

FIRST MARINE DIVISION ASSOCIATION Bylaws

Amended August 2014

Article I: Purpose

- A. To maintain the Membership as a Non-Profit Corporation under all Federal and State laws as may be application.**
- B. To foster, encourage, perpetuate the memory, spirit and comradeship in the arms of members of the First Marine Division and all who have served with or in support of the Division.**
- C. To honor those who served with or in support of the First Marine Division by conducting memorial services at various times and places.**
- D. To engage in charitable and educational activities.**
- E. To provide scholarships to dependent children of deceased, missing, or fully disabled service members who have served with or in support of the First Marine Division through support of the First Marine Division Association Scholarship Fund, Inc.**
- F. To provide support for recovering injured Marines and Sailors.**
- G. To provide support for the families of Marines.**
- H. To erect and maintain monuments and plaques memorializing actions of the First Marine Division and its members in various locations around the world.**
- I. To preserve incidents and memories of our Association.**
- J. To promote and safeguard the principles of Justice.**
- K. To foster patriotism and love of country.**
- L. To perpetuate the spirit and traditions of the United States Marine Corps.**
- M. To promote and encourage social interaction and fellowship among members.**
- N. To hold meetings and social gatherings for the better realization of the above named purposes.**

Article II: Membership

- A. Honorably discharged veterans and those persons still on active duty who, at any time after the original formation of the First Marine Division, as carried on the records at Headquarters Marine Corps, were or are members of, assigned, attached to or in support of and performed duty with said Division or any unit attached to, in support of or serving with said Division are eligible for membership.**
- B. The determination of units which served with or were attached to the First Marine Division, F.M.F., shall be determined by the BOD upon advice and information from Headquarters Marine Corps.**

C. Gold Star spouses and parents of those servicemen or women who died in the service of their country who, if alive, would have been eligible for membership.

D. Life Members

1. Dues for Life Membership shall be established by the BOD upon payment of which the member shall become a Life Member of this Association and exempt from all further regular annual dues.

E. Annual Dues

1. Annual dues shall be established by the BOD for all members not on active duty.

a. Members joining after September 1, 2006: Dues for the second and subsequent years of membership are payable on the first day of the month following the members anniversary date.

b. Current members: Dues are payable on the first day of February each year.

2. Annual dues for active duty service personnel eligible to become members of the 1st Marine Division Association, Inc., shall be established by the BOD.

F. The method of application for membership shall be determined by the BOD and all applications are subject to review by the BOD.

G. A member may be expelled or suspended for improper conduct by a two-thirds vote of the Directors present at any meeting of the BOD, provided a quorum is present, but only after reasonable opportunity to be heard shall have been given to the member in question.

H. Honorary membership may be granted to a deserving person upon review of the recommendation by the BOD at a regular or special meeting of the BOD and two-thirds of those present voting in favor of such honorary membership.

I. Associate membership may be granted to spouses, children, parents or guardians of those persons living or deceased who are or were members or eligible for membership.

J. Associate membership may be granted to Marines and Corpsmen who did not serve with the division.

K. A person may become a "Friend of the Association" by applying to the Membership Committee and paying dues of \$50.00.

L. Associate members and "Friends of the Association" may not vote, hold office, and are not to serve on a Committee of the Association. They are not eligible for a Scholarship from, the First Marine Division Scholarship Fund, Inc. With these exceptions they are entitled to all other benefits of a regular member.

Article III: Meeting of Members

A. Annual Meeting:

1. The annual meeting of the members shall be held in August of each year at such place and date contracted for by the BOD, or as close to the month of August as the places and dates can be arranged.

2. The Executive Director shall cause a written notice of said annual meeting to be published in the "Old Breed News."

B. Quorum:

1. The presence of 50 members who are entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time or to the next regular meeting date.

C. Special Meetings:

1. Special meetings of members may be called at any time by the President with the consent of the Executive Committee, or by a majority of the Directors.

2. The President or the BOD shall also call a special meeting of members whenever so requested by one percent of the members entitled to vote.

3. Notice of such meeting stating the purpose for which it is called shall be served by mail to each member entitled to vote, not less than fourteen days before the date set for such meeting.

4. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members.

D. Voting:

1. At all meetings of the members all questions shall be determined by a majority vote of only those present only and not by proxy.

