



ARTICLE I GENERAL

Section 1. Name. The name of this organization is the "Marine Executive Association."

Section 2. Place of Business. The organization may also have offices in such other places as the Board of Directors may, from time to time, appoint, or the organization's affairs may also involve known as Chapters.

ARTICLE II PURPOSE

Section 1. General. The organization's purpose is a membership - veteran's organization qualifying for non-profit exemption under section 501(c)(19) of the Internal Revenue Code. The organization will be operated exclusively and serve as the national coordinating institution for the following general purposes:

- a. To promote the community's social welfare; that is, to improve the common good and general welfare of the community's people.
- b. To assist injured, disabled, and needy veterans and members of the U.S. Armed Forces and their families, and the widows and orphans of deceased veterans.
- c. To provide entertainment, care, and assistance to hospitalized veterans or members of the U.S. Armed Forces.
- d. To carry on programs to perpetuate the memory of deceased veterans and members of the U.S. Armed Forces and to comfort their survivors.
- e. To conduct programs for religious, charitable, scientific, literary, or educational purposes.
- f. To sponsor or participate in activities of a patriotic nature.
- g. To provide insurance benefits for its members, or families of its members, or both.
- h. To provide social and recreational activities for its members.

Section 2. Specific. In the furtherance of its purposes, the organization will:

- a. Offer guidance, encouragement, and suggestions to former, active-duty reservists or retired members of the U.S. Marine Corps who are transitioning from active duty to retired status or leaving the Marine Corps at the end of their tour or are moving from

one position of employment to another. The organization's membership support includes all veterans, spouses, and immediate family members, as necessary, but MEA's mission is primarily for the Marine Corps and those corpsmen who have served with active Marine Corps operating units.

- b. Have such other specific purposes as may be adopted from time to time by the Board of Directors, consistent with the general purposes stated in Section 1 of this Article.

ARTICLE III BASIC POLICY

Section 1. General. In carrying out the organization's purposes, members will not proselytize Marines on active duty, nor will members intrude on the roles of those in the chain of command or serving in official capacities. Instead, members will serve as support personnel and facilitators employing their knowledge, empathy, and experience to further the organization's values and purpose.

Section 2. Role. Membership's role is to inform, exchange, facilitate, advise, mentor, inspire, and support when appropriate. The Marine finds his or her job - benefiting from the knowledge and experience of those who have transitioned before.

ARTICLE IV MEMBERSHIP

Section 1. Eligibility. Membership is open to all Marines (Officer or enlisted) serving on active duty and in the Marine Corps Reserve and Corpsman of the United States Navy, who may have served or deployed with a U.S. Marine Corps unit. Membership is required and open to all current, former, and retired members of the Marine Corps and Marine Corps Reserve, providing that they can provide counseling, information, referrals and are willing to respond promptly to Marines seeking employment advice. Membership is dynamic in building personal contacts on the local, state, national, and international levels to further help other Marines when needed. Honorary membership in the association is open to individuals in organizations whose philosophies closely align with the U.S. Marine Corps (e.g., British Royal Marines) and other distinguished individuals (e.g., senior appointed or elected officials). Honorary membership will not exceed five percent of the regular membership. A majority vote must approve membership for each honorary member of the Board of Directors.

Section 2. Application. Membership application shall be online or in writing on forms specified by the Board of Directors. The Board shall require such evidence as may be necessary to establish the eligibility of each applicant. The Board shall develop and publish documentation needed to verify that applicants are eligible for membership, which can be provided with the application. The Vice President or designated board member will review applications. The Treasurer shall afford a dues refund when necessary.

Section 3. Dues. Membership dues shall be at a rate or rates, schedules, or formulas as may be prescribed by the Board of Directors from time to time. Life members pay a "one-time" fee to attain and sustain membership. Dues for current members shall be paid annually, on the anniversary of the member's join date. Dues for new members will be forwarded with the new member's application and payable when the membership is approved.

Unless specifically exempted in writing by the Organization's Officers, all members – excluding honorary members – will pay dues.

Section 4. Termination. A member may resign upon written request to the Officers of the Organization. There shall be no refund of dues upon resignation. A member may be terminated for misconduct by a vote of two-thirds of the Board members.

Section 5. Non-Payment of Dues. Members shall be dropped from the membership rolls for non-payment of dues after ninety days from the date upon which such dues were payable. However, the payment date may be revised by the Board for a good cause.

Section 6. Chapters. Membership from individual states or geographic regions may petition the MEA Board of Directors, in writing, to establish local chapters to represent their area, state, or region. As part of the petition process, a copy of the proposed Chapter's bylaws will be forwarded to the Board of Directors for consideration and approval. As stated in its bylaws, the "purpose" of the Chapter must be per the national MEA association's purpose, as stated in these bylaws. A three-quarters Board member vote in favor of the Chapter certification is required and must recertify every five years.

