

# BYLAWS OF THE MARINE CORPS ASSOCIATION

## INDEX

ARTICLE I	NAME & LOCATION	Page: 3
ARTICLE II	PURPOSE	Page: 3
ARTICLE III	ASSOCIATION MEMBERS	Pages: 4-5
ARTICLE IV	PRIVACY	Page: 5
ARTICLE V	DUES	Page: 5
ARTICLE VI	GOVERNORS	Pages: 6-9
ARTICLE VII	ASSOCIATION OFFICERS	Pages:10-13
ARTICLE VIII	PRESIDENT & CHIEF EXECUTIVE OFFICER	Page: 13-14
ARTICLE IX	COMMITTEES	Page: 14-15
ARTICLE X	SEAL	Page: 16
ARTICLE XI	DISPOSITION OF PROPERTY IN EVENT OF DISSOLUTION	Page: 16
ARTICLE XII	AMENDMENTS	Page: 16
ARTICLE XIII	LIMITATION OF LIABILITY AND INDEMNIFICATION	Page: 17
ARTICLE XIV	RECORD RETENTION AND DESTRUCTION	Page: 18
ARTICLE XV	GOVERNING LAW	Page: 18
ARTICLE XVI	HEADINGS	Page: 18
ARTICLE XVII	SEVERABILITY	Page: 18

- APPENDICES:
- A. Charter of the Executive Committee
  - B. Charter of the Governance Committee
  - C. Charter of the Audit Committee
  - D. Governance Policies
    - i. Code of Ethics/Business Ethics
    - ii. Conflicts of Interest Policy
    - iii. Investment Policy
    - iv. Document Retention and Destruction Policy
    - v. Investment Policy
    - vi. Gift Acceptance and Stewardship Policy

## ARTICLE I

### NAME AND LOCATION

**Section 1.** Name. The Association is a non-profit corporation incorporated in the District of Columbia under the name of the "Marine Corps Association." The office of the Association is located on the Marine Corps Base at Quantico, Virginia. The Association shall maintain a registered office in the District of Columbia and a registered agent at such office. The Association may also have offices other places as the Board of Governors may from time to time determine necessary.

## ARTICLE II

### PURPOSES

**Section 1.** The purposes for which the corporation is formed are:

- (1) To disseminate knowledge of the military art and science among the members and to provide for their professional advancement.
- (2) To foster the spirit and preserve the traditions of the United States Marine Corps.
- (3) To further the interests of the military and naval services in all ways not inconsistent with the good of the general Government of the United States of America.
- (4) To affect the above and to benefit and build the morale of the past, present, and future members of the United States Marine Corps and the United States Marine Corps Reserve and their families, as well as the general public. This will be accomplished by editing and publishing the *Leatherneck* and *Marine Corps Gazette* by engaging in retail operations, conducting a series of professional events and other lawful activities designed to provide goods and services to members, their dependents and their survivors.
- (5) To do any acts or things that may be appropriate in furtherance of the foregoing purposes. No part of the resources or programs of the Association will be devoted to the promulgation or support of legislation.

## ARTICLE III

### ASSOCIATION MEMBERS

**Section 1.** Membership. Membership in the Association will be guided by the provisions of its charter as a non-profit membership association exempt from federal tax on related income as

described in Internal Revenue Code § 501(c)(19) and is open to the following persons:

- (1) All active duty, reserve, retired, Fleet Marine Corps Reserve, and veteran Marines.
- (2) All active duty, reserve, retired and veterans of other United States Armed Services who are serving with, or who have served with the United States Marine Corps.
- (3) Spouses of members of the Association, unremarried former spouses of Association members, unremarried spouses of deceased Marines, and unremarried spouses of deceased Association members. Once an unremarried spouse has become a member, such membership will continue so long as current dues are paid even though there is a subsequent marriage.
- (4) Ancestors and lineal descendants (who are at least 15 years of age or older) of individuals referred to in 1) and 2), provided, however, that once accepted for membership such persons shall retain their membership eligibility only so long as current dues are paid.
- (5) Midshipmen and Cadets enrolled in college ROTC and Military Service Academies.