2. All votes shall be given by voice, except upon order of the Chairperson, a vote by ballot may be used.

3. An Associate member is not entitled to voice nor vote.

E. Order of Business:

The order of business at all meetings shall be as follows:

1. Proof of notice of meeting.

2. Reading of the minutes of preceding meeting

3. Reports of committees.

4. Election of division unit directors, shall be at the biennial meeting.

5. Unfinished business.

6. New Business.

Article IV: Directors

A. Number:

The affairs and business of this Association shall be managed by a BOD consisting of:

- 1. One director shall be elected from the following: 1st Marines, 5th Marines, 7th Marines, 11th Marines, and one from the separate organic units of the Division.**
- 2. One director from each local and unit chapter.**
- 3. Three directors-at-large who shall be appointed by the President.**
- 4. All elected Officers of this Association shall be Members of the BOD.**
- 5. All past Presidents of the Association Ex Officio Honorary Members of the BOD with vote.**

B. How Elected:

- 1. Directors listed in A.1. above shall be elected during the caucus of the members of the units.**
- 2. Directors elected by Local Chapters and Unit chapters shall be elected pursuant to their Bylaws.**
- 3. Each Local and Unit chapter shall certify in writing to the Executive Director the name of the representative.**
- 4. Each Local and Unit Chapter shall provide a copy of the Chapter's President and Chapter Representative's DD214 or Discharge with the Social Security Number removed. Failure to comply may prevent the Chapter Representative from voting at the Directors Meeting.**

C. Term of Office:

- 1. Officers of the Association shall serve a term of office of two years. The term of office will coincide with the National Presidents term or office. Local and unit directors term of office shall be determined by their chapter bylaws.**
- 2. Directors-At-Large, appointed by the President, serve at his pleasure.**

D. Duties of Directors:

- 1. The BOD shall have the control and general management of the affairs and business of the Association.**
- 2. BOD shall adopt such rules and regulation for the conduct of the Association as they deem proper.**

E. Directors Meetings:

- 1. The BOD shall meet at least twice a year. The first will be at the date and place directed by the President.**
- 2. The second meeting shall be held at the site of that year's reunion.**

F. Special Meetings:

- 1. The President may call special meetings at any time.**
- 2. A special meeting shall be called by the President or Secretary upon the written request of 10 members of the BOD. The written request for a special meeting of the BOD must contain the specific reasons for requesting the meeting.**

G. Notice of Meetings:

- 1. A written or printed notice of each meeting shall be given by mail to all Directors at their last known address at least fourteen days before the date designated for such meeting.**
- 2. No business other than that specified in the notice shall be transacted at a special meeting.**
- 3. The notice must include the agenda for the meeting.**

H. Quorum:

- 1. At any meeting of the BOD twenty members of the Board shall constitute a quorum.**
- 2. In the event a quorum is not present, those present may adjourn the meeting to some future time.**

I. Voting:

- 1. At all meetings of the BOD each Director is to have one vote, proxy voting will not be allowed.**

J. Vacancies:

- 1. Vacancies in the BOD shall be filled by a majority vote of the BOD at its next meeting.**
- 2. Local Unit Chapters shall fill any vacancy according to their Chapter by-laws.**
- 3. Vacancies in the Directors-At-Large and Elected Directors in A.1. above shall be filled by the President.**

K. Removal of Directors:

- 1. One or more of the Directors may be removed for cause at any time by a two-thirds vote of the BOD at any regular or special meeting called for that purpose. Provided that written advance notice has been given to the Director or Directors who are the subject to the proposed action. The director must be given an opportunity to be heard by the BOD.**
- 2. All Directors shall have advance written notice of intent to remove another Director.**

M. Qualifications:

- 1. All Directors shall be members of the Association in good standing.**

Article V: Officers

A. Number:

The Officers of this Association shall be:

- 1. President**
- 2. Vice-President**
- 3. Deputy Vice-President - East Coast**
- 4. Deputy Vice-President - West Coast**
- 5. Deputy Vice-President – Central**
- 6. Secretary**
- 7. Treasurer**
- 8. Sergeant-At-Arms**
- 9. Legal Officer**
- 10. Chaplain**

