

**BYLAWS OF THE
NATIONAL DUSTERS QUADS
SEARCHLIGHTS ASSOCIATION, INC.
Adopted July 4, 2009**

ARTICLE 1 - Introduction and Definition

These Bylaws constitute the rules adopted by the National Dusters Quads Searchlights Association, Inc. (the "Association"), for the management of its affairs.

General

Section 1.1 – **Name:** The name of the Association shall be National Dusters Quads Searchlights Association, Inc. Abbreviated: NDQSA and historically known as Dusters, Quads and Searchlights or DQS.

Section 1.2 – **Location:** The location of the principal office of this Association shall be as determined by the Board of Directors.

Section 1.3 – **Fiscal Year:** The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

Section 1.4 – **Tax Status:** None of the aforementioned objectives shall be construed to authorize the Association to conduct activities for monetary profit or financial gain or to engage in any activity not consistent with the organizations status as an IRS exempt organization.

ARTICLE 2 - Purpose and Powers

The Association shall have the purposes and powers as may be stated in its Articles of Incorporation, these Bylaws, and such powers as are now or may hereafter be granted by law.

The Association has as its objectives and purposes:

- a. To promote acquaintance, good fellowship, and friendly relations among its members.
- b. To identify and recognize all who qualify for membership in the Association.
- c. To recognize the history and achievements of the members of the Association.
- d. To promote good works and assistance to those who carry on the mission of the members of the Association.

- e. To pay homage and respect to those who gave their lives accomplishing the mission of Dusters, Quads, Searchlights, and related Air Defense and Artillery units in service to the United States.

ARTICLE 3 - Membership

Section 3.1-**Definition of Membership:** The members of the Association are those individuals having membership rights in accordance with the provisions of the Bylaws.

- a. **Active Member:** Annual dues paid in full on time.
- b. **Inactive Member:** Annual dues not paid on time for the fiscal year.

Section 3.2-**Classes of Membership:** The Association shall have three classes of Members designated as follows:

- a. **Regular Members:** A Regular Member shall:
 1. Have been a member of the Army of the United States who served honorably in the Vietnam War and throughout their Army service and was assigned or attached to active duty with dusters, quads, searchlights or other related ADA as documented by their DD 214 or other evidence of service.
 2. Election of new members shall be by vote of the Board of Directors at any regular meeting. A vote of a majority of the Directors shall be required for election to membership. If an application for membership is not approved by the Board of Directors then the applicant shall be promptly notified of such action.
 3. Active Regular Members (ARMs) are entitled to vote on any action required by the Association and may participate in any discussions or debates leading up to such a vote. ARMs may serve as a voting member of the Board of Directors as more fully set forth in Article 4 of these Bylaws.
- b. **Associate Members:** An Associate Member shall:
 1. Be an individual with an interest in the activities and history of the Association not otherwise qualified to be a Regular Member of the Association and having been approved by the Board of Directors.
 2. Not be entitled to vote on any action required by the Association. However, Associate Members may participate in any discussions or debates leading up to such a vote. An Associate Member may serve as a non-voting member of the Board

of Directors as more fully set forth in Article 4 of these Bylaws.

- c. **Honorary Members:** Honorary Members are designated by the Board of Directors of the Association in recognition of distinguished service rendered to the Association, to the Government of the United States, or for any such other reason deemed worthy by the Association's Board of Directors. Honorary members shall:
1. Retain their membership for life and shall be exempt from annual dues or special assessments.
 2. Have the same privileges and duties as any other member unless specifically excluded or limited by these Bylaws.
 3. Not be entitled to vote on any action required to be taken but Honorary Members may participate in any discussion or debate at any meeting.
 4. Not have the privilege of holding elective or appointive office, but may be appointed to serve on committees at the discretion of the Board of Directors.

Section 3.3-Voting:

- a. All Regular Members of the Association shall have voting privileges and each shall have one vote in the affairs of the Association. The vote may be in person at the annual reunion or by absentee ballot, properly completed and received by the designated individual prior to the opening of the reunion. Members must be in active status (current dues paid for the fiscal year) for their vote to be valid.
- b. Except as otherwise provided in these Bylaws, members shall be entitled to participate in all the activities, to receive the benefits of all the services of the Association, and to vote upon all matters that come before the general membership of the Association for action.

