

BYLAWS, UNITED STATES ARMY RANGER ASSOCIATION, INCORPORATED  
(Edited 1 July, 2009 - Destroy earlier versions)

ARTICLE I – POWERS

Section 1, The Association shall have the power to do all legal things necessary to carry on and accomplish the purposes for which it is organized, including the following powers:

- A. To enter into, make, and perform contracts of every kind and description.
  
- B. To borrow money for any of the purposes of the Association, provided that a majority of those voting during the Annual Ranger Muster give approval.
  
- C. To purchase, lease, rent, or otherwise acquire, hold, encumber, and dispose of real and personal property.
  
- D. To have all other powers enumerated by Georgia law.

Section 2, The President shall appoint two (2) Ranger members of the Association Officers each year to indorse/execute checks. He shall normally appoint the Treasurer, but shall appoint another Association Officer member if the Treasurer leaves his office until another Treasurer is properly appointed or elected. Such appointment shall be approved by the Board of Directors on behalf of the Association, and the approval shall be recorded in the minutes for the permanent records.

- A. Two (2) members chosen and approved may cash checks under a single signature, as limited by the provisions of these Bylaws. Both members shall be bonded in the State of Georgia.
  
- B. In exception to this limit, a separate petty-cash account of under \$300 may exist to run the United States Army Ranger Association, Incorporated's (USARA's) Office, and the President may appoint as many as are necessary persons, each year, to indorse/execute checks up to the account's limit in order to perform office business. If such account is opened, one person shall be placed in charge of it, and that person shall make a monthly and yearly accounting of all checks cashed and deposits.
  
- C. In exception to this limit, with membership's approval at the Annual Ranger Muster (ARM), the

Association Officers may establish a separate account, under appointed person or persons to support a single operational, entertainment, special category, or charitable event. At the end of the event, the appointed person or persons will make a written accounting to the Association Officers and close the account. Any funds in the account at its closing will revert to the USARA General Account. Any shortfall can only be made up with the Board of Directors (BOD) approval.

Section 3, The Association Officers are hereby authorized to expend or make a commitment to expend five thousand dollars (\$5,000) or not more than fifty percent (50%) of cash on hand, whichever is least, per item or action. Any individual item or single action which exceeds the \$5,000/50% limit must be approved by a majority of those voting during the Annual Ranger Muster.

## ARTICLE II – INCORPORATION

This Association shall be incorporated and organized as a not-for-profit corporation, without capital stock, under the laws of the State of Georgia.

## ARTICLE III – MEMBERSHIP

Section 1, Categories of membership shall be Ranger Members and Honorary Members and all shall be referred to as Rangers.

Section 2, Ranger members shall consist of Life, and Annual members. All Ranger members qualify for all privileges so long as they are members of good standing, including the privileges to vote and to hold elected office.

A. Ranger members are those Rangers who are:

1. Those who have been awarded the Ranger Tab, on Orders by the Department of the Army.
2. Those who have served in a combat arms capacity, in a recognized U. S. Army Ranger unit, for at least one year, or, if less, were awarded the CIB (Combat Infantryman Badge) or the CMB (Combat Medical Badge) while serving in that unit. (Specific units are listed

below in Section 2, A. 4,)

3. Applicants for membership shall provide proof of such award or service to the satisfaction of the Membership Committee and the Board of Directors.

4. The following organizations comprise the definition of "Ranger Unit:"

Any of the World War II Ranger Battalions,  
The 5307<sup>th</sup> Composite, "Merrill's Marauders" during WWII,  
The Alamo Scouts during WWII,  
The 29<sup>th</sup> Ranger Battalion during WWII,  
Any of the Ranger Infantry Companies (Airborne) during the Korean War,  
The Eighth Army's "8000 Series" units during the Korea War,  
Any of the lettered Ranger companies of the 75<sup>th</sup> Infantry, or their immediate LRRP predecessor units, during the Vietnam War,  
Any officially designated U. S. Army Ranger unit, to include E/65<sup>th</sup> Inf (PRNG), D/151<sup>st</sup> INF (IN NG), A/75<sup>th</sup> and B/75<sup>th</sup> Ranger (V and VII Corps LRP), or their immediate LRP predecessor units.  
The 1<sup>st</sup> or 2<sup>nd</sup> Ranger Battalion, during the period 1974 to 1984,  
The 75<sup>th</sup> Ranger Regiment, since 1984.

B. Life members are those Rangers in good standing who have paid the appropriate dues for a Life membership, or who are U.S. Army Rangers and who have been found 100% disabled from a service-related injury or ailment by the U.S. Department of Veterans Affairs or from one of the U.S. Military Services of this nation. An International Ranger who, also meeting the qualifications of the previous sentence, has been found 100% disabled by the U.S. Department of Veterans Affairs or a national agency of his home nation, also qualifies. The Board of Directors may determine an extended schedule and the rates for Life Membership.

C. Annual members are those Rangers in good standing who have paid the appropriate dues for one, three, or five years.

**Section 3, Honorary Members:**

Those having served proficiently as a member (assigned or attached) to a U.S. or Allied Special Operations Forces (SOF) unit. Documentary proof of this SOF assignment is required. Honorary

members shall have SHOWN support for the ideals, principle, purposes, and objectives of U. S. Army Ranger and this Association, to the satisfaction of the Membership Committee and Board of Directors. With the exception of Spousal Members, who are automatically members, upon their request to the Association, so long as their Ranger husband remains a member in good standing. Widows of Ranger members continue as Spousal Members with approval of the Membership Committee and Board of Directors.

A. Honorary membership is for life unless resigned or terminated per these Bylaws. No person who could qualify as a Ranger member may be an Honorary member. Approval must be granted by the Membership Committee and confirmed by the Board of Directors. All Honorary members qualify for all privileges, so long as they are members in good standing, except that they shall not have the privilege to vote. Honorary members may not hold an elected office, but may hold an appointed office. Honorary Members do not have to pay dues. The Honorary membership roster shall be reviewed biennially by the Membership Committee to assure continuing interest and status of the Honorary Members.

B. Honorary Members derive from three sources: spouses, kinship, and achievement.

1. Spouse. Any wife of a Ranger Member in good standing, who has a particular interest supporting Rangers and this organization, and who has been duly nominated for by the same. Spousal Members who become widows shall continue as long as they may choose, so long as they have the approval of the Membership Committee and the Board of Directors.

2. Kinship. Any person over 16 years old, who is a member of a Ranger Member's immediate family, who has demonstrated a particular interest in supporting Rangers and this organization, and who has been duly nominated for membership by the same.

3. Achievement. Any person who has accomplished a particular task of some acknowledged value to this association, or has made a contribution to the U. S. Army Rangers of such extraordinary magnitude, or in such an exemplary manner that it shows the nominee to be of Ranger caliber. Any Ranger may make written nomination of such person for this category of membership. Approval must be granted by the Membership Committee and confirmed by the Board of Directors.

4. Former General Members prior to 1 June 2007 shall be grandfathered as Honorary Members, after approval by the Membership Committee and the Board of Directors and shall maintain their new status, so long as they remain members of good standing.

**Section 4. Good Standing.**

A member shall be considered to be in good standing when his dues are paid in full and are current, and the member has not resigned nor been terminated per the provisions of these Bylaws.

