



SPECIAL OPERATIONS ASSOCIATION

BY-LAWS

Approved by the General Membership on 19 October 2016

ARTICLE I

NAME

The name of this Corporation is the “SPECIAL OPERATIONS ASSOCIATION, INC.” (SOA). The SOA is incorporated in the State of Texas as a tax-exempt, non-profit organization. It is approved by the Internal Revenue Service (IRS) under the Internal Revenue Code 501 (c) (19) as exempt from federal income tax (EIN 74-2619854).

ARTICLE II

PURPOSE

- A. The purposes of this Corporation herein after referred to as the “Association,” are:
1. To perpetuate the esprit de corps of the Special Operations community; and
 2. To unite fraternally veterans of all branches of the United States Armed Forces who, since the beginning of World War II, have conducted or supported “Special Operations”; and
 3. To commemorate fittingly the memory of all those who have given their lives in defense of the Free World and to those who served in Special Operations units and are still unaccounted for as POW/MIA; and
 4. To promote patriotism throughout the communities of the country; and
 5. To educate its members and the citizens of the United States in the proper development of Special Operations, and to keep abreast of new developments in the field of Special Operations as is consistent with security regulations; and
 6. To encourage every member of the Association toward a closer personal relationship and a friendly spirit of mutual cooperation; and
 7. To foster and promote the general welfare and prosperity of the Members, and to improve by all lawful means their status and condition; and
 8. To be a source of inspiration for all Special Operations Units now and in the future.
- B. The Association is not organized for profit nor does it contemplate any monetary gain or profit to its Members.

ARTICLE III

PROPERTY TITLE

The title to all the property of the Association shall vest in this corporation.

ARTICLE IV

MEMBERSHIP

A. Definitions:

1. Operations Unit(s)

a. The unit/project/operational team must be or have been composed of U.S. Armed Forces military personnel with a mission to conduct Special Operations while assigned to what this Association defines as a Unit specifically designated and tasked with conducting combat and other combat-related missions of an unconventional, covert and/or clandestine nature; or

b. On a routine basis provided direct combat support as part of the Operational Team performing Special Operations missions, aviation units providing insertion, extraction and direct fire support while in close proximity to enemy forces.

2. Membership

a. **General Member** - A person having the right to full participation in all of the proceeding's of this Association to include but not limited to the right to MAKE MOTIONS, DEBATE AND TO VOTE. General Members must meet the requirements of this Association as stated in Article IV, Section D 1 below and as specified for IRS Code 501(c) (19) organizations. Regardless of the provisions of Article IV, Section D 1 below, any General Member in good standing as of 28 September 2001 shall retain that category of membership.

b. **Associate Member** - A person who meets the requirements of this Association as required in Article IV, Section D 2 below and specified for IRS Code 501(c) (19). However, while Associate Members are welcome to attend meetings and to take part in the discussion when recognized by the presiding officer, THEY DO NOT HAVE THE PRIVILEGE OF MAKING MOTIONS OR VOTING AT GENERAL MEMBERSHIP MEETINGS AND MAY NOT DO SO. However, they may be chairmen and/or members of committees and do have a right to vote on committee matters in committee meetings. Regardless of the provisions of Article IV, Section D 2 below, any Associate Member in good standing as of 28 September 2001 shall retain that category of membership.

c. **Non-Members** — The Special Operations Association recognizes those individuals who have devoted special attention and support by the Award of Operational Associate and Honorary Membership. Operational Associates and Honorary Members may participate in the Annual Reunions and attend member meetings but they DO NOT HAVE THE PRIVILEGE OF MAKING MOTIONS, VOTING NOR MAY THEY ACTIVELY PARTICIPATE IN THE DISCUSSIONS DURING MEETINGS. However, Operational Associates and Honorary Members may serve on or chair a committee and do have a right to vote on committee matters in committee meetings.

B. Special Operations Units List

1. The Membership Committee shall prepare, for the approval or disapproval of the Board of Directors (BOD), a list of all units known to fall under the guidelines of Special Operations Units as defined by this Association in paragraph A 1 above. The units on this list will each be given starting and closing dates of eligibility. Units currently conducting operations will be identified as such and given a closing date at the appropriate time. The Membership Committee will, as necessary, recommend additions or deletions to the Board of Directors for approval or disapproval.

2. No unit will be called a Special Operations Unit under the Association's definition unless approved by the Board of Directors. However, in the case of applicants who served in units meeting the Association's definition of Special Operations Unit that are still classified, a letter from the Commander of the United States Special Operations Command, or his designated representative, certifying that the applicant meets the Association's standards for the status for which he has applied will be required before the applicant may be accepted in that status.

C. Eligibility — Any person who meets the qualifications for membership under these Bylaws is eligible for membership. The Membership Committee may, however, refuse to approve the application of anyone whose membership the Committee believes would be detrimental to the Association's purposes, and will refuse to approve the application of anyone who submits false information or misrepresents information on his application for membership. In instances whereby an applicant is not able to find someone who can vouch for him, the burden is on the applicant to provide other evidence such as military orders, award citations, etc. and then be vetted not only by the membership committee but also the BOD.