Section 3.4-Dues:

- a. Annual dues shall be determined by the Board of Directors for each class of membership. The dues year shall run from January 1st to December 31st of each year.
- b. Dues are legal obligations of Regular and Associate members of the Association. Dues should be paid at the beginning of the fiscal year but must be paid prior to the commencement of the annual business meeting of each calendar year. Failure to pay dues

by that date shall render the member to inactive status from the Association.

Section 3.5 – Meetings:

- a. The Annual Meeting of the membership of the Association shall be held at least once each calendar year at a time and place designated by the Board of Directors.
- b. Special meetings of the Association may be called by any of the following:
 1. A majority of the Board of Directors.
 2. The President.
 3. Not less than 1/3rd of the voting members of the Association.
- c. A meeting notice stating the date, time and place of any meeting of the members shall be delivered to each member of the Association not less than thirty (30) nor more than ninety (90) days before the date of the meeting. In the case of a special meeting, the meeting notice shall include the purposes for which such meeting is called. Notices to the members shall be by first class mail or by electronic or facsimile communication and shall be directed to the address reflected on the membership roll of the Association. Notice will be deemed delivered on the date it is mailed or distributed electronically.
- d. Only Active Regular Members are entitled to vote on each matter submitted to a vote of the members. Members of any other class of membership are not entitled to vote.
- e. A quorum shall consist of one-tenth of the active members of the Association, based on those present to vote or having submitted absentee ballots that are entitled to vote. A majority of the votes of those members constituting the quorum shall be required to determine any action unless a greater proportion is required by law or by the Bylaws of the Association.
- f. The Rules contained in *Robert's Rules of Order* shall govern this Association in all cases to which they are applicable, including meetings of the membership and Board of Directors, provided that said rules of order are not inconsistent with these Bylaws or other special rules that may be adopted by the Association from time to time.

Section 3.6-Termination of Membership: Membership in the Association will terminate upon any of the following events:

- a. Death of the individual
- b. Receipt by the Board of Directors of the written resignation of a member, executed by the official representative of the individual.
- c. By a majority vote of the Board of Directors if the member has been determined to engage in activities that compromise the reputation of the Association.
- d. Any person whose membership in the Association is terminated for any reason except that of final dissolution of the Association shall relinquish and forfeit any and all rights, title, and interest in any funds or other property belonging to the Association.
- e. The return of any transmittal, sent by any means, due to insufficient, incomplete, or inaccurate recipient address will result in the recipient being removed from all mailing lists until at such time that correct address information is received.
- f. The failure to pay dues by the end of any fiscal year will result in the member being relegated to inactive status until such time as dues are current.

Section 3.7 - Reinstatement: If a former member wishes to seek reinstatement as a member of the Association, the confirmation process for new members applies.

ARTICLE 4 – Directors

Section 4.1 - Definition of Board of Directors:

The Board of Directors is that group of persons vested with the management of the business and affairs of this Association and who are subject to the statutes applicable to the Association, its Articles of Incorporation, and these Bylaws. The Directors shall be elected by the membership at the annual business meeting based upon recommendations from the Nominating Committee. Nominations may also be made by any Active Regular Member in good standing. The nominees receiving the greatest number of votes shall be elected.