**Section 2. Honorary Membership.** When approved by a majority vote of the Board of Governors, honorary membership may be extended to individuals who do not otherwise qualify for membership.

**Section 3. No Voting Privileges.** All memberships in the Association, excluding members of the Board, are non-voting memberships.

**Section 4. Membership Term.** The term or duration of membership in the Association shall be determined by the Board of Governors.

**Section 5. Termination of Membership.** Membership in the Association shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the President & CEO, pursuant to procedures established by the Board of Governors. In addition, the President & CEO may terminate a member's membership for cause. The President & CEO, with concurrence of the Board of Governors, shall determine the grounds for membership termination. Such member shall be given reasonable notice thereof. Membership in the Association also may be terminated by the death of a member, by the timely (as determined by the President & CEO) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

**Section 6. Chairman.** The Chairman of the Board of Governors shall preside as Chairman at all meetings of the membership. In the absence of the Chairman of the Board of Governors from any meeting, the Vice-Chairman shall serve as temporary Chairman. In addition, the Chairman will simultaneously serve as Chairman of the Marine Corps Association Foundation (MCAF) Board of Directors. The MCAF is an aligned 501(c)(3) non-profit organization under the Internal Revenue Code of 1986. The purpose of the MCAF is to support the programs and

purposes of the MCA.

## **ARTICLE IV**

### **PRIVACY**

**Section 1.** Privacy. It is the policy of the Association that all information, documents and addresses of members provided to the Association are private communications between the member and the Association and will not be intentionally divulged or released without the specific approval of the member or, upon death of the member, of named beneficiaries or a duly appointed personal representative.

## **ARTICLE V**

### **DUES**

**Section 1.** Dues. Individuals eligible for membership as provided in Section 1 of ARTICLE III will become members upon payment of annual dues.

**Section 2.** Fixing of Dues. The President & CEO, with the concurrence of the Board of Governors will fix the annual dues and the subscription rate of the Association's periodic publications. Membership in the Association carries a definite obligation to pay membership dues approved by the Board of Governors. Membership dues are not refundable for any reason.

## **ARTICLE VI**

### **GOVERNORS**

**Section 1.** General Powers. The activities of the Association shall be managed by a paid professional staff led by a President and CEO with guidance and oversight from its Board of Governors.

**Section 2.** Board Composition. The Board of Governors shall be composed of at least fourteen, but not more than twenty-four members elected by the Board of Governors. The number of Elected Members (within the range set forth above) shall be established by resolution of the Board and may be changed from time to time by subsequent resolution.

(1) Elected Members: The Board of Governors Members will be elected from nominations presented by the Governance Committee by a majority vote of a quorum of Members of the Board of Governors. All individuals to be considered must be Honorably Discharged Marine Corps Veterans, Marine Corps Retired or a member in good standing with the Marine Corps Association. Reasonable effort should be made to ensure the Board of Governors is reflective

and representative of today's Marine Corps. It is desirable that nominees possess skill sets and/or attributes that can be tapped to enhance the efficiency (i.e. financial, legal, IT, fundraising, locality, etc.) of the Association.

(2) Nomination Process. The nomination process listed below is a guide and may be modified as appropriate by the Governance Committee Chair with the approval of the Chairman of the Board.

(a) At the Annual Winter Board of Governors meeting the Governance Committee Chair will present precepts for the next election cycle based on the Association's anticipated needs

(b) Between January and September Members will remain watchful and solicit interest from potential candidates that meet some or all of the precepts

(c) Members will submit nominees electronically to the Governance Committee Chair using the standard Nominee Form including a resume not later than 30 September

(d) The Governance Committee will vet and prioritize the nominations based on the precepts and electronically distribute the nominee packages to the Members not later than 30 December

(e) Members are responsible for reviewing the nomination packages prior to the Annual Winter Board of Governors meeting

(3) Election Process. The election process listed below is a guide and may be adjusted as appropriate by the Governance Committee Chair with the approval of the Chairman of the Board.

