principal office may be changed from time to time by a simple majority vote of the Board of Directors. Additional offices, or chapters, are hereby authorized and may exist throughout the United States and elsewhere if deemed necessary.

Section 3 – Corporate Status

The BVA shall be incorporated in the State of Ohio as a not for profit corporation, and shall file that paperwork necessary with the Internal Revenue Service (“IRS”) of the United States for recognition as a 501(c)(3) not for profit charitable organization.

ARTICLE II

Purpose

The Beirut Veterans of America is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Scope of Desired Mission and Accomplishments

The primary mission of the BVA shall be to ensure that the Armed Forces Personnel that served in and around Beirut, Lebanon, and especially those who gave their lives as the ultimate price paid for freedom, be always remembered, and recognized as a group of men and women that distinguished themselves in service to their Nation. The BVA shall ensure that the historical recognition and distinction deserved for their conduct be acknowledged, and that their contributions and those of all Nations that served with them will never be forgotten, and that the First Duty is to Remember.

The Mission and Accomplishments desired of the Beirut Veterans of America may include, but are not limited to, the following:

- 1) To establish, maintain and represent the membership in perpetuating the memory and history of those who gave their lives in and around Beirut, Lebanon, the families of the fallen, and those who participated in those actions, and educating all others on the same;
- 2) To assist and ensure a Ceremony of Remembrance occurs at least once each year on the 23rd Day of October at the “The Other Wall” located near the front gate of Camp Johnson on the Memorial Grounds in Jacksonville, North Carolina;

- 3) To assist Beirut Veterans, Family Members and other like-minded persons or entities in establishing Memorials and Monuments representing Beirut Veterans wherever they may be constructed in the United States and presenting Ceremonies of Remembrance for Beirut Veterans wherever they may be held;
- 4) To assist persons and entities with archiving, collecting, holding and preserving historical memorabilia such as orders, diaries, records, photographs, videos and any other appropriate medium to memorialize the skill, courage, and devotion of Beirut Veterans, and may include other items of significance, such as those evidencing the political and cultural settings, stage and mindset of veterans, family members, civilians and cultures, both nationally and internationally;
- 5) To establish a Beirut Veterans of America endowment to further perpetuate this organization and its purposes far into the future;
- 6) To offer support, condolences and remembrances for those members or family members that pass;
- 7) To assist Beirut Veterans with financial support if feasible during times of financial crisis, and in obtaining evidence necessary to support the claims of Beirut Veterans before the Department of Veterans' Affairs;
- 8) To take any other actions consistent with the furtherance of these Bylaws while maintaining the integrity of the same in conjunction with the laws, regulations and codes of our Nation, separate States, and the IRS.

ARTICLE III

Membership

Section 1 - Introduction

Prior to the establishment and promulgation of these Bylaws, membership in the BVA was categorized as regular, associate, affiliate, honorary, and next of kin. Life membership for all categories was authorized.

Over the years, next of kin members were authorized certain seats on the Board of Directors. The reasoning was three-fold: First, in honor of their loss and suffering; Second, in recognition of their significant achievements and accomplishments in furtherance of the BVA official motto, The First Duty is to Remember; and Third, with the understanding that a time would come when no Beirut Veterans existed other than in the memories of those left behind. To remain in perpetuity, changes were and are deemed necessary.

Section 2 – Categories of Membership

With that in mind, membership shall be as follows, **until October 22, 2023** (subject to vote as set forth elsewhere herein, or any appropriate Amendment):

Regular: There are three types of Regular Membership:

Veteran, which shall be open to those persons that served in the United States Armed Forces or other Departments or Agencies of the United States, and who served in or around the environs of Beirut, Lebanon, between July and November of 1958, June and August of 1976, August of 1982 to August of 1985, July and August of 2006, and during other times as established by the Board of Directors.

Environs in this context shall mean any member of the Armed Forces or Departments and Agencies of the United States stationed in what is now referred to as U.S. Europe Command, U.S. Central Command and U.S. Africa Command that provided **direct hands-on support to individuals entering or exiting** the Beirut, Lebanon area of operations.

Next of Kin, which shall be open to the families of those that died in or around Beirut, Lebanon, while serving in the Armed Forces of the United States, between July and November of 1958, June and August of 1976, August of 1982 to August of 1985, July and August of 2006, and during other times as established by the Board of Directors, may be afforded free membership and life membership upon request.