Section 4.2 - Designation

- a. The Board of Directors shall consist of an odd number or at least nine (9) but no more than thirteen (13) voting members including the six Executive Officers. (See Article 5)

Section 4.3 – Terms of Office:

- a. A Director’s term shall begin at the conclusion of the annual meeting at which the Director has been elected.
- b. Directors shall be granted the authority to manage the Association to the extent provided by law.
- c. The term of each director shall be two years. Terms of directors shall be staggered with about half of the positions commencing in odd numbered years and the remainder commencing in even numbered years. The election of directors shall take place right after the election of the five executive officers, who shall also serve as directors along with the immediate past president. Terms of the initial directors will be determined by lot.
- d. Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election at such meeting. Election shall be awarded to the candidates receiving the largest number of votes based on the number of positions subject to the election.
- e. The term of office of any Director with two (2) consecutive unexcused absences from meetings of the Board of Directors during the twelve (12) month period following the annual meeting may be terminated by the President and the unexpired term filled in accordance with the requirements of Article 4.3.g.
- f. A Director may be removed from office if a majority of the Board determines that it is in the best interests of the Association to do so. Such removal may only come after an investigation, the submission of a written report to the Board of Directors and an opportunity for the Director to answer the charges or allegations in the report against him or her. The unexpired term of the Director removed in accordance with this provision of the Bylaws shall be filled in accordance with Article 4.3.g.
- g. Any vacancy occurring on the Board of Directors, either by death, termination or resignation may be filled by appointment by the President subject to approval of the Board of Directors and the appointee will serve for the unexpired term of the predecessor in office.

Section 4.4 - **Meetings**

- a. Regular or special meetings of the Board of Directors will be held at a time and place designated by the President or at the written request of a majority of the Board. Meetings may be in person or by conference call.
- b. A majority of the Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting in which a quorum is present will be the act of the Board of Directors itself unless a greater number is required under the provisions of the Articles of Incorporation of this Association or any provision of these Bylaws. A Director may vote either in person or by proxy executed in writing by the Director. No proxy will be recognized as valid more than thirty (30) days from the date of its execution unless expressly provided otherwise in the proxy.
- c. Notice of meetings: A notice of meetings shall be provided to the Directors not less than ten (10) nor more than ninety (90) days before the meeting. The lack of notice shall be deemed waived if a Board Member attends a meeting without objection or absent members sign a written consent thereto.

ARTICLE 5 -Executive and Appointed Officers

Section 5.1 – **Executive Officers:** The executive officers of the Association shall consist of a president, vice president, 2nd vice president, secretary, treasurer, and the immediate past president, if so willing or available to serve. If the immediate past president is included in the Board of Directors he shall be entitled to vote on all issues as long as he maintains his active status.

Section 5.2 – **Terms of Office:** Executive Officers shall be elected by the membership at the annual business meeting based upon recommendations from the Nominating Committee. Nominations also may be made by any Active Regular Member in good standing. The nominees receiving the greatest number of votes shall be elected. Each executive officer shall serve a term of two years. The position of president shall be limited to a total of two (consecutive or non-consecutive) terms. There shall be no term limits for other officers.

Section 5.3 – **Duties:** The duties of each office shall include, but not be limited to, duties prescribed by law

and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

Section 5.4 – **President:** The President shall be the Chief Executive Officer of the Association. The President shall, when present, preside at all meetings of the members and directors; the President shall have general management and direction of the business of the Association.

Section 5.5 – **Immediate Past President:** The Immediate Past President shall have the primary duty of providing counsel and continuity to the President and other officers of the Association. The Immediate Past President shall have such additional powers and duties as may be assigned by the Board of Directors or by the President.

Section 5.6 - **Vice-President:** The Vice-President shall, in the absence of the President, perform all the duties of the President and when so acting shall have the powers of the President. The Vice-President shall have such additional powers and duties as may be assigned by the Board of Directors or by the President.

Section 5.7 – **2nd Vice-President:** The 2nd Vice-President shall, in the absence of the Vice-President, perform all the duties of the Vice-President and when so acting shall have the powers of the Vice-President. The 2nd Vice-President shall have such additional powers and duties as may be assigned by the Board of Directors or by the President.

Section 5.8 – **Secretary:** The Secretary shall keep the minutes of the meetings of members and of the Board of Directors; he shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he shall be the custodian of the records and of the corporate seal or seals of the Association; he shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized, and when so affixed may attest the same; and he shall perform such other duties as, from time to time, may be assigned to him by the Board of Directors or by the President.