**Section 5. Dues.**

Members shall be required to contribute dues to remain in good standing.

A. The Board of Directors may revise the dues from time to time. Such vote shall be done in writing and such writing shall become part of the Association's permanent records. Such documentation shall include the names of all the Board of Directors members voting and their final vote.

B. Such revisions shall be published one year before their date of change and then approved by membership vote before the change goes into effect.

C. Life dues, if being paid incrementally over a period of time, and, if begun before the change date, will remain at the initial amount at which the rate was begun, and, once paid, will be complete for the lifetime of the member.

D. Dues shall be payable by the end of the Fiscal Year. New members joining during at other than the end of the Fiscal Year shall pay a full year's dues for the first year as Application Fee for that year. Those new members joining during the last quarter of the year, however, shall be considered as have paid dues for the second year.

**Section 6. Membership and Fiscal Year.**

A. Annual memberships are from the month of ACCEPTANCE through the end of the fiscal year, or to such anniversary as the Board of Directors decides. The Association shall automatically mail out a timely renewal notice and invoice indicating the renewal membership fees then applicable, with terms of payment and any other conditions, as necessary.

B. The fiscal year of this Association is defined as 1 January through 31 December.

#### Section 7. Privileges of Members.

A. Every member may attend (this may not include the right to vote), when feasible, any meeting of or within this Association and/or of the Board of Directors, except that portion of a meeting which may be closed because of bona fide personal or sensitive considerations. While in attendance of a meeting in which the member has no vote, the member is encouraged, upon being offered the floor, to voice opinions, suggestions, advice, or recommendations. Visiting members, however, who, by their actions, attempt to disrupt a meeting, may be removed by the Board of Directors. Notice to the members of regularly scheduled meetings of the Board of Directors shall be provided to the membership in *The Ranger Register*, when practical. Notice of special meetings of the NHQ shall be provided to members if practical, but lack of notice to the membership shall not limit in any way the carrying on of Association business. Members, upon request and for a nominal fee, may obtain minutes of all NHQ meetings, except for those portions of minutes of the portions of a meeting which may be closed because of bona fide personal and/or sensitive consideration.

B. Each Ranger member is entitled to one vote per question and per each elected office of the National Headquarters during elections.

C. Each Ranger member is eligible to hold office and appointments at any level, but may hold only one elected office per level at one time. Other than logic and reason, there are no restrictions on the number of appointments which may be held at one time. Candidates must reside within the boundaries of, or belong to, the element to which they are seeking office.

D. Each Honorary member may be appointed to serve in special capacities by the President, the Board of Directors, Councils, and Committees of this Association as mutually deemed appropriate. However, an Honorary member has no voting power nor right to hold elected office in this Association under any circumstance, regardless of position or status.

E. Ranger and Honorary members in good standing shall receive a copy of all authorized publications of this Association.

F. All Association members, Ranger, and Honorary, are eligible to receive, when they first join or at any time, a current copy of the Association's Constitution and Bylaws, for a nominal fee; and may obtain additional or current copies of those or of the Articles of Incorporation from the National

headquarters (NHQ) Office for a nominal fee. They shall be notified of all amendments to the Constitution and Bylaws through publication in *The Ranger Register* as each is approved. Members may, for a nominal fee, also receive copies of the Association's approved relevant current Standard Operations Procedures (SOPs/SOIs), such as the Ranger Official Uniform, the USARA Ranger Store Items for Sale, Regional Procedures, and Dues and Recruiting Procedures. Due notice of approved changes and amendments to these procedures shall be provided through *The Ranger Register*,

#### Section 8. Application for Membership.

All members, must complete a written application to this Association to join. Honorary members must be nominated per Article III, Section 3, B. 3., above. Upon receiving the appropriate dues and proof of eligibility, to the satisfaction of the Membership Committee, and the Board of Directors, membership will be granted.

#### Section 9. Termination of Membership.

A. A member may resign his membership by writing the President of this Association, and tendering his resignation. No unused dues or portions thereof shall be refunded except in extenuating and/or mitigating circumstances and the decision of the Board of Directors will final in this matter.

B. Members may be involuntarily terminated, suspended, or expelled from this Association only for cause. Such termination, expulsion, or suspension, shall require two-thirds vote in the affirmative of the entire Board of Directors or by a majority of the members voting during an Annual Ranger Muster.

1. Such action's procedure shall be fair and reasonable:

a. The Board shall provide that:

1. Members considered for suspension or termination, shall be given at least a fifteen day prior written notice of the intended action and the reasons therefore before the date of the intended voting.

2. A member being considered for adverse action shall be given the opportunity to be

heard orally or in writing, before the effective date of suspension or termination, up through the moment of vote deliberations. The hearing shall be conducted by the Board, or by a

person or persons authorized by the Board to decide the proposed suspension, or termination recommendation to the Board.

b. However, after taking into consideration all the facts and circumstances, the Board may use an alternative procedure, if fair and reasonable under those facts and circumstances. Such facts and circumstances may include, but are not limited to, implied or direct threat of potential violence or harm from the member considered for suspension, or termination, to other members or to normal operations of USARA as perceived by a reasonable and prudent person.

2. Date of termination, suspension, or expulsion, shall occur on the date of the vote, on the minute of the declaration that the vote to suspend or terminate is official.

3. Upon completing a vote for involuntary termination of a member, the Chairman of the Board of Directors, or the acting Chairman of the Directors participating in the vote, shall assure that the suspended or terminated member is officially notified of his termination and termination date by Certified U.S. Mail. Such official termination shall be sent to the member's last known address and be signed by the Chairman, a Director, the President, or the Secretary.

4. A member who has been suspended or terminated may be liable to USARA, Inc. for dues, assessments, or fees as a result of obligations incurred or commitments made, prior to or during suspension, or termination Hearings.

C. Even though once terminated, upon meeting all qualifications, an ex-member may re-submit an application to rejoin this Association and, when found deserving and fully qualified, shall be re-admitted, upon payment of appropriate dues.

#### **Section 10. Membership Rosters.**

Availability of USARA rosters. At a nominal cost, USARA membership rosters may be made available to any Association member for his private, non-commercial use. Any member may have, by their request to the Association Officers, their address and/or telephone number excluded from a roster that is to be distributed to the general membership.

### **ARTICLE IV - OFFICERS**

**Section 1.** All Ranger members in good standing are eligible to hold elected office. All individual members in good standing shall be eligible to hold appointed office at any level. Candidates must reside within the boundaries of, or belong to, the Association element to which they are seeking office.

**Section 2. Terms of Office.**

A. The term for a National elected office shall be two years. The President may serve two consecutive terms of two years each. He is eligible to hold the position of President again only after a two-year period following two consecutive terms of office. There is no term limit on the other National elected offices.

B. The term for all appointed offices will be one year, but appointed officers may be re-appointed as often as the President and the Board of Directors deem appropriate.

**Section 3. The National Association Officers Duties.** The National Association Officers shall consist of the elected officers, shown below, who shall have the following primary duties:

A. The President. The President is the Chief Executive Officer of the Association. He represents the Association and is authorized to commit the Association to contracts or to sign checks within the limits of these Bylaws and the laws of the State of Georgia. The President also serves as Chairman of the Board of Directors.