Family, which shall be open to the Spouses (to include widows/widowers, whether remarried or otherwise), Parents, Grandparents, Siblings and lineal descendants of **Regular Veteran** members.

All Regular Members have voting privileges.

Affiliate, which shall be open to persons or entities desiring to assist the corporation achieve its purposes through financial means or otherwise;

Honorary, which shall only be authorized by the Board of Directors to those persons who have demonstrated extreme support to the BVA, or their past or present conduct so impresses the Board of Directors that it deems such membership be granted.

Membership Classification changes on October 23, 2023 or at other times if approved by the members at an Annual Meeting: On October 23, 2023 at 0001 hours, the following changes in membership shall occur if approved by Amendment:

Regular Membership shall be open to all persons desiring to effectuate and carry on the purposes of this corporation, to include all former Regular Members and all former Next of Kin Members. All Former Regular Members, Next of Kin Members and Family Members shall automatically become “Regular” Members under this provision.

Affiliate and **Honorary** Membership shall remain the same.

Life memberships in each category are hereby authorized, and those holding the same prior to these Bylaws shall be recognized as such in this corporation. Life membership shall only be authorized for living persons.

In the event the United States shall order or authorize United States Armed Forces to conduct military operations, including combat, humanitarian, and other kinds of operations, in or around the environs of Beirut, Lebanon, to include adjacent waters and airspace, at any time in the future, the Board of Directors may add those dates to membership.

~~For these purposes, as previously stated, next of kin shall be defined as spouses (to include widows/widowers, whether remarried or otherwise), parents, grandparents, siblings, and lineal descendants of those United States Armed Forces personnel that died during the times listed in the preceding paragraphs. "Family" was not previously defined in this manner.~~ At the 10/22/2016 meeting, this was not changed and only briefly addressed.
Section 3 – Dues

Membership classes and dues shall be set by the Board of Directors. Lifetime memberships are limited to natural persons. A reserve for lifetime dues may be established by the Board of Directors. If established, each year a portion of these life dues may be released for use in the operation of the BVA. The portion shall be computed according to a formula established by the Board. A membership year is January 1st to December 31st but may be pro-rated.

Section 4 - Terms of Membership

Membership shall be for one calendar year. Policies regarding pro-ration, grace periods, initiation fees, and other membership-related matters shall be set by the Board.

Members who fail to renew their membership at expiration and who do not renew for a period of sixty days shall no longer be considered in good standing. Such lapsed memberships may be reinstated upon payment of dues. Members experiencing financial difficulty may retain membership upon request or suggestion to, and approval by, the Membership Committee if established or Membership Chair, or the Board of Directors.

Section 5 – Membership of the Board of Directors and Officers

The Incorporator shall appoint eight (8) Board Members in addition to himself to serve until replaced pursuant to these bylaws. Thereafter, the Board of Directors shall consist of those nine (9) members elected by the membership as dictated herein.

The appointed Officers of the Association are not Board Members.

Those persons elected to the Board of Directors, elected or appointed as an Officer, or appointed by the Board to hold office or Committee Chair will receive a Life Membership upon completion of the first term to which the person was elected or appointed. All terms of office run from October 23-October 22 of the given year(s).

Those persons so elected or appointed prior to these Bylaws shall be afforded the same privilege retroactively, but without repayment of any prior annual dues paid.

Section 6 – Voting

Regular Members in good standing shall be eligible to vote for board members, officers if not in contravention to other directives of these Bylaws, and on matters properly before the membership for vote. Voting rights are limited to living persons.

Voting by Proxy: Eligible members may vote by proxy at general membership meetings. The proxy must be executed in writing, signed by the grantor of the proxy and naming the eligible member who is authorized to vote on matters at a specific official meeting of the membership. The proxy shall be recorded by the Secretary and made part of the official minutes of the meeting. Only one proxy vote per contested position may be cast by an eligible member in the election process.

ARTICLE IV

Directors

Section 1 – Board of Directors

The affairs of the Association shall be managed by the Board of Directors, which may exercise all powers of the Association. The number of directors of the Association, which shall constitute the whole board, shall be not less than one and no more than nine.

