

BY-LAWS
OF THE
FIRST SPECIAL SERVICE ASSOCIATION
(A NON-PROFIT ORGANIZATION)



RESTATED AS OF:
August 12, 2016

ARTICLE I – NAME AND SEAL

SECTION 1: NAME.

The name of this Association shall be the FIRST SPECIAL SERVICE FORCE ASSOCIATION.

SECTION 2: SEAL.

The Seal of the Association shall consist of a flat-faced die with the following words, figures and symbols engraved thereon:



ARTICLE II – PURPOSE

SECTION 1: PURPOSE.

The purpose of the Association shall be to honor the legacy and lineage of the FSSF through emphasis on:

a) Remembrance

Honoring the members of the First Special Service Force and especially remembering those Force men who lost their lives in the service of their countries.

b) Friendship

Maintaining and supporting the close bonds of friendship which developed between the members of the First Special Service Force while serving together during World War II; and building and supporting the bonds of friendship between the families and friends of the Force.

c) Education

Actively engaging in educational efforts about the First Special Service Force, its military and historical significance, and its effect on the outcome of World War II.

ARTICLE III – MEMBERSHIP AND MEETINGS OF MEMBERS

SECTION 1: CLASSIFICATION AND QUALIFICATION OF MEMBERS: The members of the Association shall be classified as follows, with the qualifications of each class as shown:

a) Active Member shall be any person who was a member of the First Special Service Force.

b) Associate Member shall be:

- i) Spouses of active members and widows of deceased active members and their immediate family;
 - ii) Direct descendants of active members, i.e. children, grandchildren, great grandchildren, etc.
 - iii) Spouses and other immediate family members of descendants;
 - iv) Brothers and sisters of active members and their spouses and their descendants and the spouses and other immediate family members of those descendants.
- c) Military Members shall be those members of military organizations having direct association with the First Special Service Force or the First Special Service Force Association and are considered “Friends of the Force”.
- d) Non Military Members shall be those individuals who have demonstrated honorable recognition and support of the First Special Service Force or First Special Service Force Association and are considered “Friends of the Force”.
- e) Honorary Members shall be any person who has demonstrated outstanding friendship and service to the First Special Service Association and such membership shall be recognized by a majority vote of the Board of Directors or the voting members at any annual meeting.

SECTION 2: CORPORATE YEAR: The Corporate Year of the Association shall begin July 1 and shall end June 30, regardless of the dates of the Annual Reunion.

SECTION 3: MEMBERSHIP DUES:

- a) The amount of membership dues for each class of membership shall be determined by the members from time to time. Membership dues shall be paid in U.S. Dollar or U.S. Dollar equivalent.
- b) Annual dues shall be paid on or before the last day of the Corporate Year for the next ensuing Corporate Year.

SECTION 4: COLLECTION OF DUES

Membership Dues shall be paid to the Treasurer of the Association.

SECTION 5: RIGHTS OF MEMBERS. Only paid-up members who are otherwise eligible to vote shall be entitled to vote and to hold office.

SECTION 6: RESIGNATION OF MEMBERS. Any member may resign from the Association by delivering or mailing to the President or the Secretary a written notice.

SECTION 7: ANNUAL MEETINGS OF MEMBERS. The Annual Meeting of the Association shall be held in August of each year at a place within the United States or Canada.

SECTION 8: NOTICE OF ANNUAL MEETING OF MEMBERS. Notice of the time, place, and purpose of each Annual Meeting of the members shall be given by mail or email at least thirty (30) and not more than ninety (90) days prior to each Annual Meeting. Notice shall be mailed to the member's address as it appears on the books and records of the Association.

SECTION 9: SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the members, other than by those regulated by statute may be called at any time by the President or a Vice-President, or by a majority of the Board of Directors, and must be called by the President on receipt of a written request of 10% of the voting members of the Association. Such request of 10% of the voting members of the Association must be sent directly to the President or Secretary, said request to be in written form and to specify the purpose or purposes for which this special meeting is requested. The President or Secretary shall, within thirty days of the receipt of such request, inform all Directors, either by telephone, mail, or email of the request and the purpose or purposes for which the special meeting is requested. The Directors shall within a further thirty days select a date, time and place for the special meeting. At any special meeting of the members, no business may be transacted other than that for which the meeting was called and as stated in the notice of such special meeting.

SECTION 10: NOTICE OF SPEICAL MEETINGS OF THE MEMBERS. Notice of a special meeting of the members, stating time, place, and the purpose or purposes thereof, shall be served personally, by mail, or by email upon each member not less than thirty days nor more that forty days before such meeting, and if mailed or emailed, such notice shall be directed to each member at his or her address as it appears on the books of the Association.

SECTION 11: QUORUM. At any meeting of members of the Association, the presence of ten percent (10%) of the voting members in attendance at the Reunion shall be necessary to constitute a quorum for all purposes except as otherwise provided in these By-Laws or by statute, and the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the full membership except as may otherwise be specifically provided by statute or by these By-Laws.