(a) Prior to voting, the Members who submitted the nominations will be afforded an opportunity to present their nominee's case to the Board for election

(b) The Chairman will then open the floor for further discussion as necessary

(c) Nominees will be voted on as a group or individually after a seconded motion from the floor and elected by a majority vote

(d) The Chairman or Governance Committee Chair will notify the newly elected Governors both telephonically and electronically within the two weeks following the election

(e) The newly elected Governors are then eligible for assignment to committees and taskings as necessary.

(4) Ex-Officio Members: The President and CEO shall Ex-Officio be a Governor of the Association. From time to time the BOG may designate additional Ex- Officio members. Ex-Officio Members do not have voting rights.

(5) Election and Term of Office: Governors will be elected to a three-year term starting with the calendar year they were elected to the Board. Governors may be elected to a second consecutive three-year term if nominated and elected by the majority of the members. Normally, no member will serve more than two consecutive terms; however, a member may be elected for one additional year under special circumstances. Additionally, the General Counsel is eligible to serve more than two (2) consecutive terms on the Board. Typically, one third of the Board will turn over each year.

(6) The Governance Committee is responsible for preparing nominations for potential new members for election to both the Marine Corps Association Board of Governors and the Marine Corps Association and Foundation Board of Directors. This should be accomplished in preparation for the Winter Board meeting. Special circumstances may require the Governance Committee to prepare a nomination for election to either Board during the year. In such instances, the nominating process may be accomplished by email or teleconference. All nominations will be coordinated with the Chairman and CEO.

(7) Committee Assignments. Each Board Member will serve on at least one Board committee. The Governance Committee is responsible for submitting an annual list of Board committee members for approval at the Winter Meeting. This will be coordinated in advance with the CEO and Chairman, in accordance with the duties and responsibilities outlined in paragraph (2) of Appendix B.

(8) Resignation. Any Board member may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time the resignation is received and approved by the Chairman of the Board.

(9) Removal. Any Board member may be removed from office for cause by a two-thirds vote of the entire membership of the Board of Governors. This vote may be conducted electronically or by telephone as necessary.

(10) Vacancies. Vacancies created by either resignation or removal shall be filled by majority vote of the remaining members of the Board for the unexpired term. Upon term expiration this person could be nominated for a full three (3) year term in accordance with Section 2(4) above.

(11) Compensation. Members of the Board of Governors will not be compensated from the funds of the Association for their services as such. Members of the Board may be compensated for travel and other expenses incurred by them in connection with meetings of the Board of Governors.

### **Section 3. Meetings.**

(1) Two regular meetings of the Board of Directors shall be scheduled and held bi-annually as the Summer and Winter meetings at such time and place, either within or without the District of Columbia, as designated by resolution of the Board of Directors, without notice required other than these Bylaws and such resolution. In order to provide

sufficient oversight and to conform with guidance from organizations who publicly rate 501c.3 entities, a third telephonic meeting will be scheduled each year. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of any other additional regular meetings of the Board of Directors without notice required other than these Bylaws and such resolution.

(2) Regular Meetings. Regular meetings of the Board will be held semi-annually at such time and place as the Chairman may direct, without notice required other than these Bylaws and such resolution. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice required other than these Bylaws and such resolution.

(3) Special Meetings. Special meetings of the Board may be called at the direction of the Chair or by a majority of the voting members then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

(4) Meeting Notice. Notice of any special meeting of the Board shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting

(5) Quorum. A majority of the Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Boards, provided, that if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

(6) Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Board. Each member shall have one (1) vote. Voting by proxy shall not be permitted. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Association's Articles of Incorporation, the Act, or rules adopted by the Boards for its own governance.