Section 2 – Qualification for Office

Only natural persons who are regular members in good standing designated as **Veteran, Next of Kin** or **Family** shall be entitled to hold elected office as Board Members or Directors. Any natural person member may hold positions on committees. Any person or entity may be appointed to a subservient position to assist the organization at the discretion of the Board of Directors.

Section 3 – The first Board of Directors under these Bylaws

The sole Incorporator (Chairman of the Board) shall serve as the sole Board Member and Statutory Agent for the purpose of the incorporation process. Upon completion of the incorporation process the Board (Chairman) shall appoint eight (8) additional Board Members, likely consisting in part of those members serving on the BVA Board of Directors immediately preceding the filing of these corporate/bylaw documents.

Any vacancy on the Board of Directors for any reason during the incorporation process, until a vote of the membership, or by removing any appointed officer from the Board of Directors, shall be filled by the Incorporator/Chairman of the Board. Under this directive/Section, the sole Incorporator may

appoint/re-appoint up to three (3) Next of Kin Members if deemed necessary and feasible.

Board Members may hold a position as an officer, but not as President.

The Chairman may set the terms of the Board Members to staggered terms of one (1) to (5) years, attempting to maintain its prior integrity, or for set years as a whole. Prior to these Bylaws, the Board consisted of seven (7) veteran (regular) members and two (2) next of kin members. All elected and/or appointed Board Members have full voting privileges.

These nine (9) Board Members shall serve until such time as an election can be held at the annual meeting in Jacksonville, NC, on October 22, 2018, or as otherwise determined by the members at any time on or after October 22, 2016 at the annual meeting or a special meeting called for that purpose.

A member nominated (or self-nominated) to the Board of Directors need not be present to be elected but must indicate acceptance of the nomination via any electronic mode (email, text, social media, in actual writing, et cetera) or by verbal confirmation to a Board Member or Officer prior to said election.

All nominees to the Board of Directors and all elected or appointed Officers, must be members in good standing and must be Veteran, Next of Kin or Family Members.
Section 4 – The succeeding Board of Directors under these Bylaws

On October 22, 2018, regardless of any staggered terms, or otherwise as determined by the membership at an annual meeting, or special meeting called for that purpose, or as established elsewhere herein, the seats of the Board of Directors shall be open as follows, and the elections shall be held ***in this order***:

Veteran – there shall no less than five (5) seats open to Regular Members;

Next of Kin – there shall be no less than two (2) seats open to Next of Kin Members;

The remaining two (2) seats – The remaining two (2) seats may be held by Veteran, Next of Kin or Family Members.

On October 22, 2023, unless determined otherwise at an Annual Membership Meeting, regardless of any staggered terms, or otherwise as determined by the membership at an annual meeting or special meeting called for that purpose, any open or vacant seats on the Board from then on shall be open to all Regular Members, whether Veteran, Next of Kin or Family Members.

Section 5 – Vacancies

The sole Incorporator is hereby authorized to fill any vacancy on the Board or in any office until such time as the reconstituted Board or membership take action, upon affirmation, on or after October 23, 2016.

Any vacancy occurring in the Board of Directors after individual affirmation may be filled by a simple majority vote of the directors. Any appointed director shall serve until elections at the next regularly scheduled Annual Meeting, or a special meeting called for the same or any other purpose, or as otherwise set forth herein. If all directors vacate their offices, the Officers of the corporation shall assume the duties of the Board until the next Annual Meeting, assuming that authority in addition to their duties.

Section 6 - Removal; Resignation

(a) Except as otherwise provided by law, at an annual meeting or a special meeting of directors or members called expressly for that purpose, any director may be removed, with or without cause, by a **super majority vote of the Board** (being one (1) vote more than a simple majority) or a **simple majority of the membership**.

(b) Any director may resign at any time by giving written notice to the entire Board of Directors or the Chairman of the Board. Unless otherwise specified in such writing, a resignation shall take effect upon delivery thereof or as stated in said writing. It shall not be necessary for a resignation to be accepted to be effective.

(c) All Directors and Officers, unless removed from office, should consider their honor, duty and integrity in remaining in their seat until properly replaced.

Section 7 - Meetings

The Board may hold meetings in person, via conference call, via email, or in any other manner it deems appropriate.