1. The President implements the wishes of the membership as expressed in legal elections of the Association.

2. With the approval of the Board of Directors, he appoints Committees and their Chairmen, and individuals, as prescribed by these Bylaws, and as he sees fit to accomplish the objectives and purposes of the Association. The President also has the authority to remove any members or Chairmen from such Association Officer appointed committees or positions, with or without cause. The President is key in maintaining friendly, working relationships with other organizations and associations. During Ranger Rallies and Annual Ranger Musters, he is the presiding officer and, as such, he renders timely reports as to the State-of-the-Association.

3. The President appoints the Corporate Agent, with the approval of the Board of Directors. The President assures that Georgia Secretary of State, Business Information and Services Division, is informed of the Association's current Corporate Agent and Business address and any change thereof.

B. The Executive Vice President (EVP). The Executive Vice President is the Executive Vice President of the Association. He will assume the responsibilities of the President at all meetings in the absence of the President. He will assist the President in all responsibilities as required and is a key assistant to the President. He is specifically responsible to oversee the operations of the Association. The Executive Vice President is also a Director on the Board of Directors.

C. The Vice President of Personnel (VPP) is a Vice President of the Association. He will assume the duties of the President in all meetings in the absence of the President and the Executive Vice President. He will assist the President in any responsibilities as required. He is specifically responsible to oversee all actions for Personnel of the Association. The Vice President of Personnel is also a Director on the Board of Directors.

D. The Vice President of Logistics (VPL) is a Vice President of the Association. He will assume the duties of the President in all meetings in the absence of the President, Executive Vice President, and the Vice President of Personnel. He will assist the President in any responsibilities as required. He is specifically responsible to oversee all actions for Logistics and Marketing of the Association. The Vice President of Logistics is also a Director on the Board of Directors.

E.. The Secretary. The Secretary is the Secretary of the Association. He will assume the responsibilities of the President in all meetings in the absence of the President, the Executive Vice President, the Vice President of Personnel, and the Vice President of Logistics. The Secretary also has signatory authority to commit the Association to contracts within the limits of these Bylaws and the laws of the State of Georgia. He is specifically responsible to oversee the records, minutes, correspondence, and business of the Association. The Secretary is also a Director on the Board of Directors.

F.. The Treasurer. The Treasurer is the Treasurer of the Association. He will assume the responsibilities of the President in all meetings in the absence of the President, the Executive Vice President, the Vice President of Personnel, the Vice President of Logistics, and the Secretary. He is responsible for the Association's Financial Records, including Budget, Treasury, Accounts, and the

Financial Report to the Association. He shall assure that an audit or audit activities occur by an independent agency, from within or without USARA, but one which does not include any then-current USARA Association Officer with check-signature authority, annually. He shall have check signature authority within the limits of these Bylaws and the laws of the State of Georgia. The Treasurer is also a Director on the Board of Directors.

G. The Association Officers shall be responsible for all the Association's committees, except those specific investigatory committees which report directly to the Board of Directors.

H. The Association Officers shall be responsible for the conduct of Association business and operations of the subordinate regions through the Regional directors.

I. For further information on duties of officers, committees, and boards, see ARTICLES V, VI, IX, and X, *ROBERT'S RULES OF ORDER, REVISED*.

#### Section 4. Regional Association Officers Duties.

A. The Regional Elected Officers shall be responsible for the activities, regional structure, and membership in their regions, with the exception of those Ranger Bases in their Regions. The Regional Directors are the Chief Executive Officers of their regions. They have latitude to use their initiative in determining their regional organization in directing their Regions. They shall assure that members in their regions are provided necessary relevant information concerning Regional and National Association activities, and shall, as is practical, be responsible for providing current known address locations for the members in their regions to the Vice President of Personnel and Secretary.

#### B. Regionally Elected Officers.

1) Southern Regional Director. The Southern Regional Director is the Chief Executive Officer of his region and is also a Director in the Board of Directors.

b) Northern Regional Director. The Northern Regional Director is the Chief Executive Officer of his region and is also a Director in the Board of Directors.

c) Central Regional Director. The Central Region Director is the Chief Executive Officer of his

region and is also a Director in the Board of Directors.

d) Western Regional Director. The Western Regional Director is the Chief Executive Officer of his region and is also a Director in the Board of Directors.

C. The International Regional Director. The International Regional Director will generally be elected by members residing outside the four National Regions. The International Regional Director may be appointed by the Board of Directors in the event there is a non-vote from the International Region during properly conducted Association elections. A non-vote may be pre-determined by the Board of Directors if the rolls show fewer than twenty-five (25) Ranger members. The International Regional Director is the Chief Executive Officer of the International Region and is a Director in the Board of Directors.

D. The Regional Directors may choose either to appoint their Regional Staff or to have their staff elected from within their region. Once appointed or elected, the term of the Regional Staff shall be the same as that of their Regional Director.

#### Section 5. Resignation and Removal of Officers.

A. An Officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is received unless the notice specifies a future effective date.

B. An elected Officer may be removed with or without cause by the membership or, if the issue is sensitive, by the Board of Directors. An appointed Officer to an elected Officer's position may be removed with or without cause by the President, the membership, or by the Board of Directors. Such act shall be determined separately from the removal or retention of a Ranger from a coincident Association elected Director position, although a Ranger may be removed from the coincident position at the same time. It therefore is possible, although improbable, for a Ranger to be removed from his Officer position and to retain his coincident Director position.

1. Removal of an Elected Officer. An elected Officer may be removed with or without cause by vote of the membership or by vote of the Board of Directors.

a. Removal by vote of the membership. The vote to remove shall occur only during an annual general election by mail ballot of all general voting membership for the President,

Executive Vice President, Vice President of Personnel, Vice President of Logistics, Secretary, and Treasurer, and of only the Regional voting membership for a Regional Director being considered for removal. Such vote shall consider only the issue of removal or retention of the Officer and not his replacement. Majority vote of the membership shall determine the outcome of the issue. Such issue shall be initiated by a recall petition or ten-percent (10%) of the respective membership to elect the Director, sent to the National Headquarters by 90 days before the annual election. Such vacancy shall be filled in accordance with the

Succession Section of these Bylaws if the President is removed, or by appointment if an Association Officer other than the President is removed. One or all Officers with a term extending beyond the annual general election may be removed by a vote of the membership.

b. Removal by vote of the Board of Directors. An Officer may be removed from the Board by a vote of two-thirds of the listed Directors. Such vacancy shall be filled in accordance with the Succession Section of these Bylaws in the event that the President is removed, or by appointment if an Association Officer other than the President is removed. Such removal vote shall be held in a meeting of the Board of Directors for which proper notice has been given and which has been properly called.

2. Removal of an Appointed Officer. An appointed Officer may be removed with or without cause by the President, the membership, or the Board of Directors. An appointed Officer may be removed with or without cause as described in paragraph B.1.b. of this Section 5 above.

3. Removal is effective upon actual notice to the Officer or upon placing an official "Notice of Removal" in the U.S. Mail by certified letter by the Chairman of the Board of Directors, the President, or the Secretary, whichever occurs first.

**Section. 6.** Filling a vacant Association Officer position. Should the position of an Association Officer/Director become vacant it will be filled by the Board of Directors following Article VIII, Sections 3 and 4 of these Bylaws.