Unanimous Written Consent In Lieu of a Meeting. Any action required to be taken at a meeting of the Board of Governors, or any action which may be taken at a meeting of the Board of Governors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Governors. Communication by email shall satisfy this requirement.

Telephone Meeting. Any one or more members may participate in a meeting of the Boards by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.



Minutes. Full minutes of each meeting of the Boards shall be recorded by the Secretary or the Secretary's designee. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board.

**Section 4.** Responsibilities and Powers. The business management and affairs of the Association will be under the direction and control of the Board of Governors, including its several officers, agents, and employees, and the Board will have the power to do any acts convenient, necessary, or proper to effectuate the objectives of the Association. These powers will include, but not be limited to:

- (1) The power to purchase, take, receive, hold, sell exchange, mortgage.
- (2) The power to pledge, convey, transfer or otherwise dispose of any and all real or personal property, tangible or intangible.
- (3) The power to incur indebtedness.
- (4) The power to require and fix the amount of bond of an officer, employee or contractor of the Association.
- (5) The power to delegate authority to perform any act within the power of the Board to officers, employees or agents of the Association as the Board may deem necessary and proper.

## **ARTICLE VII**

### **ASSOCIATION OFFICERS**

**Section 1.** Officers. The officers of the Board of Governors shall normally consist of the Chairman of the Board of Governors, the Vice Chairman, the General Counsel, a Secretary, and a Treasurer. The Board shall have such other officers as the members may deem necessary, supported by the prescribed authorities of the Board. One person shall not hold two offices.

**Section 2.** Election of Board Officers. All officers of the Association shall be elected by an affirmative vote by a majority of the Board of Governors present at any meeting at which a quorum is present. For the sake of continuity, the Board of Governors should make reasonable effort to elect the Chairman and Vice Chairman in subsequent years in order to prevent both from retiring in the same year.

- (1) The Chairman. The Chairman must be elected by a majority vote of the Board of Governors. The Chairman will simultaneously serve as the Chairman of the Marine Corps

Association Foundation Board and will Chair the Executive Committee.

(a) The Chairman may serve an initial term of three (3) years on both Boards. He or she may be granted an additional three-year term upon approval and election by the majority of both Boards. Except in very special circumstances, no Chairman will serve more than six years simultaneously in that capacity.

(b) Chairman Qualifications. The Chairman must be a retired Marine Corps General Officer who must have served as a member of the Board of Governors for at least two years and preferably served as a committee chair.

(c) Chairman Transition Process. Twelve months prior to the sitting Chairman's end of term, the Chairman will appoint a nominating committee (NC) to prepare a slate of potential nominees in accordance with the selection criteria established in these Bylaws. The NC, under the leadership of the Governance Chair, will organize the nomination process for briefings and a vote at the winter annual MCA&F Board Meetings. All MCA&F Board members will be notified of the impending nomination briefs and election 30-60 days prior to the scheduled Board meeting. The Chairman Elect would ideally assume the duties of the office on 1 March of that same year.

(2) Vice Chairman. The Vice Chairman must be elected by a majority vote of Board of Governors. The Vice Chairman will simultaneously serve as the Vice Chairman of the Marine Corps Association Foundation Board. The Vice Chairman must have the same qualifications for office as the Chairman with the exception that he or she is not required to be a retired Marine Corps General Officer and could be a Marine Corps veteran. In case of disability or absence of the Chairman, the Vice Chairman will perform the duties of the Chairman.

(3) General Counsel. The Board of Governors at a regularly scheduled meeting shall elect by a majority vote from among those who are, or are to be, Governors, a General Counsel who is duly licensed to practice law. The General Counsel is an uncompensated position.

(4) Treasurer. This is not an elected position. See Section 3 (5) below.

(5) Secretary. This is not an elected position. See Section 3 (4) below.

(6) Election Process. The election process listed below is a guide and may be adjusted as appropriate by the Governance Committee Chair with the approval of the Chairman of the Board.