B. Election:

- 1. All Officers shall be elected by the general membership as provided for hereinafter.**
 - a. All Officers shall be members of the Association in good standing.**
 - b. Any member of the Association in good standing is eligible for election as an Officer except that a member who has been elected as President may not again be elected to that office.**
 - c. Officers shall take office the day following the annual meeting and shall hold office for a term of two years, or until their successors are appointed or elected.**
- 2. Election of Officers shall be by vote of the general membership by mail-in ballot.**
- 3. All ballots shall be returned to the Association Headquarters and must be postmarked at least 21 days prior to the annual meeting of an election year.**
- 4. The custodial care of the ballots, until tabulation and recording, shall be the responsibility of the Executive Director. The manner and means of tabulating and recording the ballots cast by the general membership shall be determined by the Nominating Committee. Any candidate may personally, or by designated proxy, observe the tabulation process.**
- 5. The Nominating Committee shall promptly report the results of the tabulation to the President, the Executive Director, and all candidates, and report the results at the next annual meeting of the Association.**

6. Qualified candidates receiving the highest number of votes for each office on the ballot shall be declared elected.

7. In the event of a tie vote, the elector for such office shall be presented to the incumbent Board of Directors who will determine which candidate is to serve in that office.

8. No candidate shall campaign for any office in the Association, and no member or Chapter shall directly, or indirectly, electioneer or conduct any campaign for the election of any candidate to an office in the Association. Violations of this provision by a nominee may disqualify such nominee from holding the office for which nominated. Violation of this provision by a Chapter may be cause for revocation of such Chapter's Charter. All alleged violations shall be investigated and resolved pursuant to the standing Dispute Resolutions Procedure.

9. An Associate member may not serve as an Officer.

C. Vacancies:

1. In case of death or resignation of the President, the Vice-President shall succeed to the President's unexpired term of office, subject to the same responsibilities given to or imposed upon the President.

2. In case of death or resignation of the Vice-President, the President shall appoint one of the Deputy Vice-Presidents to the office of Vice President to serve the Vice Presidents unexpired term, subject to the approval of the Executive Committee.

3. In case of death or resignation of any Officer, other than the President or Vice-President, the successor shall be appointed by the President.

D. Duties of Officers:

1. The duties and powers of the Officers of the Association shall be as follows:

a. President:

1. Member shall preside at all meetings of the members and BOD, unless the President shall designate a chairperson to preside at any meeting.

2. Member shall present at each annual meeting of the members and BOD a report of the conditions of the Association.

3. Member shall cause to be called all special meetings of the Members and Directors in accordance with these by-laws.

4. Member shall appoint and remove, employ and discharge, and fix the compensation of all agents, employees and clerks of the Association, subject to the approval of the BOD and or Executive Committee.

5. Member shall appoint such committees as deemed necessary or advisable.

6. Member shall appoint up to three Directors-At-Large.

7. Member shall make all contracts and agreements in the name of the Association approval of the with the advise of Finance Review Committee, and review by the Legal Officer. Extracts of all contracts signed by the President setting forth terms and conditions will be published in the next issue of The Old Breed News.

8. Member shall assign two officers, in addition to the Treasurer, including himself, to be possible signatories of all checks. All checks payable to third party vendors, greater than \$10,000.00 shall have two of the three signatures.

9. Member shall see that the books, reports, statements and certificates required by statute are properly kept and filed according to law.

10. Member shall enforce these by-laws and perform all the duties incident to the position and office required by law.

11. Member shall award all scholarships based on the recommendations of the Scholarship Committee.

12. The member may appoint a qualified parliamentarian. When requested by the Chairperson, the Parliamentarian will recommend the proper procedure to resolve disputes during meetings. He has no authority to resolve the disputes.

b. Vice-President:

1. During the absence, death, resignation, or inability of the President to render and perform his duties or exercise his powers as set forth in these by-laws or in the acts under which this Association is formed and organized, the same shall be performed and exercised by the Vice-President.

When so acting, the Vice-President shall have the same powers and be subject to the same responsibilities as the President.

2. Member shall perform and carry out all assignments given to him by the President.

3. Member shall be available to assist the Deputy Vice-Presidents if requested.

c. Deputy Vice-President's:

1. In the event of the Vice-President's death, resignation, or succession to the President's unexpired term occurs, the Deputy Vice-Presidents shall, in the order listed in Article V (A), succeed to the unexpired term of the Vice-President, and when so acting, shall have the same powers and responsibilities as the Vice-President.

2. They shall see that all Local Chapters in their area of responsibility abide by these by-laws.

3. They shall perform and carry out all assignments given to them by the President.

4. They shall assist in organizing Local Chapters to get established in their area.

5. They shall assist any other Deputy Vice-President if called upon by that Deputy Vice-President for assistance in the establishment of other Local Chapters.