D. Member Classes — Membership in this Association shall consist of two classes: General Member and Associate Member. These two classes shall be the voting and operational members of the organization. No other designation of any affiliate, associate, agent, guest, invitee, or other relationship to the Association, shall constitute a Member, and no persons, other than General Members and Associate Members, of any designation or relationship whatsoever to the association, shall enjoy the privileges and entitlements of membership, or shall be considered members.

1. **General Member** — General Membership is granted upon application and approval of the Membership Committee, to those persons who have requested General Member status and who can document that they are Veterans or members of a U.S. Armed Forces Special Operations Unit as defined by this Association, who has conducted Special Operations as an operational combat element or provided direct support to the operational combat element in an operational role within an assigned Area of Operations. The routine or normal duty of the applicant while at this assignment must have placed the applicant in direct threat/exposure to hostile fire. The applicant must supply adequate documentation to prove assignment to a Special Operations Unit that is recognized by this Association during that unit's period of eligibility and the fact that he was placed in direct threat/exposure to hostile fire. If adequate documentation is not available, one General Member in good standing must verify the credentials of the applicant from personal firsthand knowledge of the applicant while in this assignment. In those cases where a General Member is not available to vouch for the applicant, upon recommendation of the Membership Committee, based upon the documentation available; and on a case-by-case basis, may grant General Membership to the applicant. Further, General Members must meet the requirements of

membership as specified in IRS Code 501(c) (19) All General Members enjoy full privilege and entitlements of a Member of the Association, including but not limited to attendance at all membership meetings, voting, the right to make motions and be heard in debate at all such meeting.

2. **Associate Member** — Associate Membership is granted to any person applying for Associate Membership and approved by the Membership Committee. Applicant must be a Veteran or member of a U.S. Armed Forces Special Operations Unit as defined by this Association, who supported the conduct of his unit's Special Operations in a non-operational direct support role. The Associate Member's routine or normal duty did not involve direct threat or exposure to hostile fire. The applicant must also supply adequate documentation to prove assignment to a Special Operations Unit that is recognized by the Association during that unit's period of eligibility, or one General Member in good standing must verify the credentials of the applicant from personal firsthand knowledge of the applicant while in this assignment. In those cases where a General Member is not available to vouch for the applicant, upon recommendation of the Membership Committee, based upon the documentation available, and on a case-by-case basis, may grant Associate Membership to the applicant. Further, Associate Members must meet the requirements of membership specified in IRS Code 501(c) (19). Exceptions to: All Associate Members enjoy full privilege and entitlements of a member of the association, including but not limited to chairing and/or serving on committees and voting therein, attendance at all membership meetings and the right to be heard and enter into discussion at all such meetings. However, Associate Members do not have the right to hold office, to object to any action of the Board of Directors, or to participate in and vote on the election of the Board of Directors or the right to make motions or vote on any motions at any membership meetings.

E. **Non-Members** - The Special Operations Association recognizes those individuals who have devoted special attention and support by the Award of Operational Associate and Honorary Membership. While Operational Associates and Honorary members may participate in the Annual Reunions and attend member meetings, they do not have the privilege of making motions, voting nor may they actively participate in the discussions during meetings. However, Operational Associate and Honorary Members may serve or chair a committee and do have the right to vote on committee matters in committee meetings.

1. **Operational Associate** - The Operational Associate is a DISTINCTION conferred on members of foreign military units and paramilitary personnel who served with U.S. Armed Forces Special Operations Units, as determined by this Association, in the role defined in the General Member category. However, the persons who have Operational Associate status in the Association are not "members" of the Association and do not enjoy any privileges or rights of a member, as the Operational Associate does not meet the requirements for membership as specified in IRS Code 501 (c)(19). Operational Associates are not entitled to make motions or vote in the business of the Special Operations Association. The Operational Associate distinction is created to recognize the courage and professional contributions made by those who meet its requirements, while working with units designated Special Operations Units by this Association. The application shall be submitted to the Membership Committee together with an abbreviated biography of the candidate. The Committee shall consider the application and make the determination of awarding or withholding the Operational Associate status.

2. **Honorary Member** - Honorary Membership status may be granted upon approval of the Board of Directors to a person who has contributed significantly to U.S. Armed Forces Special Op-

erations and/or the Special Operations Association and who would add to the prestige of the Association. However, the persons who have Honorary Membership status in this Association are not "members" of the Association and do not enjoy any privileges or rights of a Member. Any Member may propose a candidate for Honorary Membership by written application citing specific examples wherein the candidate has contributed significantly to Special Operations and/or the SOA and how the candidate would add to the prestige of the Association. The application be submitted to the Membership Committee together with an abbreviated biography of the candidate. The Committee shall consider the application and forward the application with the Membership Committee's recommendation to the Board of Directors for final action. Honorary Members may not offer motions or vote at Membership Meetings. Further, they do not have to meet the requirements of membership specified in IRS Code 501 (c)(19).