(a) Paper Ballots listing the proposed nominee(s) will be used to tally votes

(b) Nominee(s) will be afforded an opportunity to present their case for election to the position for which they are nominated

(c) Nominee(s) will leave the room

(d) The Chairman will open the floor for further discussion

- (e) Board members will mark the paper ballots
  - (f) The Secretary will collect the ballots, tabulate, and record the results for the record
  - (g) Nominee(s) will return to the room
  - (h) The Chairman will announce the winner(s)
- (7) Officer Terms. The officers shall be installed on the first day of March of the year they are elected and shall hold office for three (3) years (ending on the last day of February) or until properly succeeded by their respective successors. The Board of Governors shall set and approve by majority vote the term of office for the President and CEO.
- (8) Resignation. Any officer may resign at any time by giving written notice to the Chairman of the Board. Such resignations shall take effect at the time specified in the notice, or if no time is specified, then immediately.

**Section 3. Officer Duties. Chairman of the Board of Governors and Board of Directors:** The Chairman will preside over meetings of the Boards and over all meetings of the Executive Committee. He or she will call special meetings of the Boards when he or she deems it necessary. The Chairman will exercise such supervision over the affairs of the Association and Foundation as may be required to ensure that they are functioning in accordance with these By-laws, and with policies and resolutions of the respective Boards. He or she will perform such other duties, as are necessary and incident to the Office of Chairman or as specifically set forth in these Bylaws. He or she will be a permanent member of the Executive Committee of the Board.

(1) Vice-Chairman of the Board: In case of disability or absence of the Chairman, or his or her inability from any cause to act, the Vice Chairman will perform the duties of the Chairman.

(2) President and CEO: The President and CEO will have the duties and responsibilities specified in Article VIII below and such other duties as are designated from time to time by the Board of Governors.

(3) General Counsel: The General Counsel who is duly licensed to practice law and who shall serve as the legal advisor to the Board of Governors and officers of the Association in connection with any matter relating to or affecting the Association and shall perform such other duties as from time to time may be assigned to him or her by the Chairman, President or Board of Governors. The General Counsel is a voting member of the Board and shall be eligible to serve more than two (2) consecutive terms.

(4) Secretary: The Board of Governors shall designate a salaried staff employee of the Association to serve as Secretary. The Secretary shall be the principal administrative officer of the Association but is not a voting member of the Board. He or she shall (a) record the results of any election of Governors and the minutes of the meetings of the members and of the Board of Governors 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 a custodian of the Association records and of the seal of the Association; (d) keep a register of

the post office address of each member which shall be furnished to the Secretary by such member; and (e) perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman, President or Board of Governors.

(5) Treasurer (or Chief Financial Officer): The Board of Governors shall designate a salaried staff employee of the Marine Corps Association or Foundation as the Treasurer (or Chief Financial Officer). The Treasurer shall be the principal financial officer of the Association but is not a voting member of the Board. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Association.

(b) 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 these Bylaws.

(c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Governors. If required by the Board of Governors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Governors shall determine.

**Section 4.** Compensation and Bond. The President and CEO and such other personnel authorized by the Board of Governors to be employed will receive such emoluments, to be paid from the funds of the Association, as the Board of Governors from time to time will prescribe or approve. The President and CEO and others having custody of Association funds will be bonded in amounts prescribed by the Board of Governors. The actual cost of procuring such bonds will be paid from the funds of the Association.

## **ARTICLE VIII**

### **PRESIDENT & CEO**

**Section 1.** The Board of Governors shall hire as a salaried staff employee of the Association and Foundation, a President who shall be the Chief Executive Officer of the Association. Subject to the direction and control of the Board of Governors, he or she shall be in charge of the business and affairs of the Association: he or she shall see that the resolutions and directives of the Board of Governors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Governors; and, in general, he or she shall discharge all duties incident to the Office of President and such other duties as may be prescribed by the Board of Governors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of

Governors or these Bylaws, he or she may execute for the Association any contract, deed, mortgage, bond, or other instrument that the Board of Governors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Governors, according to the requirements of the form of the instrument. He or she may vote all securities that 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 Governors. The terms of employment of the President shall be set forth in a written agreement between the President and the Association.