The Board shall meet no less than once per year at the Annual Meeting of the Association, generally held and unless otherwise specified in writing no less than seven (7) days prior to the date of the meeting to the entire membership, on October 22 in Jacksonville, NC, the first meeting held (by the incorporator) October 21, 2015.

Special Meetings may be called by any Director or officer of the Association for any purpose. Special Meetings, unless otherwise stated to be "in person meetings," shall be held via any electronic means at any time. Any voting required on motions made shall be accepted via any electronic means (email, text, telephonically, facsimile et cetera).

Any in person Special Meeting may be called by any Director upon no less than thirty (30) days written notice. Written notice must be served by registered U.S. mail, email with delivery confirmation received, facsimile with transmittal confirmation, or verbally. Any such in person Special Meeting so called must be held in either Jacksonville,

NC, or in Painesville, Ohio, unless so ordered by a super-majority by the Board of Directors.

Section 8 – Quorum

A quorum is constituted by a simple majority of the number of Directors seated. For actions taken electronically, a quorum shall consist of a simple majority of the Directors that either confirmed receipt of notice or a delivery receipt confirmation was received. Failure to respond to any question removes that member from the quorum count. For meetings, annual, special or otherwise, a quorum shall be those Directors present, period, unless less than four.

ARTICLE V

Officers

Section 1 – Designations

All Officers and Members of the Board of Directors shall be regular members of the Association in good standing.

The officers of the Association shall be appointed by the Board of Directors and shall consist of a President, a Vice President, a Secretary, a Treasurer, a Membership Chair, and a Root Scoop II Editor. The Board of Directors may also choose a Chairman of the Board, other Vice Presidents, Assistant Secretary, Assistant Treasurer and other officers and/or agents as it shall deem necessary or appropriate.

The appointment of any officer of the Association shall not create contract rights for any person, position or such officer. All officers/committee persons/appointees (“officers”) of the Association must be members in good standing. All officers of the Association shall exercise such powers and perform such duties as may be provided in these Bylaws or, as shall from time to time be determined by the Board of Directors, always in the best interests of the Association.

Officers, or Directors, may hold more than one office, but not multiple positions of Director(s).

Officers and Committee Members are not members of the Board.

Section 2 - Term of Office; Removal

The present Incorporator or Board of Directors at its annual meeting(s) may appoint those Officers set forth in the preceding Section 1 or other Sections to serve at its will. Each officer of the Association shall hold office until his or her successor is appointed and shall qualify, and be indemnified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors when, in its judgment, the best interests of the Association will be served thereby.

All terms of office for officers appointed by the Incorporator, which is hereby authorized, shall expire October 23, 2018, upon acceptance by their successor on October 22, 2018, or as otherwise established by the reconstituted Board, or by the membership at an annual meeting, or until relieved of duty by the Incorporator or Board of Directors. All terms of office for officers assuming duties on October 24, 2018 shall be for a one (1) to five (5) year term as will be established or until relieved of duty by the Board of Directors.

Section 3 – Compensation

Presently, no Board Member or Officer receives compensation. Any compensation for the same, and/or reimbursement of expenses as set forth herein or as determined by the Board, presently or in the future, is hereby authorized.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board, or the Incorporator. He or she shall, if present, preside at all meetings of the Board of Directors, and have rights of address at any Annual Meeting or other meeting.

Section 5. The President. The President shall be the chief executive officer of the Association and, subject to the direction of the Board or Directors, shall have general charge of the business, affairs and property of the Association and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect, acting at all times in the best interests of the Beirut Veterans of America. The President shall preside over all Membership Meetings, and shall have the rights of address to any Committee.

Section 6. The Vice -President. The Vice President(s) shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors and/or the President.

Section 7. The Secretary. The Secretary or a designee shall attend Annual Meetings and all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book or binder to be kept for that purpose. The Secretary or designee shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he shall act. He shall have custody of the seal the Association (if one exists), and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing thereof by his or her signature. However, notice of the Annual Meeting is hereby

set as October 22 each year in Jacksonville, NC, and notice of the same is hereby waived, disregarded, and so ordered.