Section 5.9 – **Treasurer:** The Treasurer shall have charge of and be responsible for the reporting of all petty cash, funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited,

in the name of the Association, all monies or other valuable affects such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors. He shall engage an independent auditor to audit the books annually and shall present the audited financial statement to the Board of Directors at the annual business meeting. He shall render to the President and to the Board of Directors, quarterly and whenever additionally requested, an account of the status of investments and the financial condition of the Association; and, in general, shall perform such other duties as may be assigned to him by the Board of Directors or by the President.

Section 5.10 – **Sergeant at Arms** – The board will appoint an appropriately qualified individual to serve as Sergeant at Arms for a term of two years. The Sergeant at Arms shall be responsible for maintaining order during all meetings. The Sergeant at Arms shall maintain sign-in sheets for all membership meetings. The Sergeant at Arms shall collect and count any and all written ballots when secret elections or other secret votes are conducted.

Section 5.11 – **Chaplain**: The board will appoint an appropriately qualified individual to serve as Chaplain for a term of two years. The Chaplain shall be responsible for providing pastoral services to the organization at all meetings. The Chaplain is entitled to participate in meetings.

Section 5.12 – **Historian**: The board will appoint an appropriately qualified individual to serve as Association Historian for a term of two years. The Historian will be responsible for researching, compiling, and authenticating the records of the activities of the Association and the members thereof.

Section 5.13 – Appointed officers may, but are not required to be, members of the Board of Directors at the time of their appointment.

Section 5.14 – **Multiple Offices**: One person may hold no more than two of the above offices simultaneously, except that the offices of: president and vice president or 2nd vice president; president and secretary; or secretary and treasurer, may not be combined.

Section 5.15 - **Removal of Officers**: Any Officer elected or appointed to office may be removed by the persons

authorized under these Bylaws to elect or appoint such officer whenever in their judgment the best interests of the Association will be served.

Section 5.16 - **Vacancy in the Office of the President**: If the office of President shall be vacated for any reason, the Vice-President shall become acting President for the remainder of the unexpired term. If for any reason the Vice-President cannot serve, then the 2nd Vice-President shall become acting President for the remainder of the unexpired term. If the Vice-President or the 2nd Vice-President should be required to serve an unexpired term of the President, this term shall not count against the two term limit.

Section 5.17 – **Vacancies**: If a vacancy occurs in any office for which provision for filling such vacancy is not otherwise provided for in these Bylaws, then any such vacancies shall be filled by appointment by the Board of Directors for the remainder of the unexpired term and until a successor have been duly elected and qualified at the next regular election.

Section 5.18 – **Compensation**: All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in the performance of the duties of their office. Paid expense shall be reviewed by the Board of Directors.

ARTICLE 6 - Standing Committees

Section 6.1 - **Committee Identification**: The Board of Directors shall annually recommend, the Chairpersons of the following standing committees:

- a. **Membership Committee** – Identify and recruit members.
- b. **Legislative Committee** – Identify legislation of interest to members and veterans in general.
- c. **Reunion Committee** – Identify locations of interest to the membership, negotiate, and plan reunions.
- d. **Good Works Committee** – Identify projects of interest and pertaining to members and veterans in general.
- e. **Publications Committee** – Plan, organize, layout, print, and distribute all publications and mailings (either traditional or electronic, to include web site and forum) of the Association.

From time to time it may be necessary to change either the name of the committee as the reason for its purpose no longer exists or the affairs of the Association would be best handled by a different organizational structure. The Board of Directors may make such changes as may be necessary for the effective management of the Association provided that the same shall not be inconsistent with the provisions and requirements of these By-Laws. The President shall be a member Ex-Officio of all committees.

Section 6.2 - Nominating Committee: At its regular meeting the Board of Directors shall appoint a Nominating Committee, one of whom shall be appointed Chairperson by the Board of Directors, and one of whom shall be a member of the Board, whose duties shall be to identify candidates for nomination to the Board of Directors at the next Annual Meeting of the Association. They shall notify the Secretary in writing at least thirty days (30) before the date of the Annual Meeting of the names of such candidates and the Secretary shall immediately notify members and present the candidates to the Board of Directors for their consideration and approval. At the Annual Meeting, the Committee shall place the names of their candidates in nomination for election.