6. They may visit each Local Chapter in their area of responsibility as they deem necessary.

d. Secretary:

1. Member shall take the minutes of the meetings of the members, the BOD, and the Executive Committee. In his absence the President shall appoint a member to take the minutes.

2. Member shall give and serve all notices of the Association.

3. Member shall supervise the office with the exception of the work duties under the jurisdiction of the Treasurer, subject to the pleasure and authority of the President.

4. Member shall keep records to show at all times the names of members, the Division units to which they were attached, their Post Office addresses, the date they were attached, the date when they became members, and the amount paid as dues.

5. Member shall present to the BOD at their stated meetings all communications except those of a routine nature which are officially addressed to the Secretary.

6. Member shall attend to all correspondence and perform all duties incident to the office of Secretary.

7. Member shall update the Association By-Laws immediately after a BOD or a Membership Meeting has voted to approve changes to the Bylaws

Assistant Secretary:

1. The President may appoint an assistant Secretary, if necessary, who shall assist the Secretary as needed and act with the same power as is given the secretary in the absence of the Secretary or in case of his resignation or inability to act.

f. Treasurer:

1. Member shall have the care and custody of and be responsible for all the funds and securities of the Association and deposit all such funds in the name of the Association in such bank or banks, trust company or companies, or safe deposit vaults as the BOD may designate.

2. Member shall sign with at least one addition valid signatory, all checks to vendors in excess of \$10,000.00, make and endorse in the name of the Association, all checks, drafts, warrants and orders for the payment of money, under the direction of the BOD, with the following exceptions: The Treasurer shall possess the authority to delegate check signing authority to the Executive Director and the Office Manager in the interest of streamlining financial payments processes for normal monthly office operating expenses, with the exception of checks to vendors greater than \$10,000.00, which shall be signed by two of the three authorized officers.

The Treasurer shall have the authority to sign checks greater than \$10,000.00 with one cosigner to accomplish account sweeps whereby donations made to the Scholarship Fund that have been deposited into the General Fund checking account are then transferred from the General Fund checking account to the Scholarship Investment Account or General Fund checking account.

3. Member shall exhibit at all reasonable times the books and accounts to any Director or Member of the Association upon application at the office of the Association. The date and time to be agreed to by the parties.

4. Member shall render a statement of the condition of the finances of the Association at each regular meeting of the BOD and at such other times as shall be required, and a full financial report at the annual meeting of the members.

5. Member shall keep at the office of the Association correct books of account of all of its business and transactions and such other books of account as the BOD may require.

6. Member shall do and perform all duties pertaining to the office of Treasurer.

7. Member shall, if required by the BOD, give a bond or such security for the faithful performance of his duties.

g. Assistant Treasurer:

1. The President may appoint an Assistant Treasurer, if necessary, who shall assist the Treasurer in all his duties and act with the same power as is given the Treasurer in the absence of the Treasurer or in case of resignation or inability to act.

h. Legal Officer:

1. Member shall take care of all legal matters arising between the Association and government authorities.

2. Member shall take care of all legal matters arising between the Association and individuals who are not connected with the Association.

3. If called upon, Member shall render legal opinions regarding the Association's bylaws.

i. Sergeant-At-Arms:

1. Member shall, under the direction of the presiding officer, be empowered to preserve the dignity and decorum of the meetings.

j. Assistant Sergeant-At-Arms:

1. The President may appoint Assistants to the Sergeant-At-Arms, who will perform the duties assigned to them by the Sergeant-At-Arms.

k. Chaplain:

1. Member shall open meetings with prayer and close the same with benediction under the direction of the Presidents.

2. Member shall act as the spiritual officer of the Association.

3. Member shall hold a fitting funeral ceremony when called upon to do so.

4. Member shall be consulted when services memorializing members of the Association are contemplated.

E. All elected National Officers will sign a Conflict of Interest Policy after their election and each August thereafter.

Article VI: Executive Director

A. Executive Director:

1. Member shall conduct the affairs of the Association in the absence of the President, the Vice-President, the Deputy Vice-Presidents and the Executive Committee, in accordance with the program and policies established by the BOD and/or the Executive Committee.