F. Application

1. **Application Form** - The Membership Committee shall prepare the Association's Membership Application Form for approval by the Board of Directors, that is to be used by those persons who desire to join the Association. At a minimum, the following information shall be required of all applicants:

- a. Applicant's full name, address, telephone number(s), E-mail address, Social Security Number and Service Number if the individual served in an approved unit prior to 1969.
- b. Class of membership for which the applicant is filing.
- c. The questions:
 - 1) Will you accept Associate Membership if you qualify for the classification of member, but do not otherwise meet the qualifications for General Member?
 - 2) If you do not qualify for membership as either a General Member or Associate Member, but may qualify for recognition by the Association as an Operational Associate, would you accept such recognition?
- d. Assignments the individual has had to be in military, DOD, or civilian organizations' that qualify the person for membership in the Association.
 - 1) Space for the name and membership number of at least one General Member who can attest to the applicant's assignments and duties;
 - 2) Membership and/or Operational Associate fees and when they are due and payable.
- e. Authority for release of information and records. This item must be signed by the applicant, indicating that the applicant provided the information on the application form voluntarily.

2. **Submission of Application** - The application is to be mailed to the Association's Membership Committee Chairman together with first-year dues, application fee and sufficient documentation to verify assignment to a Special Operations Unit. The application must be signed and dated. If a witness statement is included, it must be completely filled out, dated and signed. Upon receipt of a properly completed application together with dues, application fee and adequate supporting documentation, the Committee will verify the applicant's credentials and forward to the applicant a Membership Certificate and Membership Card.

G. Dues

1. **Annual Dues** will be in the amount determined by the Board of Directors. All applications will be accompanied with an application fee, in the amount determined by the BOD, together with the first year's dues. Thereafter, dues are payable annually for the period of 1 January through 31

December of each year. Dues are due on the 1st of January and will be delinquent after the 1st of February of the year that they are due. Upon the date that a General Member's, Associate Member's or Operational Associate's dues are delinquent he will be dropped from the Membership, or Operational Associate Rolls. A reinstatement fee in the amount determined by the BOD will be assessed on an individual who pays his dues after the date that he becomes delinquent.

2. Life status may be granted to qualified applicant's General Members, Associate Members and Operational Associates, in good standing and on an age basis scale as determined by the Board, upon receipt of their written request for Life status and the appropriate fee. No annual dues shall be payable by those General Members, Associate Members or Operational Associates with a Life status.

3. No annual dues or membership fees shall be payable by those persons granted Honorary Membership in the Association.

H. Non-liability of Members and Operational Associates — A General Member, Associate Member or an Operational Associate of the Association shall not, solely because of such membership or Operational Associate status, is personally liable for the debts, obligations or liabilities of the Association.

I. Transfer of Membership - Neither membership in the Association, or Operational Associate status with the Association nor any rights of or to the membership, or to the Operational Associate status, may be transferred.

1. The special designation of Warriors Widow may be bestowed upon the widowed spouse of all deceased Members. Each year (unless she states in writing that she no longer desires to receive it) a registration form for that year's Special Operations Association Reunion (SOAR) will be sent to her in order that she may register and attend the SOAR, at her own expense, if she so desires. A Warrior's Widow has no membership status. However, she will be identified with a WW prefix to her deceased member spouse's membership number.

2. It is acknowledged that from time to time the parents, brothers, sisters, sons or daughters, of a deceased member may have a desire to speak to and gain additional information on the activities of their loved one from those that served with him. Therefore, these immediate family members and others that may have a legitimate reason approved by the BOD, may apply for a registration form, and upon recommendation by the Membership Committee and approval by the BOD, attend a SOAR at their own expense. These relatives and others will NOT be recognized with any prefix or other symbol connected to the Membership Number of the deceased Member.

J. Termination and/or Suspension of Membership

All rights of a General Member, Associate Member, or Operational Associate in the Association shall cease upon the termination of the Member's membership, or Operational Associate status, due to any of the following reasons:

1. If a member wishes to formally resign his membership it must be done by means of a letter from the member addressed to the President of the Association and delivered to him by U. S. Postal Service or other commercial delivery services or alternatively it may be hand delivered to the President of the Association. Such letter of resignation will not become effective until 30 days has passed from the postmark or date of the letter. After 30 days from the date or postmark

of the letter, the member's name shall be stricken from the Membership unless the member has rescinded his letter during the 30 day period. A letter rescinding the letter of resignation must be sent or hand delivered to the President of the Association in same manner as the letter of resignation.

2. The death of a Member or Operational Associate.

3. The non-payment of dues within 30 days after they become due and payable.

4. Because it is imperative that all members meet the qualifications for the membership to which they aspire and to protect the integrity of the SOA, a General Member, Associate Member or an Operational Associate shall be expelled from General Membership, Associate Membership or Operational Associate status upon the discovery by the Membership Committee or the Board of directors that the General Member, Associate Member or Operational Associate submitted false or misrepresented information on his application for General Membership, Associate Membership or Operational Associate status. Additionally, a General Member may be expelled for falsely verifying the qualifications of an applicant for General Membership, Associate Membership or Operational Associate status. SOA members will be disciplined, to include being suspended for up to two years or expelled from the Association, upon discovery by the Board of Directors that a member has made false or misrepresented information on any official SOA document/report.