ARTICLE V STOCK AND DIVIDENDS

Section 1. General. The organization shall not issue or have an interest in stock shares, and no dividends shall be paid out or have a business-related affiliation with MEA if seeking a leadership role. No part of the organization shall be distributed to the organization's members, directors, or officers as dividends.

ARTICLE VI MEETINGS

Section 1. Annual Meeting of the Organization. The organization's annual meeting shall be held each year at such time and place as determined by the Board of Directors. Notice shall be forwarded to each member by electronic mail or the U.S. Postal Service, said method(s) to be decided by the Board of Directors, at least ten days before said meeting.

Section 2. General Membership Meetings. The Chairman may call General membership meetings at any time or by the Secretary upon receiving a written request of one-third of the Board of Directors. Notice of such meeting shall be forwarded to the membership by electronic media or the U.S. Postal Service, said method(s) to be decided by the Board of Directors, at least ten days before said meeting. The purpose and agenda for the meeting will be provided at least ten days before the meeting. Electronic voting for issues and proposed business will be provided where appropriate.

Section 3. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors should be held at least semiannually and remotely unless otherwise determined by the Board. The time and place of such meetings will be fixed after the previous meeting. The Executive Committee (see ARTICLE VIII, Section 3.) will review information and location for upcoming Board meetings to the Directors. Notice of the meetings with agenda/material shall be given to each Director at least ten days before such meetings.

Section 4. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or upon written application directed to him/her by one-third of the Board of Directors. Notice of the time, place, and purpose of the special meeting shall be given to each Director at least two days before a special meeting.

Section 5. Annual Meeting of the Board of Directors. The Board of Directors shall hold an Annual Meeting at the Chairman's call to report on and evaluate the past year's board and Committee activities and set directions for the forthcoming year.

Section 6. Action Without a Meeting. The Board of Directors may act without a meeting if a majority of the Board consents to such action.

Section 7. Participation by multi-purpose communication (remote) networks. Members of the Board of Directors or any committee designated may participate in a meeting of such Board or Committee utilizing a teleconference, telephone, multi-purpose platform, or similar communications equipment whereby all persons participating in a discussion can hear each other. Participation by such means shall constitute presence in person at such meeting. When such an arrangement is conducted employing multi-purpose or similar communications equipment, a written record shall be made of the action taken.

Section 8. Notice. Whenever any notice or information is required to be given under the provisions of the statutes, or under the provisions of the Articles of Incorporation (Bylaws), a waiver in writing must be submitted and signed by the person or persons entitled to such notice, whether before or after the time stated shall be deemed equivalent to the giving of such notice.

Section 9. Committee Meetings. Committee meetings may be called at any time by the Board Chairman or by the Committee Chairman.

Section 10. Quorums. Five percent of the members present and voting shall constitute a quorum of members at a corporate meeting. One-third of the Directors present and voting shall constitute a quorum at a meeting of the Board of Directors, and one-third of the committee members shall constitute a quorum at a committee meeting.

Section 11. Proxies. At all meetings, a member may vote in person or by proxy. Notification of Proxy may be submitted to the Board by mail or electronic notification. Such proxy shall be filed with the Board before or at the time of the meeting. No proxy shall be valid after 30-days from the date of execution. Compliant Presidents of Chapters may assign a proxy to a Chapter Officer for any Board meeting for which he/she is unable to participate.

ARTICLE VII ELECTIONS

Section 1. Time of Elections. Directors and officers shall serve until their successors are duly elected and installed in office. Directors and officers may be re-elected without limitation. Directors and officers shall take office immediately following their election unless otherwise determined by the Board of Directors. Directors and officers shall be elected annually. Elections at the annual meeting will be by a voice vote of the members present and voting, by valid proxies filed with the Board, or electronic methods as determined and published by the Board. MEA members unable to attend the annual meeting may perform

electronic voting. The Treasurer will certify to the Secretary that members that voted are current and in good standing. The Secretary will attest to the Board's current Chairman that the election meets the By-Laws' requirements.

Section 2. Nominating Committee. A three Board member Nominating Committee will be named by the Board Chairman, not fewer than thirty days before the vote date. The Chairman- *Emeritus* will chair the Nominating Committee. The Committee will prepare a slate of candidates to fill positions on the Board of Directors and the organization's officers. The Committee will ascertain the eligibility, availability, and willingness of each of the candidates to accept the responsibilities of his/her proposed position.

Section 3. Notification. The Nominating Committee will present its slate of nominees to the Secretary of the Organization whose duty it will be to notify the membership of the slate of candidates by electronic mail or the U.S. Postal Service, said method to be decided by the Board of Directors, at least thirty days before the vote date.

Section 4. Additional Nominations. Additional names of candidates for the position(s) of Director or Officer may be nominated by electronic means or at the meeting, provided that evidence of the 'candidates' eligibility, availability, and willingness to serve in said positions is validated.

Section 5. Qualifications. Only regular members will be allowed to serve as Directors and as officers. It shall be the duty of the Secretary of the Organization to certify as to the eligibility of all proposed nominees.