Section 8. The Assistant Secretary. The Assistant Secretary(s), if any, shall, in the absence of the Secretary or in the event of his or her disability, perform his or her duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors by taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

Section 10. The Assistant Treasurer. The Assistant Treasurer(s), if any, shall, in the absence of the Treasurer or in the event of his disability, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 11. National Service Officer. The National Service Officer (NSO), if any, will be appointed by the President to coordinate a variety of needs for the Association. The National Service Officer will facilitate communication between the Association and external audiences, be a focal point to continue the process of educating the American public about what Beirut veterans have contributed and what can be learned from the experience there. The NSO should be familiar with Veterans Administration processes.

ARTICLE VI

INDEMNIFICATION OF CERTAIN PERSONS

Section 1. Power to Indemnify. The BVA, Chairman of the Board, and /or Board of Directors shall have the power to indemnify any person who was or is a director or officer of the BVA and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the BVA or is or was serving at the request of the BVA as a director, officer, employee or agent of another association or enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of which any such person shall be adjudged in such action, suit or proceeding to be liable or negligence or misconduct in the performance of duty.

Section 2. Mandatory Indemnification. To the extent that any person specified in Section I of this Article has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 3. Determination of Indemnification. Any indemnification under Section I of this Article (and, as to which, Section 2 of the article is not applicable) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the appropriate person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section I of this Article. Such determination shall be made (1) by the Board of Directors by a simple majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors, or by independent legal counsel in a written opinion.

All appropriate actions taken by any Board Member, Director, Officer, or Committee person or the Incorporator is hereby indemnified.

Section 4. Resignation. A resignation from membership in the Association shall be submitted to the Board of Directors.

Section 5. Annual Meeting. Annual membership meetings shall be held at such time and place as determined by the Board of Directors. But see Article V, Section 7.

Section 6. Special Meetings. Special membership meetings may be called at any time and for any purpose, by ten percent or more of the membership of the Association on at least a two day notice to each member, if such notice is delivered personally or sent by any electronic means, or at least a three day notice if sent by mail.

Section 7. Termination of Members. Membership will be automatically suspended upon the failure to pay annual dues after sixty (60) days (all as set by the Board of Directors) and is subject to termination by action of the Board of Directors.

ARTICLE VII

CONFLICT OF INTEREST POLICY

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace

any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Reimbursements

A reimbursement of costs incurred, mileage reimbursement (at current IRS rate), or expenses incurred by a member for the benefit of the Organization, including any per diem expenses, all if approved by a majority vote of the Board of Directors, shall not pose a conflict of interest. If the reimbursement of costs incurred, per diem, mileage reimbursement, or expense is to be paid to a Board Member, that Board Member may not vote on approval of the same.

Section 3 - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while

the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy (from IRS Form 1023 /instructions)

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 5 - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 6 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7 - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII

NET EARNINGS PROVISION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year, or as otherwise determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal, if any, shall have inscribed thereon the name of the Association, and the year of its inception.

Section 3. Logo. The corporate logo may be similar to the following (or both), but with the years removed:



Section 4. The President, Chairman of the Board, or a Board Member may authorize the purchase of flowers or other appropriate condolence item upon the demise of a Beirut Veteran of America Member, up to \$150.00. Additional amounts may be authorized by a majority of the Board.

Section 5. The President, Chairman of the Board, or a Board Member may authorize function support up to \$250.00 on presentation of estimated or expected expenses by a member of the BVA in good standing for events, commemorations and/or memorials that are deemed in furtherance of these Bylaws and their purposes, and held throughout the year and throughout the Country and honoring Beirut Veterans. Additional funds may be authorized by a majority of the Board of Directors upon request by said member and presentation of appropriate bills, invoices, or other proof of acceptable expenses. This assistance may only be authorized if the Corporation has a cash balance in excess of Fifteen Thousand Dollars (\$15,000.00).

Section 6. The President, Chairman of the Board, or a Board Member may authorize once per lifetime financial assistance to a member in good standing up to \$250.00 on request when that member has suffered dire financial hardship. This assistance may only be authorized if the Corporation has a cash balance in excess of Twenty Thousand Dollars (\$20,000.00). Should additional funds be requested, or, if a second or subsequent request is made by that member, the same must be approved by a majority of the Board of Directors. The Board of Directors may, on its own or by an appointed Committee formed for that purpose, set forth policies and procedures in furtherance of this Section.