5. The Board of Directors, by a two-thirds vote of the entire Board, may suspend for a period not to exceed two (2) years, or may expel a Member or an Operational Associate of the Association under the provisions of Par IV. J. 4. above or who persistently disrupts any meeting or function of the Association; misuses or destroys Association property; or engages in any conduct and/or actions that demonstrates an antagonism to, or is in violation of any of the principles of the Association as set out in the specific purposes of the Association in the Articles of Incorporation; or engages in or performs any action that brings discredit upon or could bring discredit upon the Association.

6. The suspension or expulsion of a General Member, Associate Member or Operational Associate becomes effective on the date the Board of Directors personally delivers or mails written notice of such suspension or expulsion.

7. The advertising of Association Membership or Operational Associate status for either commercial or political purposes is prohibited. Violations of this paragraph will be brought to the attention of the Board of Directors and may result in revocation of General Membership Associate Membership or Operational Associate status.

K. Procedures for Suspension and/or Expulsion

1. Prior to the suspension or expulsion of any Member or Operational Associate the BOD will notify the Member or Operational Associate of the intention of the BOD to suspend or expel the Member or Operational Associate. This notice will include a detailed listing of the reasons why the BOD intends such action.

2. The Member or Operational Associate who receives a letter of intent shall have thirty (30) days from the postmarked date of such letter to notify the President of the BOD in writing that he desires to present information in his behalf that may change the BOD's intent to suspend or expel him.

3. If no reply to the letter of intent is received by the President of the BOD, postmarked in the proper time period, final action on the matter will be taken at the convenience of the BOD.

4. If the President receives notice within the stated time period that the individual concerned desires to make a presentation in his own behalf either in writing or orally, at his own expense, he may do so at the next regularly scheduled meeting of the BOD [Mid Year Conference (MYC) or Special Operations Association Reunion (SOAR)].

5. After the presentation referred to above in Par 3.b. the BOD will take final action on the matter and immediately notify the individual concerned of such action. This action will be final.

6. Each Year at the SOAR Annual Membership Meeting the membership will be notified of all suspensions and/or expulsions since the last SOAR with the rationale for such suspensions and/or expulsions. The General Members present may, by a majority vote, overrule any suspension or expulsion for conduct. In such cases the Member or Operational Associate concerned will be reinstated to full Membership or Operational Associate status without prejudice.

7. The entire Membership will be informed of all suspensions and/or expulsions in the After Actions Report (AAR).

L. Reinstatement of Membership - A General Member, Associate Member or Operational Associate who resigns or whose active General Membership, Associate Membership or Operational Associate status is suspended for non-payment of dues may apply for reinstatement by submitting a request to the Membership Committee for reinstatement. No action shall be taken on any request for reinstatement until the applicant has paid the annual dues and has paid a reinstatement fee in the amount previously determined and posted by resolution of the Board of Directors. At the discretion of the Membership Committee, if the original application cannot be located or if there are questions regarding the appropriate membership class to award, the applicant may be required to undergo the entire application process.

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End of Article IV

NOTHING WRITTEN BELOW THIS LINE

ARTICLE V

BOARD OF DIRECTORS

A. **Number** – The SOA Board of Directors shall consist of nine elected members.

B. **Qualifications** - The Directors of the Association shall be either Annual or Life General Members in good standing and have attended at least one of the last three SOARs, including the day before the General Membership Meeting (GMM), the General Membership Meeting and the Banquet prior to running for office.

C. **Composition** – The SOA Board of Directors shall consist of the four Officers (the President, Vice President, Secretary, and Treasurer) and five Directors (Director Place 1, Director Place 2, Director Place 3, Director Place 4 and Director Place 5).

D. **Terms** – One third of the Members of the Association’s Board of Directors shall be elected every year for a three year term by absentee ballot and within 60 days prior to a scheduled reunion of the Association.

1. The base year for the three year terms of the President, Vice President and Director Place 1 is 2002.

2. The base year for the three year terms of the Secretary, Director Place 2 and Director Place 3 is 2003.

3. The base year for the three year terms of the Treasurer, Director Place 4 and Director Place 5 is 2004.

4. There are five offices on the Board of Directors, President, Vice President, Secretary, Treasurer and Placed Director. All members of the Board of Directors shall hereafter in these By-Laws be referred to as “Directors”.

5. All offices on the Board of Directors except the treasurer shall be limited to two consecutive full terms. For clarification see the paragraph immediately following. There will be no limitation on the number of terms the treasurer may serve. (Any period of time less than 1 ½ years shall not be considered a full term. Any period 1 ½ years or more shall be considered a full term. As long as the SOARs are held in the late September (16 -30) - early October (1-15) time frame the 31st of March will end the half year and 1 April will begin the last half year) If the SOARs are held in the late August (16-31) - early September (1 - 15) time frame the 28/29th of February will end the half year and 1 March will begin the last half year. If the SOARs are held at any other time the half year mark will be determined as in the forgoing examples. The half year mark for each Member of the BOD will be determined by the date of the SOAR when he was installed.)