2. Member shall be empowered to perform jointly all the duties prescribed for the Secretary, except that the Secretary shall keep the minutes of the meetings of the BOD of the membership and the Executive Committee whenever the Secretary is present in person at meetings of these Bodies.

3. Member shall be a full employee of the Association.

4. Member shall be paid such remuneration as may be contracted for between the President and the Executive Director which shall be subject to the approval and consent of the the Executive Committee.

5. The employment contract between the Association and the Executive Director shall be in writing and for such duration, not exceeding two calendar years, as set forth therein.

a. The employment contract shall be executed by the incoming President and shall start on January 1 of the non-election year.

b. In the event of the resignation, death or inability of the Executive Director to perform duties during the term of the contract, the unexpired term of the contract may be contracted for by the presiding President with the approval of the Executive Committee.

6. Member shall perform all assigned duties and acts pursuant to the direction of the President.

7. Member shall, if required by the BOD, give a bond or such security for the faithful performance of duties.

8. Member shall be an ex-officio member of the executive committee and the BOD without vote.

9. Member shall be custodian of the official minute books and official seal. Member shall affix the official seal when required.

Article VII: Executive Committee

A. Executive Committee

1. The Executive Committee shall consist of the following:

a. President

b. The Vice-President

c. The Deputy Vice-Presidents

d. The Secretary

e. The Treasurer

f. The Legal Officer

g. The Sergeant-at-Arms

h. The Chaplain

i. Three Directors At Large appointed by the President.

j. The Executive Director shall be an Ex-Officio member without vote.

2. They shall meet at the call of the President.

3. Attendance of six members of the Executive Committee shall constitute a quorum for the transaction of business.

a. A lesser number may adjourn to some future time.

4. The EC shall have the power to act in place of the BOD between meetings on all matters of management of the Association.

a. The EC is limited to spending \$2,000.00 per year without approval of the BOD.

b. The purposes and amount of EC expenditures shall be reported to the BOD within 30 days by electronic communication (e-mail) or US mail and published in the next Old Breed News.

5. All questions or decisions shall be determined by a majority vote. Proxy votes are not allowed.

a. Votes may be by voice or as directed by the President.

b. Telephone communication may be used provided the questions and or decisions shall be reduced to writing and signed by the committee members who participated in the decision and reported to the BOD within 30 days and published in the next Old Breed News.

Article VIII: Committees

A. Committees:

1. The Nominating Committee (NC) and Financial Committee shall be elected by the BOD for a two-year term of office.

a. A Nominating Committee (NC) composed of five members shall be elected at the first BOD meeting in a non-election year. They shall select one of their members to act as chairperson. The Committee will be comprised so that at least one elected member will be from each of the three regions, that is: East, West and Central. If the committee member decides to run for office he shall resign from the Committee. The Presidents shall appoint a replacement.

b. Telephone or electronic communication media may be used so long as all members may participate simultaneously, provided the results are reduced to writing signed by the Committee Chairman, and filed with the Association Headquarters within 14 days.

2. The Nominating Committee shall nominate not less than two, nor more than three, candidates for the offices of President, Vice-President, and the three Deputy Vice-Presidents, and at least one, but not more than two candidates for the offices of Secretary, Treasurer, Legal Officer, Chaplain and Sergeant at Arms. Candidates must be in good standing and provide the Nominating Committee a copy of his DD214 or Discharge with the Social Security Number removed. This requirement also applies to candidates for Chapter Officers except that copies of the DD214 or Discharge shall be provided to the Chapter Nominating Committee. In good standing means, dues current and no disciplinary actions pending.

3. Financial Committee:

a. The Financial Committee (FC) shall be composed of five members, from the East, Central and Western regions. They shall be nominated by the Deputy Vice Presidents and shall be elected in the non-election year. The FC shall report to the Executive Committee (EC) between Board of Directors (BOD) meetings. The mission of the FC shall be as follows:

b. Respond to request from the EC to review the 1st Marine Division Association (FMDA) financial activities and provide advice in support of the BOD's financial oversight responsibilities to FMDA membership. Routinely advise the EC of any financial control issues requiring BOD attention.

c. Provide advice on financial control matters to the FMDA President, Treasurer and Executive Director as they may request.

d. Coordinate the review of all draft contracts in excess of \$2,000 and other draft contracts as requested. Solicit comments from the FMDA Legal Officer and others as appropriate. Recommend appropriate contract changes and report FC contract endorsement or exceptions to the contract signatory and the EC.