**Section 2.** Specific Duties: The duties of the President and CEO will include, but not be limited to, the following:

- (a) Custody of all funds and securities of the Association and keeping account of all receipts and disbursements.
- (b) Depositing all monies, securities, and other valuable effects in the name of the Association in such depositories as may meet commonly accepted standards of security and service.
- (c) Making all disbursements authorized by the Board. The President and CEO is authorized to make an emergency withdrawal of funds, not to exceed \$200,000, without obtaining prior approval from the Board. In the event that an emergency withdrawal is made, the President will notify the Chairman of the Board of Governors within forty-eight (48) hours.
- (d) Rendering to the Board, at least annually, an account of the financial condition of the Association.
- (e) Arranging an audit of the accounts of the Association, at least annually, by an independent auditing firm approved by the Board. The results of the audit will be provided to the Board of Governors.
- (f) Custody of all records of the Association in accordance with the provisions of the Document Retention and Destruction Policy
- (g) Ensuring an accurate record of all meetings of the Board and maintaining a record of any communications received in connection with Association activities.
- (h) Obtaining the counter signature of either the Vice President or any other designated staff on disbursements of any Association assets exceeding ten thousand dollars.
- (i) Obtaining and keeping in force Governors' and Officers' liability insurance and such other liability insurance and other coverage as deemed necessary and prudent, and reporting on the status of insurance coverage at meetings of the Board of Governors.

## ARTICLE IX

### COMMITTEES

**Section 1.** The Board of Governors will establish standing committees deemed appropriate to improve the effectiveness and efficiency of the Association and by resolution adopted by a majority of the entire Board, shall appoint as standing committees from among the Governors an Executive Committee, a Governance & Nominating Committee and an Audit & Investment Committee. In addition, in its sole discretion, the Board may appoint from among the members and Governors one or more other committees, each of which shall have two (2) or more committee members including at least one Governor. The number of Governors to be appointed to the Executive Committee shall not exceed seven and shall include the Chairman, the Vice Chairman, the President, and the Chair of each of the other standing committees. The Executive Committee shall have and exercise the full authority of the Board of Governors in the management of the Association. All other Committees, to the extent provided in their respective enabling resolutions and not restricted by law, shall have and exercise such authority as the Board of Governors shall prescribe in the management of the Association. The designation of any Committee, whether under these Bylaws or by resolution adopted by the Board, and the delegation thereto of authority shall not operate to relieve the Board of Governors, or any individual Governor, of any responsibility imposed on it, him, or her by law.

**Section 2. Chairman.** One member from each committee will be nominated as committee chairman by the Chairman and with the approval of the Executive Committee appointed unless the appointment of such chairman shall be made by resolution of the Board of Directors.

**Section 3. Membership and assignment.** Appointment to Committee membership will be made by the Governance Committee and approved by the Chairman of the Board of Governors. The Chairman of the Board of Governors may establish ad hoc committees and appoint members as required to assist in carrying out the purposes of the Association.

(1) Executive Committee. The Executive Committee of the Board of Governors shall assist the Board in the exercise of its duties and responsibilities in order to:

(a) Provide for orderly conduct of Association business between Board meetings, provide initial review of action and agenda items to be placed before the Board,

(b) Set the agenda for each Board meeting and serve as a source of advice and information to the staff. The Executive Committee will be guided in the performance of its duties by the Executive Committee charter contained at Appendix A.

(2) Governance & Nominating Committee. The Governance Committee is a standing committee of the Board of Governors of the Association. The Governance Committee will consist of chairman and two (2) or more members of the Board of Governors appointed by the

Chairman of the Board of Governors, and the President and CEO of the Association. The Governance Committee will be guided in the performance of its duties by the Governance Committee charter contained at Appendix B.