6. An individual completing two consecutive terms in one office may, if elected, serve in another office immediately after completing his second term. (i.e. A Placed Director may run for and serve as President, Vice President, Secretary or Treasurer.) The President, the Vice President, Secretary and Treasurer may run for any other open office to include the office of Placed Director. Any person who has served in an office for two consecutive terms may run for, and be elected to, that office again after being out of that office for one year. (i.e. A Placed Director

who has competed two consecutive terms may, after one year out of that office, run and, if elected, serve as a Placed Director for another two consecutive terms.)

7. A BOD member serving in one office may, run for and, if elected, serve in any other Board office as if he had not served on the Board before. (The five Placed Director positions are all one office.)

8. Directors going out of office due to the termination of their term shall vacate such office at the conclusion of the Annual Membership Meeting at the SOAR in the year their terms end. Newly elected Officers/Directors will assume their office at the conclusion of the Annual Membership Meeting at the SOAR in the year that begins their term of office.

9. In the event a Director is removed in accordance with Article V, paragraph G of these By-Laws, that Director's term of office will cease at a date set by the majority of the remaining Directors. The vacant office will be filled for the remainder of the term as provided elsewhere in these By-Laws.

E. Election

1. The candidates receiving the highest number of General Membership votes for their respective Board of Directors Office, or position of Placed Director, at the Annual Membership Meeting, are elected. A tie vote shall be resolved by a majority of the Board of Directors voting for one of the candidates.

2. No Member may run or be a nominee for two different Offices in the same election. When two Placed Director positions are open the two candidates receiving the highest number of votes will be elected.

3. If an incumbent is elected to a different office, his currently held office is declared vacant, and filled according to these By-Laws.

4. Upon election or appointment, officers, directors, and Committee Chairmen shall sign a Conflicts of Interest Policy Statement and Code of Ethics Statement, which will be witnessed and maintained by the Secretary.

F. Compensation — The Directors shall serve without compensation for their duties. However, they may be reimbursed for expenses incurred in the performance of their duties for the Association.

G. Removal of Directors

1. The Board may by a vote of two thirds (2/3) of the entire Board of Directors remove a Director from office for the following, and only the following, reasons:

a. Gross incompetence.

b. Gross malfeasance in office.

c. Conviction of a crime of moral turpitude of such a degree as to be an embarrassment to the Association.

2. The General Members, at an Annual or Specially called Meeting may remove a Director from office for the reasons stated in paragraph V. G. 1 a, b, & c above by a majority vote of the members present and voting. (The words gross, incompetence, malfeasance and moral turpitude shall be defined as defined in Webster's Dictionary).

H. **Resignation** – Any Director may resign effective on giving written notice to the President or the Vice President, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies may be filled in accordance with these By-Laws.

I. **Vacancies**

1. **Causes** – Vacancies shall exist on the death, resignation or removal of any officer.
2. **Filling Vacancies by Directors** – Except for the position of President, vacancies may be filled by appointees receiving a majority vote of the Directors.
3. In the event that the office of the President becomes vacant, the Vice President will temporarily assume the President's duties, not to exceed thirty (30) days. In the event there is no Vice President or the Vice President declines the promotion, the Secretary will then be promoted to President. If there is no Secretary or if the Secretary declines the position, then the Board will elect a President from among those members of the Board willing to fill the position of President.

J. **Duties** – The Board shall have responsibility for the general and financial management of the Association. They shall carry on the business and control the property of the Association. The Board shall make rules governing the conduct of the members while representing or conducting activities on behalf of the Association.

K. **Meetings**

1. Meetings of the Board of Directors or any committee designated by the Board of Directors may be held by remote communications technology and/or remote communications systems, including but not limited to video conferencing technology or internet, only if (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.
2. The Board of Directors shall meet from time to time as determined by the President or as requested by four (4) Members of the Board. Additionally, the Board shall meet each year immediately prior to the starting day of the annual SOAR at the reunion's meeting place and again prior to the conclusion of such reunion. The Board may hold a regular meeting, normally called a Mid Year Conference, at a time and place, normally at the location of the next SOAR, of the Board's choice.

L. **Audits** – At the end of the accounting year, the books of the Association shall be closed and a financial statement prepared for such year. If directed by the Placed Board of Directors, such financial statement shall be reviewed or certified by an independent firm, the partners of which are certified public accountants. Such financial statement shall be promptly mailed to each Director and shall be submitted to the Board of Directors at the Annual or a Special Meeting.

M. **Special Meetings** – Special Meetings of the Board may be called by the President or in his absence, by the Vice President or by four of the Directors upon written/e-mail notice to every member of the Board. Such notice must designate the time, place and purpose of such meeting (no other business may be transacted) and must be given at least three (3) weeks in advance of the date for which the meeting is called.

N. Conduct of Meetings – The President or in his absence, the Vice President, or in their absence, the Secretary, or in the absence of all three any Director selected by a majority of the other Directors present, shall preside at the meetings of the Board and of the Association. In the absence of the Secretary or when the Secretary is presiding at the meeting, the chair will appoint the Executive Director or any Director to act as the Secretary for the meeting. Members of the Board may participate in a meeting through conference telephone or similar communications equipment, as long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. Voting by proxy is not authorized for any meeting of the Board of Directors.