4. Bylaws Committee:

a. The president will appoint five directors, at least one from each region, to serve on the Bylaws Committee.

b. Their duties are to review the Bylaws to make sure that they are current and appropriate. Review all revisions of individual Chapter and review new individual Chapter Bylaws and recommend their approval to the BOD.

c. The Committee is to insure all Bylaw changes approved by the BOD or Membership are promptly posted to the Bylaws by the Secretary.

d. The Committee is authorized to make changes to clarify unclear wording, grammar mistakes and typographical errors by simply reporting the changes to the BOD.

e. Any Association member, in good standing may submit written proposed changes to the Bylaws Committee for review. Each proposal, accompanied by the Committees recommendations shall be submitted to the BOD or Membership for action as they deem necessary.

5. Old Breed News Committee:

a. The members of this committee shall be the President and the three Regional Vice Presidents.

b. The duties of this committee are to screen the OBN "blue line" version before publication, for material that might be misleading, libelous, or material that could result in other legal action against the Association.

c. The committee has the authority to remove items that are deemed not in the best interest of the Association.

6. Membership Committee:

a. Members of this committee shall be the President, Vice President and the Regional Vice Presidents.

7. All committees of this Association are authorized to use telephone or electronic communications (e-mail) so long as all members may participate simultaneously. The results of the meeting shall be reduced to writing, signed by the committee chairman and filed with the Association Headquarters within 14 days of the meeting.

8. The members of other committees shall be an appointed to serve during the term of the President or at the President's pleasure.

9. All Committees appointed by the President shall be advisory only.

10. An Associate member may not serve on Committees.

Article IX: Removal for Cause

A. Any Elected Officer or Elected Committee Member may be removed for cause from his elected office by a two-thirds vote of the BOD at a regular meeting or a special meeting called for that purpose. Written notice of the purposed action must be given 14 days before the subject meeting.

B. All Directors shall have advance written notice of the intent to remove the individual.

C. Removal action does not affect the individuals membership in the Association.

D. Except, as excused by the President, any officer missing two Board of Director's meeting during his term of office shall be removed from office without notice.

Article X: Publication

A. Publication:

- 1. The BOD shall authorize a publication to be issued.**
 - a. The publication shall be named "The Old Breed News.**
 - b. All notices and annual reports shall be published in The Old Breed News except notices requiring other means of notification according to these by-laws.**
- 2. The President shall appoint the editor-in-charge and such others as may be necessary or advisable.**

Article XI: Amendments

A. Amendments:

- 1. These by-laws may be also amended, altered or repealed at any annual meeting of the members or any special meeting of the members called for that purpose.**
- 2. These by-laws may be amended, altered or repealed by a two-thirds vote of the Directors voting at regular meetings.**

Article XII: Scholarship

A. Scholarship:

- 1. First Marine Division Association Inc. (FMDA) has formed a separate First Marine Division Association Scholarship Fund Inc., (Fund), a 501 (c) (3) corporation EIN 26-0564463. The object of the Fund is to establish and maintain monies in its scholarship fund for the purpose of awarding grants to the dependent children of First Marine Division Marines, plus attached and supporting units, whose parents are deceased, missing in action, POW, or 100% disabled.**
 - a. The grants will provide college, university and higher technical trade school scholarships to deserving candidates who meet the eligibility requirements as set forth by the FMDA, Inc BOD (the Board).**
 - b. The FMDA, Inc. will be compensated for the cost of administering the scholarship program by the Fund, at a rate of no more than 20% of the current donations, interest earnings from investments and other Fund revenues. Payment will be made at least semi- annually.**
- 2. A scholarship committee shall be appointed by the President to establish the eligibility of qualified candidates.**
- 3. The President shall award the scholarships according to the terms and conditions as they may be set forth by the BOD.**
- 4. No Local Chapters shall grant, award, or issue any college, university or higher technical trade school scholarships unless they receive approval from the National BOD.**

5. For a candidate to be eligible for a scholarship, his/her parent must have been eligible for membership in the Association and are deceased, missing in action, POW or 100% disabled.

Article XIII: Politics

A. Politics:

1. Any political action or attempt to influence politics, local or national, by the Association or by the Association's Officers, Directors, members or employees acting for the Association is prohibited.

Article XIV: Local and Unit Chapters

A. Local and Unit Chapters:

1. When it appears that the purposes of the Association will be advanced, Local and Unit Chapters established, organized and operated within the provisions of the following sections of this Article may be formed and chartered by the Association.