**Section 7.** Summary of Officers/Directors.

In summary, the Association Officers shall also comprise the Board of Directors, consisting of eleven

(11) elected Directors. The total of eleven (11) includes six (6) elected National Association Officers; four (4) elected Regional Directors, and one Regional Director, the International Regional Director, who may be appointed or elected.

## **ARTICLE V- DIRECTORS**

### **Section 1. Directors are also National Officers.**

A. At the national level, the Association Officers and the Board of Directors (BOD) shall operate as one body, composed of the same officers. The combined governmental body shall be known as the National Headquarters (NHQ) and shall operate as the Association's Board of Directors. For clarity in these Bylaws, the National Headquarters will be listed as the Board of Directors for Director functions, and as the Association Officers for Officer functions of the Corporation functions.

B. The Board of Directors shall be composed of all elected national officers, to include all Ranger Regional Directors and the International Regional Director. They shall be known as "Directors." Each Director shall have one vote on the Board of Directors.

### **Section 2. Meetings of the Board of Directors.**

A. The annual meeting of the Board of Directors shall be held immediately prior to the Annual Ranger Muster. The Board of Directors may hold additional meetings. Meetings may be conducted by telephone conference calls and/or by Internet communications. Notice of any meeting shall be given at least seven (7) days in advance if for a telephone meeting and if notice is given by telephone. Notice for an email meeting shall be given seventy-two (72) hours in advance, if notice is given by email. Notices, if in writing and mailed by the U.S Postal Service, shall be mailed by ordinary mail at least ten (10) days prior to either a telephone meeting, an email meeting, or a physically attended meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

B. The attendance at a meeting of at least one-half of the number of existing allocated Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

C. The act of the majority of the Directors present at a meeting where members are physically-

present at which a quorum is present shall be the act of the Board of Directors.

The act of the majority of the Directors of the BOD (not the majority of a quorum) at a telephonic, electronic (FAX), or email meeting shall be the act of the Board of Directors.

D. Any action that has been taken at a meeting of the Board of Directors may be taken without a meeting notice if a consent, in writing, is signed by all the Directors.

E. Records. Minutes must be taken of all meetings of the Board of Directors. Minutes shall include dates, persons attending including guest speakers or member observers, issues considered, major relevant but not all factors concerning the issues, and the vote results. Roll call vote shall not be recorded unless requested by a member of the voting Directors. Minutes shall become part of the Association's permanent records.

F. The Directors may be paid their expenses, or a portion thereof, for their attendance at each meeting, with the exception of the Director-meeting just prior to the ARM, and/or their attendance at the ARM, if authorized by a resolution of the majority vote of all Directors (not the majority of a quorum).

**Section 3. Director Transactions.** Directors may participate in transactions on the behalf of the Association when they have a financial interest adverse to the Association; however, the Director shall declare and fully disclose all and any of his adverse interests to the Board of Directors, and the Board of Directors must then approve the transaction, prior to the transaction.

**Section 4. Director Committees.**

A. The Board of Directors may, by resolution, establish standing or ad hoc Director Committees, for a period of up to two years. Such committees may be renewed, after review, for another term of not more than two years. Such committee chairman shall submit a written report of activities, problems, members, and accomplishments at least annually for the Association's permanent records.

B. Such committees shall be audit, investigatory, or exploratory in nature, and not executive. Executive Committees, which are administrative and managerial in nature, shall report to the Association Officers.

C. The Board of Directors approval of all such appointments shall be in writing and become part of the Association's permanent records. Such documentation shall include the names of all Board of

Directors members and shall indicate those participating in the reported action.

**Section 5. Resignation, Removal, or Replacement of Directors.**

A. A Director may resign at any time by delivering written notice to the Board of Directors, the Chairman of the Board of Directors, the President, or the Secretary of the Association. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

B. An elected Director may be removed with or without cause by the membership or by the Board of Directors. An appointed Director may be removed with or without cause by the President, the membership, or by the Board of Directors.

1. Removal of an Elected Director. An elected Director may be removed with or without cause by vote of the membership or by vote of the Board of Directors. Such removal and choosing a successor shall be done in concordance with Article IV, Section 5, and Article VIII of these Bylaws,

a. Removal by vote of the membership. The vote to remove a Director/Officer shall occur only during an annual general election by mail ballot of the general voting membership. A removal vote for Regional Directors must be made by the Director's respective Region. Such vote shall only consider the issue of removal or retention of the Director and not his replacement. Majority vote of the membership shall determine the outcome of the issue. Such issue shall be initiated by a recall petition of ten-percent (10%) of the respective membership to elect the Director and sent to the National Headquarters by before the annual election. Such vacancy shall be filled in accordance with the Succession Section in these Bylaws. One or all Directors with a term extending beyond the annual general election may be removed by a vote of the membership.

b. Removal by vote of the Board of Directors. A Director may be removed from the Board by a vote of two-thirds of the listed Directors. Such vacancy shall be filled in accordance with the Succession Section of these Bylaws. Such a removal vote shall be held in a properly called and noticed meeting of the Board of Directors.

c. Removal of the Chairman of the Board of Directors. The Chairman of the Board may be removed from the Board by a vote of two-thirds of the listed Directors. Such removal

vote shall be held in a properly called and noticed meeting of the Board of Directors.

2. Removal of an Appointed Director. An appointed Director may be removed with or without cause by the President. An appointed Director may also be removed by vote of the Board of Directors or the membership as prescribed in paragraph B.1.a. of this section above.
3. Removal is effective upon actual notice of the Director or upon placing an official "Notice of Removal" into the U.S. Mail by certified letter by the Chairman of the Board of Directors, the President, or the Secretary, whichever occurs first.

C. Any vacancy occurring in the Board of Directors Association Officers shall be filled by a Ranger member who is in good standing, who is appointed to fill his predecessor's national or regional office by the Board of Directors in accordance with Article VIII, Sections 3 and 4 of these Bylaws. The newly appointed Director shall serve until the next election or the unexpired term of his predecessor.

#### Section 6. Summary of Officers/Directors.

In summary, there shall be a Board of Directors, consisting of eleven (11) elected Directors: six (6) elected National Association Officers; four (4) elected Regional Directors, and one Regional Director, the International Regional Director, who may be appointed or elected.

### ARTICLE VI - GOVERNMENT

#### Section 1. Board of Directors and Association Officers

A. National and Regional Association Officers, as listed below, shall also be Members of the Board of Directors (BOD), who are concurrently elected for the same term as Director as for their Officer position. The combined governmental body shall be known as the National Headquarters (NHQ). For clarity in these Bylaws, the National Headquarters members will be listed as the Board of Directors for Director functions, and as the Association Officers for Officer functions. Director and Officer duties and functions are delineated and discussed in further detail in Articles V and VI below.

B. The business strategy and the direction of the Association shall be managed by the Board of

Directors. The Association Officers shall conduct the Association's day-to-day business. Either the Board of Directors or the President of the Association may authorize any Director or agent to enter into any contract or to sign and deliver an instrument for the Association, and such authority may be general or confined to specific instances.

## Section 2. Subordinate Organizations.

A. The Board of Directors shall divide the members into Ranger Regions, based on their place of residence. The Board of Directors may, by resolution, change the geographical composition of a Ranger Region from time to time. Each Ranger Region shall have a Ranger Regional Director. He shall be elected in the same manner as national officers, except only the voting members who reside in his region may elect him.