Section 6.3 - Special/Ad Hoc Committees: The President may appoint any desired committee which shall serve during his term of office.

Section 6.4 - Committee Meetings: Committees shall meet whenever called by their respective Chairperson and upon such notice and under such rules of procedure as they may in such case determine.

ARTICLE 7- Restrictions of Association Officers, Committees and Members

Section 7.1 - Compliance with Bylaws: Members of the Association shall comply with all the Bylaws of the Association.

Section 7.2 - Restriction of Action: Members, Committees or individual officers shall take no action in the name of the Association, not specifically provided for in the Bylaws of the Association, either individually or together with other members of the Association, without authorization of the Board of Directors of the proposed action.

ARTICLE 8 -Financial Operations

Section 8.1 - Fiscal Year: The fiscal year of the Association shall begin on January 1st and end on the 31st of December.

Section 8.2 - Association Funds: The operations of the Association shall be supported from dues, contributions, and other activities, which may be approved by the Board of Directors from time to time.

Section 8.3 - Books and Records: This Association will keep correct and complete books and records of accounts based on the Association's fiscal year, and will keep minutes of the proceedings of its member meetings, and Board of Director meetings. The Association will keep at its office/office of the President, a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Association.

Section 8.4 - Inspection of Books and Records: All books and records of this Association may be inspected by any member, member's agent or member's attorney, for any proper purpose at any reasonable time on written demand under stating such purpose. Such books and records shall also be audited annually by an independent accounting firm.

Section 8.5 - Non-Profit Operation: Compensation – This association is a Non-Profit Corporation, and as such it will not have or issue shares of stock. No Officer or Board Member will be paid, and no part of the income of this Association will be distributed to its members, Officers, or Directors for services rendered.

Section 8.6 - Loans to Management: This Association will make no loans to any of its Officers, Directors or employees.

Section 8.7 – Disbursements: The Board of Directors shall make payments from existing funds at such times and to such persons and in such amounts as they deem necessary to conduct the activities of the Association. The Treasurer shall disburse all monies under the direction of and to the satisfaction of the Board of Directors. Proper vouchers and receipts shall be submitted and secured for all Association disbursements.

Section 8.8 - **Claims for Expense Refunds:** All vouchers for expenses incurred by Officers or Directors must be submitted not more than sixty (60) days after expenses are incurred or they shall be declared void unless otherwise approved by the Board of Directors.

Section 8.9 - **Rights to Assets of the Association:** No member of this Association shall have any vested right, interest or privilege of, in, or to the assets, function, affairs, or franchises of the Association, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his/her membership ceases, or while he/she is not in good standing. Expelled members shall have no property rights to assets of the Association. On dissolution, assets of the Association remaining after the payment or discharge of all liabilities of the Association shall be disseminated with liquid assets being donated to (to be determined) and memorabilia to (to be determined) as defined in the Articles of Incorporation.

ARTICLE 9 -Professional Assistance

Section 9.1-**Professional Assistance as Required:** The Board of Directors may, from time to time, employ professional and special assistance to better meet the Association's objectives as defined by these Bylaws.

ARTICLE 10 -Amendments

Section 10.1- **Amendment to these Bylaws:** The power to alter, amend, or repeal the Bylaws of this Corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and by two-thirds (2/3) of the members present at a general membership meeting plus absentee ballots, properly completed, received by the designated individual prior to the opening of the meeting.

ADDENDUM 1-Transition

Section 1.1 This addendum is in effect for the first election cycle of the adopted bylaws only. After the first election cycle, the addendum shall no longer be a part of the bylaws.

Section 1.2 Absentee Balloting does not apply for the first election under the adopted bylaws.

Section 1.3 The 30 day notice of a slate of candidates shall be waived for the first election under the adopted bylaws.

Section 1.4 The term of executive officers shall be one year and the term of at large board of directors shall be two years for the first election under the adopted bylaws.