O. Action Without Meeting – Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of the members of the Board individually or collectively consent in writing/e-mail or telephone to such action provided that all of the members of the Board were notified of the requested action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written/e-mail or telephonic consent shall require a two thirds (2/3) majority to pass and shall have the same force and effect as any other vote of the Directors. When a vote is made by telephone each member will confirm his vote in writing immediately after the vote is made. Votes by electronic means will be printed out for the record. The results of all actions without a meeting will be confirmed and included in the minutes of the next meeting of the Board.

P. Quorum – A majority of the Board as defined in Article V, Paragraph C above shall constitute a quorum.

Q. Bequests - Whenever the Association shall receive a gift or bequest it shall be deposited or invested in such a manner as the Board and the Association's Treasurer may determine, except as otherwise specified in the gift or bequest.

R. Conflict of Interest – Any Director that has a financial interest in a subject brought to the BOD for discussion or action or that has a direct bearing on him or his immediate family shall, unless otherwise permitted under Robert's Rules of Order, recuse himself from all discussion and voting on such subject except to answer direct questions on the subject from other BOD members.

S. Financial Records and Annual Reports – The SOA shall maintain current and accurate financial records with complete entries as to each financial transaction of the corporation, including income and expenditures, in accordance with generally accepted accounting principles. -The board of directors of the SOA shall annually prepare or approve a financial report for the corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (1) a statement of support, revenue, and expenses; (2) a statement of changes in fund balances; (3) a statement of functional expenses; and (4) a balance sheet for each fund.

T. Fiscal Year - The fiscal year of the SOA shall begin on the first day of January and end on the last day in December in each year.

End of Article V

NOTHING WRITTEN BELOW THIS LINE

ARTICLE VI

DUTIES OF THE BOARD OF DIRECTORS

A. **President** – It shall be the duty of the President to serve as the Chief Executive Officer (CEO) of the Association. The President shall preside at all meetings and sign and acknowledge all instruments when required. He has the complete authority, responsibility, and accountability normally afforded the president of any Texas Corporation CEO.

B. **Vice President** – The Vice President (VP) shall perform duties as may be assigned by the President and shall assume and perform the duties of the President in the absence of the President. In the event that the office of the President becomes vacant, the Vice President will temporarily assume the President's duties, not to exceed thirty days (30). The new President will be appointed by the Board of Directors. The Vice President's duties are to be outlined in Annex (A) of the SOA Standing Operating Procedures (SOP) as approved by the President and the BOD. This Annex and any other SOP assigned to the VP office may be modified by the President and/or the BOD at any time by either the President or BOD.

C. **Secretary** – The Secretary shall be responsible for the maintenance of the minutes of all meetings of both member and board meetings and will give notice of meetings when required. He will ensure the SOA corporate licenses are kept current with each state where the Association is registered. He will also ensure the Association's non-profit status is maintained with each state where filed and the IRS. He shall receive, route and maintain US mail correspondence between the membership and various Board members. The Secretary shall assume the duties of the President in the absence of the President and the Vice President. The Secretary's Duties are to be outlined in Annex B of the SOA SOP as approved by the President and the BOD. This Annex and any other SOP assigned to the Secretary's office may be modified by the President and/or the BOD at any time by either the President or BOD.

D. **Treasurer** – The Treasurer will be knowledgeable and capable of administering financial records and responsibilities in accordance with General Accepted Accounting Principles. The Treasurer is the Chief Financial Officer (CFO) of the Associations as defined by Texas statutes for non-profit corporations. As such he is fully responsible and accountable for all of the Association's financial transactions. The Treasurer reports directly to the President of the SOA. The Treasurer has the authority to assign duties as pertains to managing and handling SOA funds though he retains full responsibility, accountability, and liability. The Treasurer's duties are outlined in Annex C of the SOA SOP as approved by the President and the BOD. This Annex and any other SOP assigned to the Treasurer's office may be modified by the President and/or the BOD at any time by either the President or BOD, provided it does not conflict with any statutes of any state in which the SOA is registered.

1. The Treasurer is responsible for preparing a financial report for the year preceding and presenting the report to the Board of Directors for approval on an annual basis.

2. The Treasurer will insure that separate accounts are maintained for the monies received by the association. They will be:

a. The General (Operations) Account. Any funds received by the SOA that are not specifically specified to be in one of the three restricted accounts will be deposited in this account. The monies in this account may be spent in any way the BOD desires.

b. The Scholarship Account. This account will be established as a restricted account. Monies from this account may be spent only for scholarships and administrative costs to run the Scholarship Program. The Chairman of the Scholarship Committee has the authority to request the expenditure of funds from this account.

c. The Bright Light Account. This account will be established as a restricted account. Monies from this account may be spent only for Bright Light operations and administrative costs to run the Bright Light Program. The Chairman of the Bright Light Committee has the authority to request the expenditure of funds from this account.

d. The Life Membership Account: This account will be maintained by the Board of Directors as an emergency relief savings account. Its funds will be used for emergencies as defined by the Board.

1) Withdrawal of up to 50% of the fund will require the approval of a supermajority (2/3rds) of the Board.

2) Withdrawal of more than 50% of the fund will require unanimous approval of the Board.