B. The Ranger Region shall be the major organizational element of the Association. The Board of Directors may establish or approve organizational sub-elements to the Ranger Region as required or requested. The organization and title of such sub-elements, if approved, shall be established by a resolution of the Board of Directors.

C. Ranger Bases are the chief social element of the Association and are established and chartered to coordinate and promote activities and camaraderie at the local level. They are an informal social grouping of Rangers, their family and friends who live, work, or are stationed in a particular locality, joined together to memorialize and perpetuate the memory of a deceased Ranger from their local area. As a matter of geographic convenience, they group themselves to promote fellowship and good will among the Ranger community and organize themselves to promote the purposes of the Association cooperatively. Ranger Bases can engage only in activities that conform to the Association's purposes. A Ranger Base may be established by five (5) or more Ranger Association members upon written request to, and approval by, the Board of Directors.

1. Ranger Bases are named in honor of, and in memorial to, a deceased Ranger from the local area, if possible. Ranger Bases may not be named for any living person, place, or thing, and no Ranger Base shall adopt the name already adopted by another Base.

2. Ranger Bases shall have a Base President and a Base Vice President (both must be Ranger members) selected by the Ranger membership of the Base.

3. Ranger Bases have few administrative requirements other than to inform the USARA Board of Directors when there is a change in leadership or membership, and a year-end status report.

4. Ranger Bases are chartered by the USARA and are authorized a guidon and a conditional charter, listing the charter members, the Base name, and the Ranger Area that has jurisdiction over that Base. There shall be a one-year, minimum, provisional period between establishment and permanent charter. During the provisional period, its Area and Regional Directors monitor the Base's progress. If, at the end of the provisional period, the Base has demonstrated its ability to function on its own, it is granted permanent status and is authorized its charter and guidon.

5. A portion of the membership dues collected by the Association, as determined by the BOD, may be rebated to Chartered Ranger Patrol Bases for each newly-recruited, renewed, and reinstated member that is a member of that Base.

6. There is no limit to the number of Ranger Bases in a Ranger Area. There may not be more than one Ranger Base in a town, city, or county; however, Ranger Bases are confined to the geographical boundaries of the Ranger Area under whose jurisdiction they fall.

7. To establish a Ranger Base, five or more Ranger members of the USARA must submit a written request to the BOD. The name and membership number must be typed or printed adjacent to the signature of each member signing the request. The request shall state the proposed name and local area to be cover for membership. The names of the Ranger Base President and Vice President shall also be on the request. The USARA Ranger members whose names appear on the initial request to establish the Ranger Base shall be the charter members of the Ranger Base and their names shall appear on the permanent charter when granted.

**Section 3.** The Association shall, in all its activities, programs, and policies, be governed by these Bylaws and the laws of the State of Georgia and, in any instance not addressed specifically in the Bylaws, the guidance of *ROBERT'S RULES OF ORDER, REVISED* shall prevail, if at all applicable.

**Section 4.** All power and authority derives from the Ranger members who, by voting during properly conducted elections, are the highest and final authority on any and all matters (which must be legal

and addressed in a legal manner) pertaining to this Association.

**Section 5. National Headquarters.** The national offices shall be known as the National Headquarters (NHQ) and shall consist of elected and appointed members. The NHQ is established to coordinate and unify all efforts of this Association. It includes the responsibilities, persons, and actions of both the Board of Directors and the Association Officers, which may be the same body of elected officials. Collectively, it shall be responsible for:

- Publishing the Association's correspondence and official publications.
- Maintaining files of current and past members.
- Administering the financial, administrative, and legal functions of this Association.

**Section 6.** The National Headquarters consists of the following:

A. Nationally Elected Officers, who are also Association Directors. Their duties are separate and distinct from the duties of the Board of Directors. The duties of the Nationally Elected Officers of the Association are enumerated in Article IV of these Bylaws.

B. Regionally Elected Officers. The Regional Directors are also Association Directors. Their duties are enumerated in Article IV of these Bylaws.

C. Appointed Officers. Appointed Officers are discussed below and in Article VI of these Bylaws.

**Section 7.** The National Association Officers shall have, as a minimum, the following Committees and appointed officers:

A. The Finance and Budget Committee - consisting of appointees by the President. Membership is not restricted to National Headquarters members. Reports to the Treasurer.

B. The Membership Committee - consisting of appointees by the President. Membership is not restricted to National Headquarters members. Reports to the Vice President for Personnel.

C. The Activities Committee - consisting of appointees by the President. Membership is not restricted to National Headquarters members. Reports to the Executive Vice President.

D. As a minimum, the following National officers shall be appointed: Legal Officer, Chaplain,

Sergeant-at-Arms, and Historian.

E. Other Committees and officers, as deemed appropriate, may be appointed.

F. All appointments shall be made by the President not later than thirty (30) days following the Annual Ranger Muster, or after he deems the need for a new committee.

#### **Section 8. Finance.**

A. Dues, as prescribed in these Bylaws, shall be payable in advance to the National headquarters.

B. Fund-raising programs may be pursued only with the approval of the Board of Directors or the Ranger membership.

C. Reports and Audits. An annual audit or financial review of all fiscal activities of the Association shall be conducted by an independent agency, either a Certified Public Accountant or by a Financial Review Committee of at least three (3) Association members, selected by the Association Officers. No member of the Financial Review Committee shall be a member of the Association Officers having check-signature authority. This audit, if economically feasible for the Association, or, if not, this financial review, shall be conducted as soon as possible after 31 December each year as is practicable, and rendered to the President and the Finance & Budget Committee (F&B Comm) for their review, corrective action, and/or approval not later than 31 March of the following year. During the first meeting of the Board of Directors after approval by the F&B Comm, the Board of Directors shall review the audit or financial review, take actions deemed necessary, and then insure that a summary is made available to the membership.

D. Depending upon cash available and other considerations, certain expenses for officers and/or appointees to attend National Headquarters and other meetings (not to include Annual Ranger Musters) of importance to the Association, may be authorized by the Board of Directors. Also, considering the above, guests invited to the National Headquarters, or Annual Ranger Musters, may be reimbursed for certain expense by the Board of Directors.

#### **Section 9. Publications**

A. The Association shall provide each member (except Associate Spousal Members), when mailing

address is known, one copy of all issues of a newsletter or magazine entitled *The Ranger Register*. This publication shall be endorsed by, and it shall be the exclusive publication of, this Association.

B. The Association may claim copyright to material appearing in the authorized publications. Such rights shall remain with the author unless purchased by the Association. Neither this Association or any portion thereof, nor any member, shall be responsible, in any way, for any statements or opinions advanced in *The Ranger Register*.

C. The Executive Vice President shall be responsible to ensure that material appearing in the authorized publications shall enhance the Ranger image and prestige and shall conform with these Bylaws.

**Section 10. Records.** The National Headquarters is the office of record for the Association. Records of all significant transactions of the Association shall be maintained by the National Headquarters' office.

**Section 11. Representation of Products and Services.** The use of the Association's name and/or logo in any commercial enterprise is prohibited except by consent of the Board of Directors. Such use shall state specifically the nature of the relationship between the enterprise and this Association.

The Board of Directors may grant Association indorsement to products and services by businesses when such indorsement is advantageous to the Association. Those products and services, which are endorsed by this Association, will be reviewed at least annually by the Board of Directors to ensure that they are of a price and quality that merit Ranger recognition.