Section 7. A majority of the Board of Directors may authorize financial support to a member in good standing who is a veteran that may need a private medical opinion or medical evidence to support his or her claim for benefits before the Department of Veterans' Affairs, if the same is not otherwise obtainable, the member has no other means to pay for the same, and the evidence is deemed necessary to the claim's success by a National, Department or County Service Officer accredited to present claims before the Department of Veterans' Affairs. This assistance may only be authorized if the Corporation has a cash balance in excess of Twenty Thousand Dollars (\$20,000.00).

ARTICLE X

DISSOLUTION OF CORPORATION

Upon the dissolution of this organization, assets shall be distributed to the American Gold Star Mothers, Inc., provided that at such time, if ever, American Gold Star Mothers, Inc. is a 501(c)(3) organization pursuant to the current or amended IRS laws then in effect, or if that is not feasible, then to a qualified organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopted new bylaws, by affirmative vote of a super-majority of the directors then in office, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the Board of Directors at which such action takes place.

The membership of the Association must be notified of any changes in the Bylaws. Members not in attendance at the Annual Meeting may offer amendments to the bylaws, provided such request is received in writing (email, text, hardcopy, fax, et cetera) timely enough to be placed on the Corporation's webpage at least ten (10) days prior to the Annual Meeting held October 22nd each year (therefore, received on or before October 11th each year). The Membership may vote on said amendment at the Annual Meeting if a second to the Amendment is received from the floor by a regular member.

A member in good standing may propose an amendment to these bylaws in person at the Annual Meeting. The proposal requires a second. An adequate period of discussion shall be afforded all members in attendance. A member, officer or board member may call for the question on the motion. A majority decides the question.

ARTICLE XII

GUIDELINES FOR CHAPTER FORMATION

The BVA Board and Officers encourage members to form BVA Chapters whenever possible. Chapters are a means of maintaining momentum in local or regional areas where significant numbers of BVA members reside. However, the National BVA Board does not see a need, nor does it have the staff, to tightly guide and monitor the activities or operations of various chapters. Therefore, the following general guidelines are provided to assist members who are motivated to form chapters.

General overview: Chapters can serve an important purpose in the overall operation of the BVA. They are a means of connecting BVA members at a local level. This contact helps draw the BVA together into a more cohesive group to nationally carry out its mission of remembering and highlighting the sacrifices made by Marines, Sailors and Soldiers killed or wounded during actions in and around the Beirut Theater of operations.

- Chapters should have at least three to four officers: a president, a vice president, a secretary/treasurer or a separate secretary and treasurer, and must follow all IRS rules and regulations in relation to maintaining 501(c)(3) status or other status as directed by national.
- The officers should establish a set of by-laws or chapter guidelines to establish how they will operate. Officers, with input from general membership, should attempt to set

basic, achievable goals for the chapter. Chapter officers should attempt to meet as regularly as their time and geographic area of operations allow. Telephonic conferences can count as regular meetings.

- A common goal of all chapters should be to maximize the number of their members who attend the annual remembrance in Jacksonville, NC, each October, or other Remembrances locally. These events are the focal points for drawing local and national recognition to the sacrifices and contributions of fallen brothers.
- Chapters should consider appointing a public affairs chairperson to coordinate dissemination of information about their chapter, its members and/or items of interest from the national BVA. National BVA provides a news release annually to all members to assist in obtaining local media coverage of annual Remembrances.
- Chapter officers or members can contact members of the national BVA board or officers at any time to obtain input and ideas on chapter operations.

Currently Existing Chapters: The following are formed and/or active chapters at the time of this Bylaw review (June 2007): Midwestern Chapter, Indiana; North Carolina Chapter; Washington D.C., Virginia/Mid Atlantic Chapter; Michigan Chapter; Texas Chapter; Georgia/Southeastern Chapter.

End of Bylaws established prior to or on October 15, 2015, and as amended and adopted on October 21, 2015, by the Incorporator, and as amended from time to time up to October 22, 2016 by the Incorporator or sole Chairman of the Board.

/es/ ***JRWarmeling***

Jonathan R. Warmeling
Incorporator
Chairman of the Board