E. Executive Director – The position of Executive Director, SOA may be engaged as an independent private contractor by a majority of the SOA Board of Directors and may receive an appropriate annual compensation on a monthly basis as determined by the SOA Board of Directors. Duties will encompass those administrative tasks as defined by the SOA Board of Directors. The Executive Director, SOA is not a member of the Board of Directors and therefore has no vote on the Board. However, he will attend all Board Meetings unless excused by the Board.

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F. Directors – The Directors, Place 1 through Place 5 shall be assigned duties as deemed appropriate by the President.

G. Board – The Board of Directors will:

1. Conduct all business and direct and supervise all affairs of the Association not specifically reserved to the Membership in these by laws.
2. Devise plans for the growth and prosperity of the Association for the approval of the Membership and nurture such plans upon approval.
3. Develop and present policies for the benefit of the Association to the Membership for approval and to carry out these policies upon approval.
4. Report to the membership all important matters of interest to the Association.

H. Staff Judge Advocate - The Judge Advocate shall be appointed by the President with approval by the Board of Directors by a simple majority vote. The appointee shall:

1. Be a licensed attorney and a member of the Special Operations Association (SOA). He shall serve as the legal advisor for the SOA and to any committees formed by the Board of Directors (BOD) and at the annual SOA Reunion (SOAR), the mid-year meeting of the BOD or at any

other time when such legal advice on the Constitution and By-Laws is requested by an officer or member.

2. Make advisory rulings and usage of the Constitution and By-Laws of the SOA. The President shall render decisions, which shall be subject to appeal, to the BOD which shall have the power to rescind or modify. In all such cases the membership at SOAR shall have the power of the final decision.

3. Be the primary legal counsel on all matters of any nature involving contracts of all kinds, law suits, or threatened suits involving the SOA. He shall be responsible for making such decisions as are necessary, or for referring such matters to outside legal firms as shall be employed by direction of the President of the SOA with the approval of the BOD.

4. Meet with the BOD whenever the BOD meets or for BOD teleconferences. He shall serve without pay with all of his services to the SOA will be on a Pro Bono basis. However he shall be reimbursed for all valid travel expenses with approval of the BOD.

End of Article VI

ARTICLE VII

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REUNION AND SPECIAL MEMBERSHIP MEETINGS

A. **Reunions** – The Annual Reunions (SOARs) of the Members of the Association shall be held at a time and place selected at a previous Board of Directors Meeting. Notice of such Annual Membership Meetings shall be mailed to the Members at least 60 days prior thereto.

1. The SOA shall provide written notice of the place, date, and time of a meeting of the members and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting.

2. After setting a record date for the notice of meeting, the Association shall prepare an alphabetical list of the names of all its voting members. The list must identify: (a) the members who are entitled to notice and the members who are not entitled to notice of the meeting; (b) the address of each voting member; and (c) the number of votes each voting member is entitled to cast at the meeting. The list will be maintained by the Membership Committee Chairman and the Talley Committee Chairman. Not later than the second business day after the date notice is given of a meeting for which a list was prepared and continuing through the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting. A voting member or voting member's agent or attorney is enti-

ted on written demand to inspect and, at the member's expense, copy the list at a reasonable time during the period the list is available for inspection. The SOA shall make the list of voting members available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

B. Special Meetings – Special Meetings may be called by the President or by four Members of the Board, or when requested in writing by twenty five percent (25%) of the General Members of the Association for a specific and limited purpose. Notice of a Special Meeting shall be given by the Secretary in the same manner as notice of an Annual Membership Meeting. Such notice must designate the time, place and purpose of such meeting (no other business may be transacted) and must be given at least three (3) weeks in advance of the date for which the meeting is called.

C. Quorum —One Tenth of the General Members attending an Annual or Special Meeting shall constitute a quorum for the transaction of business.

D. Proxies – No voting by proxy shall be allowed at any Annual or Special Membership meeting.

E. Topics for Discussion – Topics at the Annual Membership Meetings should be presented to the Board of Directors for inclusion in the meeting's agenda at least 30 days prior to the date of the meeting.

End of Article VII

NOTHING WRITTEN BELOW THIS LINE

ARTICLE VIII

COMMITTEES

The Board of Directors and/or President may appoint committees and their chairmen as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Association's Articles of Incorporation, these By-Laws, and the law. Committees such as, but not limited to the following, shall hold office at the pleasure of the Board. All Committee members must be approved by the BOD by majority vote.

A. Membership Committee

1. The Board of Directors shall appoint a Membership Committee consisting of a minimum of seven members; the Board may designate such additional members as deemed appropriate. The Army, Marines, Navy and Air Force will each be represented by at least one member who has served in their respective service if such a member is available. The BOD will review the membership of the committee at least annually and make any changes it deems necessary.