**Section 12.** Each Director shall be provided, at his initial affirmation of election to the Board of Directors, a current copy of the Articles of Incorporation, the Constitution, the Bylaws, and all Standard Operating Instructions or Procedures (SOIs/SOPs). He shall thereafter receive all changes and additions thereto, so long as he is a Director. He may obtain additional copies for a nominal price.

**Section 13. Official Ranger Dress Uniform.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Procedure (SOP) for the wearing of the Association's Official Ranger Dress Uniform. The initial SOP, and all changes and Amendments thereto, shall be published in *The Ranger Register* upon approval by the Board of Directors. *The Ranger Register* shall, from time to time, publish a current SOP for this procedure,

and, at any time, Association members may obtain, for a nominal fee, a copy of it from the NHQ.

**Section 14. Official USARA Awards.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Procedure (SOP) for the description, qualification requirements, selection procedures, significance, and presentation of the Official USARA Awards. The initial SOP, and all changes and Amendments thereto, shall be published in *The Ranger Register* upon approval by the Board of Directors. *The Ranger Register* shall, from time to time, publish a current SOP for this procedure and, at any time, Association members may obtain, for a nominal fee, a copy of it from the NHQ. The Association Officers shall maintain, as part of the USARA official records, a record of the recipients of all Official USARA Awards and USARA nominations for national awards, including USARA's nominations to the Ranger Hall of Fame, which shall include names, awards, presentation dates, and justifications.

**Section 15. The USARA Ranger Store Sales Item and Price List.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Procedure (SOP) for the merchandise and the merchandise price list for the USARA Ranger Store. The current USARA Ranger Store sales item and price list shall be normally published in *The Ranger Register*.

**Section 16. Regional Administration Operating Instructions.** The separate Regional Directors and Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Instruction (SOI) for the administration of the Regions. Upon approval by the Board of Directors, the initial SOI, and all changes and amendments thereto, shall become a part of the Association's permanent records.

A. Pragmatic flexibility shall be observed in allowing each Region to meet the unique demands of governing its Region. Regional elements, whether they be Areas or known by another approved name, shall be crafted to effective representation and government. Their administration may be either elected or appointed leaders.

B. The Board of Directors shall assure that Regional and element elections, if held, shall be fairly and competently conducted and voters given proper notice within the guidelines of these Bylaws.

C. The Board of Directors may allow and approve each Regional Director to administer his Region in a manner different from that of the other Regions, so long as it is administered fairly and openly

for the Region's membership, and they are provided fair representation.

D. Once the Region's Administrative SOI is approved by the Board of Directors, it shall be provided to each of the members within the Region. They shall be given due notice of all changes and amendments to the SOI and may obtain, for a nominal fee, additional copies of the SOI. A current copy of the SOI shall be provided to all of the Region's new members.

E. Under no circumstances shall additional dues or fees be collected from Regional members, or from a Regional element's members. Shared expenses for attendees of Regional gatherings, events, or dinners may be permitted. Reasonable Regional administrative expenses shall be allocated or reimbursed by the National Headquarters, upon approval of the Board of Directors.

**Section 17. USARA Ranger Store Operation.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Instruction (SOI) or the operation, the inventory control, the accounting, and the financial accountability of the manager of the USARA Ranger Store. The initial SOI, and all changes and Amendments thereto, shall become a part of the Association's permanent records.

**Section 18. USARA Marketing.** The Association Officers may determine that a Marketing effort and Division may be run on the part of and for the Association. This effort may or may not be run in conjunction with the USARA Ranger Store.

A. The President may appoint a Marketing Manager to be USARA's agent for the marketing effort. The President or the Board of Directors may remove the Marketing Manager, if there is one, at any time, with or without cause. The Marketing Manager shall report to the Vice President of Logistics, and shall coordinate with all Association Officers as he is required. Both the Vice President of Logistics and the Marketing Manager shall prepare and keep current the SOI/SOPs for the Marketing effort. The Board of Directors shall review closely the Marketing Manager's activities.

B. As an agent, the Marketing Manager shall be aware of his duties to perform, to notify the Association Officers and the Board of Directors of all his activities, and to account for his transactions and inventory, and shall assure those duties are carried out.

**Section 19. Association Equipment.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Instruction (SOI) for the

acquiring, inventory control, accounting for, and elimination of USARA-owned and/or -leased equipment. The SOI shall also provide for the financial accountability of those persons using Association equipment. The initial SOI, and all changes and Amendments thereto, shall become a part of the Association's permanent records. The Vice President of Logistics shall control the Association Equipment and shall maintain historical records of the Association's equipment inventory, which shall be placed into the permanent records.

**Section 20. Association Supplies.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Instruction (SOI) for the selection, maintaining, using, and accounting for USARA Supplies. The initial SOI, and all changes and Amendments thereto, shall become a part of the Association's permanent records. . The Vice President of Logistics shall maintain control of the Association supplies.

**Section 21. Association Use of Standard Operating Instructions and Procedures.** The Association Officers shall prepare and the Board of Directors shall approve, before it becomes controlling, a Standard Operating Instruction or Procedure (SOI/SOP) for more efficient management of the Association business when the Association Officers deems an SOI/SOP is practical and where the Bylaws do not prohibit its approval. The initial SOI/SOP, and all changes and Amendments thereto, shall become a part of the Association's permanent records. All members of the Association Officers and Board of Directors shall be provided and shall maintain current copies of all operating SOI/SOPs. The Board of Directors shall review SOI/SOPs annually for their currency and relevancy.

## ARTICLE VII - MEETINGS

**Section 1. Annual Ranger Muster (ARM).** The principal gathering of all members for conduct of Association business and for enjoyment of Ranger camaraderie. It shall be held normally during the late summer or fall each year but may be held at any approved time, at any location within the United States. Exact dates and locations for the next upcoming Muster shall be approved or reconfirmed at each ARM by a majority vote of the members present. The ARM is a required annual meeting. During the ARM, the President and the Treasurer shall report on the activities and the financial condition of the Association and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of these Bylaws and the Georgia Statutes concerning Non-Profit Corporations.

**Section 2. Other Meetings.** Other meetings, trips, gatherings, may be held or sponsored by the USARA at any world location, for any duration or purpose, as approved by the Board of Directors or the members of the Association.

**Section 3.** The Board of Directors shall meet at least twice each calendar year at a place and time designated by the Chairman. These meetings, excepting the Director meeting just prior to the ARM, may be by teleconference or Email, after the Directors have been provided proper notice. Additionally, the Board of Directors shall meet immediately prior to the Annual Ranger Muster at the site of the ARM.

**Section 4.** Other committees must meet within 45 days of being established, and shall continue to meet as often as necessary. The meetings may be by teleconference or Email. Committee business may be carried on by telephone calls and by Email. Except for any called for in the Bylaws, all other committees shall be dissolved automatically upon accomplishing their mission. Committee chairmen shall prepare committee termination reports, and committee annual reports to be submitted to the NHQ each end of the fiscal year if the committee is to be in existence for over a year, or interim reports as required by the President.

A. Committee reports shall identify members of the committee, provide a full accounting of any financial activities involved, outline objectives and activities, describe any problems or problem solutions which would assist related work in the future, report on any subjects as directed by the President, and relate any relevant conclusions drawn by the committee. These reports shall be in brief narrative format.