SECTION 12: VOTING. At any Annual Meeting or special meeting of members all paid-up members shall be entitled to vote in person or by proxy appointed in writing, subscribed by the appointing member and bearing a date not earlier than the first notice of such meeting. Upon written demand of ten percent (10%) of voting members, the vote upon any election or question shall be by ballot. All elections or questions shall be by majority vote of the voting members present in person or by proxy.

SECTION 13: WAIVER OF NOTICE. Whenever the Board of Directors or any committee thereof is authorized to take action on any matter only after notice to the members of the Association, such action may be taken without notice, providing however, that notice of the action taken by the Board of Directors or committee be promptly sent to all members, and in the event that no member files

objection to said action with the Secretary within thirty days of the mailing of the said last mentioned notice said action shall be deemed confirmed and approved by the members.

SECTION 14: COMPENSATION AND EXPENSES. Members shall not receive any stated salary for their services, as such, but by resolution of the Board of Directors, a fixed sum or expense of attendance, if any, or both, may be allowed for attendance at any regular or special meeting. The Board of Directors shall have the power in its discretion to contract for and to pay to members rendering unusual or special services to the Association special compensation appropriate to the value of such services. The Association shall assume the expense of bonding the Treasurer.

ARTICLE IV – ADMINISTRATION

SECTION 1: MANAGEMENT OF THE ASSOCIATION. The management of the Association shall be vested in the Board of Directors which shall consist of five (5) officers and six (6) members-at-large. The five (5) officers shall be: President, President Elect, American Vice-President, Canadian Vice-President, and Secretary/Treasurer .

SECTION 2: NOMINATIONS, ELECTIONS AND APPOINTMENTS OF BOARD MEMBERS.

A Nominating Committee appointed by the out-going President shall submit nominations for the position of President, President-Elect, American Vice-President, Canadian Vice-President, Secretary and Treasurer, and six (6) Members-At-Large. Additional nominations will be invited from members in attendance at the meeting. At least three (3) of the members elected must be personally present at the meeting at which they are elected. Voting shall normally be by show of hands and shall be completed in the following sequence:

- President
- President-Elect
- American Vice-President
- Canadian Vice-President
- Secretary/Treasurer
- Secretary
- Treasurer
- Six (6) Members-At-Large

The out-going President shall be ex Officio member of the Board of Directors for the year directly following his or her term of office as President.

SECTION 3: TERM OF OFFICE. All Officers of the Board of Directors shall hold office for one year. All Directors-At-Large shall hold office for two (2) years, to be elected three (3) each year. Officers and Directors shall hold office until the election or appointment of their respective successor.

SECTION 4: VACANCIES. Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by the remaining Directors, although less than a quorum, by affirmative vote of the majority thereof. Such election may be by mail or email, conducted by the Secretary. Any Director so elected shall hold office until the next succeeding Annual Meeting of the members and the election of his/her successor.

SECTION 5: ANNUAL MEETINGS. Each Board of Directors shall hold two annual meetings. The first, opening annual meeting shall be held within twenty-four hours following the Board's election, and shall be held at the place of the Annual Meeting of the members at which the Board was elected. The second or closing Annual Meeting shall be held not more than twenty-four hours prior to the next following Annual Meeting of the members and shall be at the place of said next following Annual Meeting of the members.

SECTION 6: SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any place within the United States or Canada and may be called by the President or a Vice-President and must be called by either of them upon written request of a majority of the members of the Board.

SECTION 7: NOTICE OF MEETINGS. Notice of each Directors' meeting, except as herein otherwise provided, shall be issued by mail or email not less than twenty (20) days, or by telephone or email not less than ten (10) days before such meeting, to the usual business address, ~~or~~ residence address or email of each Director, but such notice may be waived by any Director. Notice of the Annual Meeting which opens the new year for the Directors may be issued verbally not less than thirty (30) minutes before such meeting.

SECTION 8: QUORUM. At any meeting of the Board of Directors, not less than five (5) Directors, one of whom shall be an Officer, shall constitute a quorum. If, at any meeting there is less than a quorum, a majority of those present may adjourn the meeting from time to time and may take such action as is provided in Article IV, Section 4 of these By-Laws.

SECTION 9: BUSINESS BY CORRESPONDENCE. The Board of Directors may discuss items of business and decide thereon by correspondence providing that the approval of any business must have the affirmative vote, in writing, of a majority of the Directors and that the Secretary shall notify all Directors of the outcome of the vote on each item.

SECTION 10: CONTRACTS AND SERVICES. No member of the Board of Directors shall have an interest, either directly or indirectly, in any contract relating to the Association operations or in any contract for furnishing supplies or services thereto.

SECTION 11: POWERS. All the corporate powers, except such as are otherwise provided for in these By-Laws, and in the laws of the State of Montana, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board may, by general resolution, delegate to committees of their own number or to the Officers of the Association such powers as they see fit.

