

**ByLaws**  
**Of**  
**201<sup>st</sup> RHS Alumni Association**

**Article I. Name**

The name of the Association shall be: **201<sup>st</sup> RHS Alumni Association.**

**Article II. Offices**

The principal office of the 201<sup>st</sup> RHS Alumni Association; hereafter referred to as the "Association", shall be located at 1500 York Road, Fort Indiantown Gap, Annville, PA 17003-5002. The registered office of the Association required by the Pennsylvania Nonprofit Corporation Act to be maintained in the State of Pennsylvania may be, but not need be, identical with the principal office in the State of Pennsylvania, and the Officers of the Association may change the address of the registered office as deemed necessary.

**Article III. Non-Profit Status**

The Officers of the Association shall conduct all acts in accordance with the Pennsylvania Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The ByLaws shall be maintained at the Association's principal office in Pennsylvania, as required by the Act. The Association shall fully comply with all applicable anti-discrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its policies and/or programs. This is a private Association with no ties to the Department of Defense and no governmental status. In the event of the dissolution of the Association, distribution of assets shall be made in accordance with the provisions of the Act. In no event shall assets be directly or indirectly distributed to, or inure to the benefit of any member, former member, officer, or former officer of the Association. No assets shall directly or indirectly be used to support a political party or politician of any political party.

**Article IV. Members**

To be a member of the Association, an individual must be a current member, former member, or retired member of the 201<sup>st</sup> RED HORSE Squadron (RHS), Flight, or Detachment, Pennsylvania Air National Guard. There is no application for membership required and there are no dues paid to be a member of the Association. The Association Officers may require proof of membership in the form of an assignment order or official military personnel action showing assignment to the 201<sup>st</sup> RHS, Flight, or Detachment.

**Article V. Mission**

The Mission of the Association is: **"Preserving camaraderie and fellowship within the 201<sup>st</sup> RHS".**

## **Article VI. Officers**

**Section 1. Number:** The Officers of the Association shall consist of a **President**, a **Vice President**, a **Secretary**, and a **Treasurer**; each of whom shall be nominated and elected by the Association Members.

**Section 2. Election and Term of Office:** The Officers of the Association shall serve without pay for a term of two (2) years. The election of Officers shall be held at an annual membership meeting during the month of May, of each odd numbered year. Each Officer shall hold office until his or her successor shall have been duly elected, or until his or her death, or until he or she shall resign.

**Section 3. Vacancies:** A vacancy in any office because of death or resignation may be filled by nomination and majority vote of the remaining Association Officers to fill the remaining unexpired portion of the term of office.

**Section 4. President:** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the Association officers and members. He or she may sign, with the secretary or any other proper officer of the Association, contracts or other instruments which the officers have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these ByLaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of President.

**Section 5. Vice President:** In the absence of the President or in the event of his or her death, disability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President.

**Section 6. Secretary:** The Secretary shall: (a) keep the minutes of the proceedings of the officers and/or Association in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; (c) be custodian of the Association records and/or the seal of the corporation, if any; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President.

**Section 7. Treasurer:** 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, or other depositories that shall be selected in accordance with the provisions of **Article IX** of these bylaws; and (c) in general perform all of the duties assigned to him or her by the President.

**Section 9. Salaries:** No Association Officers will receive a salary and/or any other compensation.

## **Article VII. Meetings**

**Section 1. Meeting Rules:** Meetings shall be conducted within the guidelines of Roberts Rules of Order.

**Section 2. Annual Meetings:** An Annual Meeting of the Association officers and general membership shall be held with reasonable notice any Saturday during the month of May, each year, beginning the year 2010, or at any other time as fixed by the President.

**Section 3. Special Meetings:** Special meetings of the Association may be called by or at the request of the Officers. The Officer authorized to call special meetings may fix any place for holding any special meeting of the Officers and/or general membership.

**Section 4. Notice:** Notice of any meeting shall be given at least four days previously thereto by written notice delivered personally, e-mailed, or mailed to each Officer at his or her home or business address.

**Section 5. Quorum:** A majority of the number of Officers shall constitute a quorum for the transaction of business at any meeting, but if less than such majority is present at a meeting, a majority of the Officers present may adjourn the meeting without further notice.

**Section 6. Manner of Acting:** The act of the majority of the Officers present at a meeting at which a quorum is present shall be considered an act of the Association.

**Section 7. Action Without a Meeting:** Any action required or permitted to be taken by the Officers at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to and signed by all of the Officers.

**Section 8. Vacancies:** Any vacancy occurring in the Officers may be filled by the affirmative vote of a majority of the remaining Officers. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Officer position to be filled by election by the Officers shall continue for a term of office only until the next election of Officers.

**Section 9. Deadlock:** In the event that an equal number of votes are cast for adoption or rejection of any proposal before the Officers, an Officer who is also the President of the Association may cast a vote in the decision to break the tie.

### **Article VIII. Indemnity**

The association shall indemnify any Officer of the Association against all expenses actually or reasonably incurred by him or her in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party to by reason of being or having been such Officer. This indemnity; however, shall not extend to matters to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the Association. The forgoing right of indemnification shall not be exclusive of other rights to which any Office may be entitled as a matter of law.

### **Article IX. Contracts, Loans, Checks and Deposits**

**Section 1. Contracts:** The President may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances. The Officers may pass resolutions from time to time, which limit the authority of persons to act on behalf of the Association.

**Section 2. Loans:** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name.

**Section 3. Checks, Drafts, etc:** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President and Treasurer of the Association.

**Section 4. Deposits:** All funds of the Association not otherwise employed shall be deposited, within thirty (30) days of receipt, to the credit of the Association in such banks or other depositories as the President and Treasurer may select.

**Section 5. Financial Reports:** The Treasurer shall provide Financial Reports to the President and Officers of the Association each quarter. These financial reports shall show all income and expenditures and be subject to audit.

**Article X. Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first (31<sup>st</sup>) day of December in each year.

**Article XI. Amendments**

These ByLaws may be altered, amended, or repealed by the Officers of the Association with a two-third vote of the members present at any regular or special meeting, provided a quorum is present. The Officers of the Association may adopt new ByLaws or amendments to the ByLaws with the proposed By-Laws or amendments being presented in writing to each Officer at least one week prior to said meeting and a vote of two thirds majority provided a quorum is present.

  
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**President**

23 Oct 2010  
**(Date)**

  
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**Secretary**

23 Oct 2010  
**(Date)**