B. Committee reports shall become a part of the Association's permanent records. These reports shall be available upon request from any Association member, except for those portions of the reports, if any, which may contain bona fide personal and/or sensitive considerations, for a nominal fee.

C. Every Association member may attend (this shall not include the right to vote), when feasible, any meeting of any committee within the Association, except that portion of a meeting which may be closed because of bona fide personal and/or sensitive considerations. While in attendance of a meeting in which the member has no vote, the member is encouraged, upon being offered the floor, to voice opinions, suggestions, advice, or recommendations.

**Section 5. Quorums.**

A. At least one-half of the members of the Board of Directors, or of any committee, shall constitute a quorum. Proxy votes shall not be included in this quorum.

B. Ten percent (10%) of the Association's members, who are in good standing, shall constitute a quorum at the ARM or any other general membership meeting. Each notice of such a meeting mailed to the membership shall stipulate the approximate number of members who must be there in person or by proxy in order for official business to be consummated at that meeting. Proxy votes shall be included in this quorum.

C. Unless twenty percent (20%) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

D. If, during an ARM or membership meeting, there is not a quorum including proxies, then the meeting can occur and carry on Association business with a quorum of Directors, as constrained by the notice requirements in Section 8.C. below, of these Bylaws. If there is also not a quorum of Directors, the presiding officer will run the ARM or membership meeting, take minutes, and provide a report of activities and of motions for consideration to the Board of Directors.

**Section 6. Proxy Votes.**

A. Proxy voting at any meeting may be done by written proxy. The member holding the proxy must present it at the time of each vote.

B. There is no limit to the number of valid proxies a voting member in good standing may hold and vote at one meeting.

C. Proxies may be hand-carried, mailed, Faxed, or Emailed to the person who will make use of it, and can be in any form so long as they are from a voting member in good standing. Emailed proxies must be confirmed in writing within ten (10) days of their use at a meeting.

**Section 7. Notice.**

A. Written mailed notice shall be provided to all Association members of a specific, detailed description of business issues or items to be considered at annual, general, or special meetings and the date, time, and place of the meetings. This notice shall occur not earlier than sixty (60) days before the meeting nor less than thirty (30) days if by *The Ranger Register* and by no less than ten (10) days if by first class or registered mail. While the dates, locations, and times of meetings may be provided to or known by members as much as three years ahead of the event, timely notice shall be provided in accordance with the above-listed time limitations.

B. Reasonable written notice may be timely made to specific Association members, if sent no less than 10 days before nor greater than 60 days before the meeting by mail, Fax or by Email.

C. Unless twenty percent (20%) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

#### **Section 8. Telephone and Electronic Meetings.**

A. Any committee or the Board of Directors may hold a reasonable number (but not all) of its meetings by telephone.

B. Such meetings may occur with the approval of the Chairman and one other member of that committee or by a quorum of the Board of Directors. No proxy votes will be used.

C. All Director meetings by telephone conference shall be recorded by the Chairman, transcribed if possible in a timely manner, and the transcription signed by each member of the Board attending the meeting. If a transcription is not possible or not required by the Chairman, complete descriptive minutes of the meeting shall be made. Written approval of the accuracy of the minutes shall be signed by those Directors who attended the meeting and written notice of having received the minutes shall be signed by the Directors who did not attend the meeting. Those signed acknowledgments shall be included with the minutes. The minutes, with acknowledgements, tape of the meeting (which shall be kept for three years), and transcript of the tape, if required, as part of the Association's permanent records.

D. No appointment made during a Board of Directors telephone conference meeting shall become

official until written confirmation of the appointment is signed by all members of the Board of Directors and is placed on file at National Headquarters.

E. Specific electronic vote. The Board of Directors may vote on a specific item by serial telephone vote confirmed in writing, by Fax confirmed by return Fax or in writing, or by Email confirmed by return Email or in writing, or by a combination of such voting methods. Issues, pro and con, must be provided to all members of the Board prior to the vote. A vote for a specific electronic vote, or during an electronic meeting, must be determined by a majority of the Directors, yea or nay (not a majority of a quorum), for that vote to become official. Such vote shall not become official until all written confirmations by all members of the Board are filed with the National headquarters.

#### **Section 9. Internet Meetings.**

A. Committees and the Board of Directors may conduct meetings by Email, or "Chat Rooms".

B. Internet Meetings of the Board of Directors will be at the call of the Chairman/ President or any two (2) members of the Board of Directors. Email notice, complete with topics for discussion and action, will be given to all members of the BOD at least seventy-two (72) hours prior to the proposed meeting. Normally, pro and con discussion will precede any final vote by Email.

C. Printed copies of Email messages sent during the meeting and/or copies of saved-to-disks will be kept on file by the Secretary as official record of the meeting. A summary of the messages will suffice as minutes of the meeting.

D. At least one-half of the members of the Board of Directors or of any committee shall constitute a quorum.

### **ARTICLE VIII - ELECTIONS, APPOINTMENTS, AND SUCCESSION**

#### **Section 1. Nominations.**

A. Nominating Committee. A Nominating Committee shall be appointed to each element which has elected officers by that element's President or Director.

1. The Association's President shall appoint a Chairman for the National Nominating Committee not later than one-hundred-twenty (120) days prior to the election month, for the Committee to prepare a nomination slate for the Association's next election. The Committee Chairman shall select a Nominating Committee with at least one member from each region. Every attempt shall be made to select a fair and impartial Committee. Once selected, the Committee shall be responsible for the preparation of the preliminary slate, final slate, and ballot for all Association Officers, National Director, and Regional Director positions that will be open during the election. The Committee shall also be responsible for nominations by petition from the voting membership.

2. The Nominating Committee shall request names of candidates for each elective office it deems appropriate. It may recommend from one (1) to three (3) candidates per position to be filled. It will assure that all candidates are Ranger members in good standing and who understand and are willing to accept the responsibilities of the position. It shall then prepare the ballot and present it to the President for use in the election at least thirty (30) days before the election is to begin.

3. Each Nominating Committee shall review and improve upon the Standard Operating Procedure of the preceding Nominating Committee, which shall be reviewed and approved by the Board of Directors after each Nominating Committee has completed its job and has been disbanded.

B. In addition to the slate of nominees presented, nominations from the membership may be made. Membership nominations for Association Officers must be accompanied by a petition signed by twenty-five (25) Ranger members in good standing supporting the nomination(s). Membership nominations for Regional Directors must be accompanied by a petition signed by twenty-five (25) Ranger members in good standing or twenty percent (20%) of the Ranger members in good standing residing in the Region, whichever is lesser, supporting the nomination(s). An announcement soliciting nominees from the Ranger members shall be made in *The Ranger Register* at least ninety (90) days prior to the election. The Nominating Committee shall review all petition nominations to assure that the candidate is a member in good standing and that the petition is properly authenticated. Petition nominations shall be included with Nominating Committee recommendations on the final ballot sent to the membership.

## Section 2. Elections.

A. Terms: General Elections shall be held by mail ballot not later than the month preceding the

month of the Annual Ranger Muster (ARM). Elected officers shall be inducted into their offices during the Annual Ranger Meeting (ARM). Terms shall be for two years, except for the terms of relevant positions during the initial year these revised Bylaws are approved by, or in the event a position has been vacated and is being filled by election. The President may serve two consecutive terms of two years each. He is eligible to hold the position of President again only after a two-year period following two consecutive terms of office. If the President serves only one term of office, his is eligible to be reappointed to the presidency if his immediate successor resigns or is removed from office. Any other national officer may succeed himself as often as he receives the majority of the votes cast for that office.