SECTION 12: DUTIES OF OFFICERS. The duties of the Officers shall be as follows:

PRESIDENT. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He/She shall appoint all committees and shall be Ex Officio member of all committees except the Nominating Committee.

PRESIDENT-ELECT. The President-Elect shall assist the President in the performance of his/her duties. In the absence of the President, the President-Elect shall assume the duties and powers of the President.

VICE-PRESIDENTS. The Vice-Presidents shall assist the President in the performance of his/her duties. In the absence of the President and the President-Elect, the Vice President representing the country where the meeting is being held shall assume the duties and powers of the President.

SECRETARY. The Secretary shall have charge of documents and papers as the Board of Directors may determine. He/She shall attend and keep the minutes of all meetings of the Board of Directors and the list of the members of the Association. He/She shall keep a record, containing the names, alphabetically arranged of all the members of the Association, showing their places of residence, and such book shall be open for inspection as prescribed by law. He/She may sign with the President and/or a Vice-President, in the name and on behalf of the Association any and all contracts and agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors he/she shall affix the Seal of the Association. He/She shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors.

TREASURER

The Treasurer shall have charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the Corporate Seal. He/She may sign with the President and/or a Vice-President, in the name and on behalf of the Association any and all contracts and agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors he/she shall affix the Seal of the Association. He/She shall, in general, perform all the duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

The Treasurer shall have overall responsibility for all funds of the Association, with particular emphasis on investment of funds to ensure maximum return on any surplus funds, as well as to ensure that such funds are maintained in a secure fashion to preserve overall equity. The Treasurer shall be Chairman of the Finance Committee, and a Director of the Association. He/She will be responsible to have a consolidated financial statement prepared annually of all accounts of the Association (fiscal year ends June 30). The Treasurer shall assess and collect membership dues, and shall have custody of all funds and securities of the Association except the funds and securities of the First Special Service Force Memorial Fund, and shall be subject to such regulations as may be imposed by the Board of Directors. He/She may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of the Association for collection, checks, notes, and other obligations and shall deposit same to the credit of the Association in such bank, banks, or depository as the Board of Directors may designate. He/She shall sign all receipts and vouchers, and together with such other Officer or Officers, if any, as shall be designated by the Board of Directors, he/she shall sign all checks of the Association and all bills of exchange and promissory notes issued by the Association except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association. He/She shall make such payments as are necessary or proper on behalf of the Association, subject to the control of the Board of Directors. He/She shall enter regularly in the books of the Association to be kept by him/her for this purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her on behalf of the Association, and shall exhibit such books at all reasonable times to any Director or member, on application at the office of the Association.

SECTION 13: COMMITTEES.

The committees of the Association will be appointed by the board when necessary.

SECTION 14: COMMERCIAL USE OF SYMBOLS OF FORCE ASSOCIATION. There shall be no commercial use of the official seal of the Association or of any of the recognized symbols of the First Special Service Force except as authorized by the Board of Directors.

SECTION 15: SOLICITATION OF DONATIONS AND/OR OTHER FUNDS. No funds shall be solicited in the name of the Association for any purpose except as authorized by the Board of Directors.

ARTICLE V – POWER OF SALE

SECTION 1. The Board of Directors or a majority thereof shall have the power to sell, lease, mortgage, or exchange any part or all of the property and assets of the Association and upon such terms as to them may seem in the best interest of the Association, but any such proposed action requires the ratification of the members.

ARTICLE VI – LOCAL CHAPTERS

SECTION 1: AUTHORIZATION. Members of the Association in any community or locality may organize local chapters for the purpose of conducting such activities of a local character as may be in consonance with the objectives and purposes of the Association, provided however, that no local chapter shall be organized without written authorization of the Board of Directors.

ARTICLE VII – DISSOLUTION

SECTION 1: DISPOSITION OF ASSETS. Upon the dissolution of the First Special Service Force Association, for any cause, the assets remaining in the Association Treasury shall be transferred to the First Special Service Force Memorial Fund and shall be maintained at any recognized bank, trust company, investment house, mutual fund or other recognized financial institution to be used by said institution until exhausted, for the care and maintenance of the First Special Service Force Memorial. Said institution shall have the power and authority to invest, sell or otherwise dispose of any of the said assets at its discretion.

SECTION 2: NOTICE Any proposed action to be taken at the annual meeting to dissolve the Association shall be noticed in the notice of the annual meeting.

ARTICLE VIII – AMENDMENTS

SECTION 1: BY DIRECTORS. The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of the Association by affirmative vote of a two-thirds of the Board; provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by statute. All By-Laws made by the Board of Directors may be altered, amended, or repealed by the members.

SECTION 2: BY MEMBERS. The By-Laws may be altered, amended, or repealed at any annual meeting of the members of the Association by a vote of two-thirds of the votes cast or a majority of the voting power, whichever is less, provided that the proposed action is shown in the notice of such meeting.