2. Duties

a. The Membership Committee will receive all membership applications, vet the applicants and determine which applicants are qualified and will be accepted as members and in which category of membership. Each member of the committee will vote on the back of the application and sign his name together with any comments he desires to make on the rationale for his vote. The Committee Chairman will be last one to vote. A positive vote of a majority of the committee will be required to accept any applicant as a member in any category unless the BOD, at its discretion, allows the chairman to assign applications to a three man sub committee for determination of eligibility for membership under the following conditions:

1) One member of the sub committee must be from the applicant's branch of service.
2) The vote for acceptance must be unanimous. If the vote of the sub committee is not unanimous for acceptance the applicant's file will be referred to the entire committee for final determination as to whether the applicant will be accepted for membership and the category of membership.

b. The Membership Committee shall, as a whole, make recommendations to the BOD as to which units should be added or deleted from the Units List. Each member will be required to make and sign a statement as to his rationale for voting for or against the addition or deletion of any unit from the Units List. The information so gather will be included in the packet of recommendation forwarded to the BOD for its final approval.

c. The Membership Committee have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

3. The Chairman of the committee will insure that all committee members are well versed in, and understand, all aspects of the By Laws that pertain to membership as well as all instructions in membership matters that come from the BOD. He will insure that his committee complies with these By-Laws, instructions of the BOD and the provisions of IRS Code 501 (c)(19).

4. The Membership Committee Chairman is responsible for maintaining all member's names and addresses.

B. Reunion Committee – The Board of Directors shall appoint a Reunion Committee consisting of such number of members as may be designated from time to time by the Board. The Reunion Committee shall be responsible for scheduling, planning, coordinating, and arranging all aspects of the SOAR and social events for the Members of the Association. The Reunion Committee shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

C. Nominating Committee

1. The BOD will annually appoint a Nominating Committee consisting of a Chairman and two other General Members. This Committee shall select and nominate candidates qualified to be Officers and/or Directors under the provisions of these By-Laws and shall prepare a ballot for the elections of Officers and/or Directors. Additional candidates may be nominated by petition of 10 of the voting members presented to the Nominating Committee at least 45 days prior to the scheduled date of publication of the Pre-Reunion Packet (PRP). The Nominating Committee will verify the qualifications of nominees and, if they are qualified, insure that their names are on the ballot.

2. In order to be eligible for nomination and election to office one has to be a General Member of the Association in good standing and have attended at least one of the last three SOAR's prior to the election.

3. After preparing the ballot the Committee will prepare an information packet about the nominees that will contain each candidates name, position for which he is running, a short (no more than 150 words) biography on the candidate and a passport size photograph of the candidate.

4. The Pre-Registration Packet will contain the Candidate provided biography/photograph packet, the Election Ballot (with a space under each position for any write-in candidate), and a pre-addressed envelope for Voting Members to mail their completed ballot to the Chairman of the Tally Committee for tabulation and presentation of the results of the election at the General Membership meeting.

D. Tally Committee – In advance of any election, the Board of Directors shall appoint a Tally Committee to collect, authenticate and count votes. The announcement of each election will include where to send ballots and the closing date for the receiving of ballots by the Committee. The results of all elections will be confidential and reported only to the Association President by the Chairman of the Tally Committee. Cast ballots shall remain confidential, be retained for thirty days after the election results are announced, and then be destroyed.

E. Scholarship Committee – The Scholarship Committee shall manage the operation of the George C. Morton Memorial Scholarship Fund. The duties will include the evaluation and selection of recipient students and the periodic appraisal of their academic progress. In concert with the Treasurer, the Scholarship Committee shall cause issuance of scholarship checks to recipient students. The Committee shall render an activities report at the Annual General Membership Meeting.

F. Memorabilia Sales Committee – The Memorabilia Sales Committee shall be responsible for the sale of memorabilia items for the Association. This shall include the purchasing of items, related records management in coordination with the Treasurer, and the sale of items both by mail and at reunions.

G. Planning and Budget Committee – The SOA President shall appoint a Planning and Budget Committee, Chaired by the Treasurer, consisting of such numbers of Members as may be designated from time to time. In coordination with the BOD Members and the Special Staff Chairmen the Planning and Budget Committee shall be responsible for preparing the annual (based on the Fiscal Year [FY] 1 January through 31 December) estimate of revenue: Where funds are received from; the projected amount; and how funds are to be utilized. The Committee shall provide the SOA Board a proposed budget/intended course of action for the following FY at the annual SOAR Board of Directors Meeting. The Planning and Budget Committee shall perform such other duties as may be prescribed.

End of Article VIII

NOTHING WRITTEN BELOW THIS LINE

ARTICLE IX

RULES OF ORDER

All matters of procedures not otherwise provided for in these By-Laws shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE X

AMENDMENTS

An amendment to these By-Laws shall be made in the following manner: A proposal to amend the By-Laws shall be initiated either by the adoption of an appropriate resolution by the Board of Directors or by the adoption of an appropriate resolution by a majority of the Members at any Annual Meeting or at any Special Meeting. Prior to the adoption of any amendment(s) the Membership will be given prior notice of the proposed amendments in writing in the Pre Reunion Packet (PRP) prior to the regularly scheduled Annual Membership Meeting at a SOAR and in writing at least 60 days in advance of Special Meetings. Such amendment(s) shall not be finally adopted until approved by a two-thirds vote of those present at any Annual Meeting or Special Meeting of the membership called for that purpose.

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END OF SOA BYLAWS

NOTHING WRITTEN BELOW THIS LINE