(1) **Audit & Investment Committee.** The Audit Committee is a standing committee of the Board of Governors of the Association. The Audit Committee will consist of a chairman and two (2) or more members of the Board of Governors appointed by the Chairman of the Board of Governors, and the President and CEO of the Association. The Audit Committee will be guided in the performance of its duties by the Audit Committee charter contained at Appendix D. The Committee also periodically reviews, and as it deems appropriate, recommends revisions of the Investment Policy for the Board of Governors' approval. The Investment Committee also monitors the performance of the Association's investment portfolio and provides regular updates to the Board of Governors regarding portfolio performance.

## **ARTICLE X**

### **SEAL**

**Section 1. Seal and Colors.** The Marine Corps Association Seal will be a circle with a rope border, Marine Corps Association lettering, laurel leaves, and the Globe and Anchor. The colors of the Marine Corps Association Seal will be as follows. Gold rope border, Marine Corps Association lettering, laurel leaves, Globe and Anchor with Blue plaque background and red band under lettering.

## **ARTICLE XI**

### **DISPOSITION OF PROPERTY IN EVENT OF DISSOLUTION**

**Section 1.** In the event of dissolution or termination of the Association, and after paying or making provision for the payment of all of the liabilities of the Association, title to and possession of all property of the Association shall be exclusively dedicated to the Association's exempt purpose and distributed to one or more organizations engaged in activities substantially similar to those engaged in by the Association, or otherwise distributed in accordance with the provisions of the District of Columbia Nonprofit Corporation Act.

## **ARTICLE XII**

### **AMENDMENTS**

**Section 1.** The Board of Governors will have the power to make, alter, amend or repeal the Bylaws of the Association by a majority vote of the Board members present at any regular or special meeting thereof where notice of such proposed action has been announced in the written notice of such meeting. The above Bylaws were adopted by a majority vote of the

Board members present at a regular meeting held on 14 March 1990 and amended at meetings of the Board of Governors held on December 21, 1991, May 1, 1993, April 15, 1998, September 11, 1999, September 8, 2001, April 27, 2007, and June 11, 2009, June 4, 2010, and January 13, 2015.

## ARTICLE XIII

### LIMITATION OF LIABILITY AND INDEMNIFICATION

**Section 1. Limitation of Liability.** To the fullest extent permitted by the Act and the Internal Revenue Code ("IRC"), the personal liability of the Officers and Governors of the Association is hereby eliminated.

**Section 2. Indemnification.** To the fullest extent permitted by the Act and the IRC, the Association shall indemnify and hold harmless each Officer and Governor of the Association against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an Officer or Governor of the Association, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, except where the injury or damage was a result of:

- (a) The willful misconduct of such person.
- (b) A crime, unless such person had reasonable cause to believe that the act was lawful.
- (c) A transaction that resulted in an improper personal benefit of money, property or services to such person.
- (d) An act or omission that was not in good faith and was beyond the scope of authority of the Association pursuant to the Act, the Association's Articles of Incorporation, or these Bylaws.

Such indemnity shall be effective only in the event that the interested Officer or Governor provides the Board of Governors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Officer and Governor.

**Section 3.** The Association may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Governors. If so purchased by the Association, such liability insurance shall provide a minimum limit of coverage of not less than \$3million per claim and \$3 million per policy claim year, as provided by the Act. The liability insurance policy will be updated annually and maintained by the Chief Financial Officer (CFO).



## **ARTICLE XIV**

### **RECORD RETENTION AND DESTRUCTION**

The Association will comply with the Marine Corps Association Record and Retention Policy, the purpose of which is to maintain complete, accurate and high-quality records. This policy is reviewed annually and updated when necessary to ensure compliance with regulations and standards. This document is maintained in the offices of the Chief Operating Officer and the Director of Finance.

## **ARTICLE XV**

### **GOVERNING LAW**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

## **ARTICLE XVI**

### **HEADINGS**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

## **ARTICLE XVII**

### **SEVERABILITY**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.