2. All Local and Unit Chapters now and hereinafter organized and maintained shall at all times be amenable and subject to the supervision and control of the Association.

3. They shall be governed by the provisions of the National Association by-laws.

B. Establishment:

1. Local and Unit Chapters shall be consistent with and not exceed the purpose of the Association.

2. All such chapters shall be established as non-profit organizations.

3. Applications for a charter as Local or Unit Chapter may be submitted by no less than twelve members of the Association. Associate members may not be counted in the minimum of twelve members.

4. Additional information may be required by the BOD in connection with the application for charter.

5. The President is authorized to approve temporary adoption of a Local or Unit Chapter and its by-laws pending final approval of the charter by two-thirds vote of the Directors at the next meeting of the National BOD.

6. Local Chapters shall be named by the geographic locale where the applying members are located. Unit Chapters shall be named by appropriate unit designation.

7. Establishment of more than one local chapter in a given locale will not be authorized unless two-thirds of the BOD voting at the general or special meeting approve the application.

8. Local and Unit Chapters shall comply with all established, local, state, federal laws, local customs, and regulations governing the establishment of such organization.

9. The charter of any Local or Unit Chapter may be suspended for cause or revoked for cause at any meeting of the National BOD by a two-thirds vote of the Directors.

a. A vote for revocation or suspension will not be taken until official representatives of the Local or Unit Chapter in question have been given an opportunity to be heard.

10. A Local or Unit Chapter may be dissolved and its charter revoked if the membership falls below twelve members and remains so for a period of six months. Associate members may not be counted in the minimum of twelve members.

C. Organization:

1. All members in Local and Unit Chapters shall be members in good standing of the National Association.

2. Membership in Local and Unit Chapters is encouraged, but failure to establish or maintain such membership shall not jeopardize an individual's membership or rights in the National Association.

a. Failure to maintain membership in the National Association shall automatically cancel membership in the Local or Unit Chapter.

b. Membership in the Local or Unit Chapter may be suspended or revoked in accordance with procedures established by the Local or Unit Chapter provided the member has been notified and fails to show cause why the membership should not be suspended or revoked.

c. No honorary membership in Local or Unit Chapters, by whatever name it may be called, will be given to individuals not entitled to membership in the National Association.

d. No jurisdictional rights with regards to members shall accrue to any Local or Unit Chapter except as defined by the National BOD.

3. Local and Unit Chapters shall be governed by their by-laws providing they do not conflict with the National by-laws.

a. No Local or Unit Chapter by-laws, or amendments to their by-laws shall become effective unless the same have been approved by the National BOD.

4. The organization, Officers' duties, meetings, committees, and the procedures governing the conduct of the Local or Unit Chapter shall conform to normal parliamentary rules and regulations as determined by the needs of the Local or Unit Chapter.

5. No auxiliary organizations to Local or Unit Chapters will be formed for any purpose.

D. Operations:

1. The operations of Local and Unit Chapters shall conform with the purpose and intent of the Association and shall not be such as to bring discredit upon the Association and the Marine Corps.

2. No Local or Unit Chapter shall, either directly or indirectly, endorse the candidacy of any person for any office in the Association.

3. No Local or Unit Chapter shall take any action whatsoever on political, legislative or public policy matters, whether general or local.

4. Local and Unit Chapters shall maintain accounts of all business and financial transactions on a calendar year basis.

5. Local and Unit Chapters shall prepare a summary of the year's receipts and disbursements following a format presented by the Associations Treasurer. All the chapters charitable donations shall be listed by a format presented by the Associations Treasurer that includes the charities names, the amount and, if not sent to the First Marine Division Association, the location sent. The list shall be included with 6a below.

6. Unincorporated local and Unit Chapters shall provide for an audit of the accounts and of the year's summary within 60 days of the end of the calendar year. Incorporated Unit and Local Chapters shall provide the audit of accounts and the year's summary within 45 days of the Federal filing date as prescribed by law. Auditors must be three persons who do not have signature authority over any account owned by the Chapter.

a. The Auditors shall verify the cash on hand and shall submit a signed report of the audit and of the cash verification to the Chapter, regional Vice President , and the National Association as required in the time frame specified in Article D.6.

b. A copy of the audit will be forwarded to the Deputy Vice President for the region who will notify the Vice President regarding the timely submission of audit and insure compliance.