1) In order to provide continuity to the management and direction of the Association, election of positions shall alternate as follows:

Position:	Term Ends:
President. Chairman of Board of Directors	Even Year
Executive Vice President/Director # 2	Odd Year
Vice President/Director # 3	Even Year
Vice President/Director # 4	Odd Year
Secretary/Director # 5	Odd Year
Treasurer/Director # 6	Even Year
Southern Regional Director/Director # 7	Odd Year
Central Regional Director/Director # 8	Even Year
Western Regional Director/Director # 9	Odd Year
Northern Regional Director/Director # 10	Even Year
International Regional Director/Director # 11	Odd Year

B. General elections of National Officers, Region Directors, and Directors shall be by mail ballot, mailed to reach the general membership and voting Regular Ranger Members by the first day of the month of the election.

1. Ballots shall be sent to the voting membership either by mail or contained in *The Ranger Register*. Included with the ballot may be a statement by each candidate of up to two-hundred-and-fifty (250) words by each candidate, if he desires. Complete instructions for filling the ballot out properly shall be included with the ballot. No official or unofficial endorsement by any other person may be included with the ballot, except that those candidates recommended by the Nominating

Committee may be identified. Another person may endorse a candidate in separate mail not paid for by the Association.

2. Completed returned ballots must be postmarked or returned to the National Headquarters office by 2400 hours EDT the last day of the month of the election. Ballots shall be signed and properly filled out to be counted. The President shall assure that accurate and proper counting and tabulation of the election shall be made. Upon certification of the final results of the election, or by the ARM, the results shall be made public.

3. Election to any contested office shall be by secret ballot. Election to offices shall be by majority vote of those voting. In case of a tie, or in case no one candidate receives a majority of votes, the two candidates receiving the highest number of votes shall receive a second election at the ARM.

4. Members may cast their votes electronically during the month of the election until 2400 hours EDT of the last day of the month of the election, and if a signed written mailed confirmation is received by National Headquarters within ten (10) days of the electronic vote, but not later than 2400 hours EDT of the seventh (7<sup>th</sup>) day of the month following the election. Electronic voting includes signed facsimile or Email from the address specifically identified to the voter. It does not include telephone or radio communication. The email must be marked by the internet personal identifier as having been sent before 2400 hours EDT the last day of the month of the election.

C. Contingent general election. If an event or events occur preventing a mail ballot general election, then there shall be general election held at the ARM. All information concerning the candidates of the general election shall be sent in timely notice with respect to the dates of the ARM, in accordance with these Bylaws and the laws of the State of Georgia, to all voting members of the Association. The election, after discussion, by private ballot, shall be properly held. General notice shall be sent with the mail ballot to members that any secondary elections caused by tie, shall occur during the ARM.

D. Election of office in Regions, to positions other than that of the Regional Director, shall be fairly held in accordance with a Regional Standard Operating Instruction submitted by the Regional Director and approved by the Board of Directors.

**Section 3. Appointments.** Following the installation of Association Officers Board of Directors, the President shall make the officer appointments required by these Bylaws and others as he deems appropriate. All appointments by the President shall be subject to the approval of the Board of Directors. Board of Directors approval of all appointments shall be in writing and become part of the Association's permanent records. Such documentation shall include the names of all the appointed members and shall include those Directors participating in the approval action.

**Section 4. Succession.**

A. In the event that an elected Officer or Director of the Association, other than the President, can no longer fill his office, the vacancy shall be filled by appointment by the President, and approved by the Board of Directors within thirty (30) days of the vacancy, until the next general election at which time the vacancy will be filled by election of the membership for the term defined by these Bylaws. Specifically, if an Association Officer/Director vacates his position during the first year of his term, the Membership shall elect a replacement for the second year of his term, except as determined in "D" directly below. The Ranger appointed to that position may run to be elected to that position.

B. In the event the President/Chairman of the Board of Director's position is vacated, for any reason, this position shall be filled by succession. The Executive Vice President automatically becomes the President for the interim until the next general election, at which time the vacancy shall be filled by election of the membership for the term defined by Section 2.A.1 of this Article in these Bylaws above. The succession progression shall occur in descending order through the Treasurer. The new President shall then fill his vacated position by appointment, approved by the Board of Directors, until the next election

1. In the event the succeeding President also vacates his position before the election, the next highest elected officer in the Succession Chain delineated in "D" below of this Section shall succeed to become President until the election.

2. In the event the Presidency is vacated and no elected officers remain in the Succession Chain delineated in "C" directly of this Paragraph, then the highest appointed officer in the Succession Chain shall become President until the next general election.

3. In the event that the Executive Vice President's, or succeeding officer's, term of office will continue beyond the next election, he shall revert back to his former position to finish the elected

term of office from which he acceded to the Presidency. If the Executive Vice President, or succeeding elected officer to the Presidency, chooses to become a candidate in the election for the Presidency, then he shall relinquish the right to return to that former position, and his former position shall be opened to fill by another candidate in the general election.

C. Association Officer /Director Succession. Association Officer /Director succession shall follow the numeric ascension by Director number in Part "A.1" above of this Section through the position of the Treasurer. The appointed officer to a vacant position shall also become the appointed Director to the coincident Director position until the next election. The succeeding officer to the Presidency shall become the next succeeding Chairman of the Board of Directors.

D. In the event that a vacancy of an Association Officer/Director occurs during the interim between the close of the Nomination period and the last day of the election, for a position which has a year remaining to complete its term, then an appointment for a remaining one-year period of the remaining term shall continue through the end of the term.

E. In the event that this vacancy during the election interim concerns the President/Chairman of the Board of Directors, the succession for that position shall occur until the next election shall occur. Should this vacancy of the President/Chairman of the Board of Directors occur during this interim, the Board of Directors may also chose to have a special election, only for that position, to occur within ninety (90) days of the regular election.

F. Should for any reason, both chains fail, any surviving or present members of the Association shall attempt to continue the business of the Association by invoking O.C.G.A. 14-3-303, Emergency Powers of the Georgia Code.

#### ARTICLE IX - AMENDMENTS

The voting members of this Association may make, amend, and repeal the Bylaws of the Association by a mail vote for all voting members, with proper notice, proper time duration, and fair discussion of issues, by a majority vote of the voting quorum of thirty (30%) percent of all qualified voting members. If that vote fails because the voting quorum is too small and the vote is affirmative, then by the majority vote of the members present at the immediate-following Annual Ranger Muster, properly called and convened, after proper notice of the purpose and the precise wording of the

Amendment is given thereof. Administrative corrections and typos, which do not materially correct these Bylaws, may be made by approval of the Board of Directors.

#### ARTICLE X - DISSOLUTION

Upon the dissolution of the Association, its assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future U.S. Tax Code, or shall be distributed to the Federal Government for veterans' assistance. Any such assets not disposed of shall be disposed of by the Courts of the Georgia county in which the principal office of the Association is then located, exclusively for such purposes or to such exempt veteran organization or organizations as the courts shall determine for such purposes.