7. No Local or Unit Chapter shall pay any compensation to a Officer, Director, member or employee any salary without specific approval of the National BOD.

8. Local and Unit Chapters may impose dues upon their members over and above dues for membership in the National Association.

9. Local and Unit Chapters are authorized to collect National Association dues and to transmit the same with appropriate roster.

10. Local and Unit Chapters shall not obligate the National Association in any manner unless permission to do so has been secured in writing from the National BOD.

a. The National Association shall not be liable for any obligation incurred by a Local or Unit Chapter unless it has so stated in writing.

11. Local and Unit Chapters shall not conduct an enterprise of any kind for fund raising which does not conform to local, state, and federal laws, regulations, and established local customs. Fund raising activities for all charities is permissible.

a. Donations to the Association general fund are tax deductible. These donations are encouraged and are necessary for the Association to meet its annual financial obligations.

b. Solicitations for donations are recommended for the Injured Marine Semper Fi Fund and or local injured Marines and Sailors, and funds for immediate Families of Marines in financial need or local funds of similar purposes. These donations may be sent to the First Marine Division Association, Inc. for distribution or distributed directly. Donations to the First Marine Division Association Scholarship Fund, Inc. or the First Marine Division Association General Fund should be sent to the First Marine Division Association, Inc.

c. The chapters are free to donate or display clothing items with emblem of the First Marine Division Association, if in good taste. Donated items need to be reported to the FMDA.

12. Local or Unit Chapters shall not incur obligations in an amount which is beyond the unencumbered and uncommitted funds available in the Chapter's treasury without prior adoption of a resolution authorizing such action at a regular meeting or special meeting held after five days' notice has been mailed to each member.

a. Local and Unit Chapters shall procure from the National Executive Committee or BOD permission to incur such obligation indicating in their application the reasons and the financial capability to support the contemplated action.

b. The foregoing is not intended to restrict the incurring of obligations for the conduct of affairs for which there is reasonable expectation that the costs will be defrayed by the members attending the regular meeting or special meeting called for that purpose.

E. Affiliate Units:

Purpose To provide a source of future members and increase the number of participants at reunions and Association events.

1. Affiliate Units are defined as those Marine Corps units from all wars who have formed their own small unit associations.

2. Affiliate Units will not be subject to the supervision and control of this Association.

3. Affiliate Units will not require all to be members of the National Association.

4. Affiliate Unit organizations will not be required to submit By-Laws or amendments.

5. Affiliate Units will not be required to account for funds to National or prepare summaries to submit to National.

F. Affiliate Units are those who have banded together for various agendas that require no dues or minutes of their activities as affiliate units.

1. Affiliate Units will not receive Association Membership cards.

2. No copies of The Old Breed News will be sent to affiliate units except these members in affiliate units who function in leadership positions who are already members of this Association.

3. Affiliate Unit members will be encouraged participate and enjoy all phases of reunion activities.

- a. They will pay the registration fee.
 - b. They will be able to attend or participate in any reunion activities upon proper payment of published prices.
 - c. They will be allowed the same contracted hotel room price for rooms.
 - d. They will be allowed flight or any other discount afforded to any reunion participant.
4. Affiliate Units will be eligible for hospitality suite. These suites going to the units with the most registered hotel rooms.
- G. Affiliate Unit members will add to the total number of room nights, thereby putting the Association in a better negotiating position for future reunions.

1. Affiliate Units will be eligible for hospitality suite. These suites going to the units with the most registered hotel rooms.

H. Affiliate Units will not be required to abide by the majority of the rules and regulations of the Association By-Laws except in regards to the Association logo, which they may not reproduce or sell and insignia which incorporates the Associations name or same without written permission from the BOD. They will have no representation or vote in Association affairs.

Article XV: Rules of Procedure

A. The latest edition of Robert's Rules of Parliamentary Procedure and all subsequent revisions of same are hereby adopted and made part of these by-laws. That the procedures set forth shall be followed, except as modified by these by-laws.

- 1. A motion to table a motion shall not be made or accepted by the President or the BOD.
- 2. At any BOD meeting no one but Directors shall make or vote on motions.
- 3. All committees appointed by the President shall make Reports and Recommendations only to the President or BOD.
- 4. Any motions that need to be made regarding these Reports and Recommendations shall be made by a member of the BOD.