Section 6. Voting. Each member shall have one vote for each Director and officer position to be filled.

Section 7. Elections. Elections may be conducted by mail or electronic mail using procedures established and approved by the Board of Directors.

Section 8. Proxies. A member may vote by proxy, as established in Article VI, Section 11.

Section 9. Quorum. Five percent of the members present and voting shall constitute a quorum for the vote.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Number of Directors. The number of Directors may be increased or decreased from time to time, but the number in no event shall be fewer than three.

Section 2. Composition of the Board. The Board of Directors shall consist of all elected officers of the organization, elected Directors-At-Large who will be assigned specific duties (e.g., Webmaster) by the Chairman, the President, or the General Counsel. If an Executive Director is appointed, they shall serve as an ex-officio (non-voting) member of the Board. A Chapter President of any MEA Chapter is eligible to become a member of the Board based on the provisions of Article VII and bylaws being adhered to.

Section 3. The Executive Committee. The Executive Committee shall consist of the Board Chairman, President, Vice President, Secretary, and Treasurer.

Section 4. Authority of the Board of Directors. The property, affairs, and business of the organization shall be managed by the Board of Directors, which may exercise all such powers of the organization and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the members. The Board of Directors may appoint trustees for holding title to the property on behalf of the organization.

Section 5. Officers. The Organization's Officers shall be as follows: Board Chairman, President, Vice President, Secretary, Treasurer, and General Counsel. These officers shall perform the duties incumbent upon their respective offices. All are elected, and all serve as members of the Board of Directors. The Chairman shall be elected for a term of office for three years when succession plans are satisfied. Usually, the first year of his/her term shall be as Vice President. The second-year shall be as President, and the third shall be as Chairman. All other officers shall have terms of office of one year unless stipulated otherwise in these Bylaws or voted on by the Board.

Section 6. Parliamentarian. With the consent of a majority of the Board of Directors, the Chairman or President may appoint a Parliamentarian, when necessary, and be introduced every three years. The Parliamentarian shall promote rules of order and procedures for the conduct of meetings of deliberative gatherings. The Parliamentarian may assist in interpreting bylaws and rules of order, planning and conducting meetings to include administrative duties with the Board's consent, and serving as an ex-officio (non-voting) member of the Board.

Section 7. Directors-At-Large. Directors-At-Large shall consist of elected Directors. The Chairman-Emeritus shall serve as an additional Director-at-Large for continuity of governance and in support of the Chairman.

Section 8. Vacancies. Vacancies on the Board of Directors or among the officers shall be filled by a majority of the Board of Directors present and voting. Members should vote to fill a vacancy that will serve the unexpired portion of the position to which elected.

Section 9. Committees. The Board Chairman may appoint persons to serve on special or standing committees as the Board may determine necessary. Appointment and tasking shall be orally or in writing at the Board's discretion. Actions by any Board committees shall be reported to the Board of Directors at the meeting next succeeding such action. A Board member appointed to a committee by the Chairman shall chair the Committee, and the Committee may include MEA members.

Section 10. Policies and Procedures. The Board shall require policies and procedures to be written, as necessary, to ensure the association's efficient operation. Policies and procedures shall be consistent with the Articles of Incorporation and these bylaws. The association's policies and procedures may be modified, changed, or eliminated by a majority vote of the Board members present and voting or via electronic ballot as decided by the Board to be an acceptable voting method at a scheduled Board meeting.

Section 11. Removal. Directors may be removed with or without cause by a majority vote of the Directors at any meeting duly called, and a quorum is present. Consequently, the remaining Directors may elect successors to fill any resulting vacancies for the remainder of the unexpired terms.

Section 12. Transactions with Interested Directors. No contract or other transactions between the organization and one or more of its Directors or any other organization, firm, or entity of its Directors or officers is authorized. Any person(s) with a financial interest in MEA is ineligible to serve on the Board. An elected Board member must recuse themselves if either of the following conditions is met:

- a. Member having a relationship or interest must be disclosed to the Board of Directors or Committee which authorizes, approves, or ratifies a contract or transaction or;
- b. Seeks a contract or transactions with the organization.

No Director(s) may be engaged in determining any contract that authorizes, approves, or ratifies such an agreement or transaction on behalf of MEA. Notwithstanding the above, the organization shall make no loan to any of its Directors or Officers.

Section 13. Compensation. Directors and committee members shall be entitled to reasonable reimbursement for their services as Directors and members of such committees when representing MEA. Approval for reimbursement shall be approved by the Chairman with notification to the Board by the Treasurer that a reimbursement expense occurred. No Director shall receive compensation under any provisions for services.

ARTICLE IX OFFICERS

Section 1. Board Chairman. Presides over Board and executive committee meetings, strategic planning, policies, programs, and schedules; outlines at least one internal program/procedure or Article per quarter that improves MEA's mission and outreach opportunities. The Chairman's duty shall be to abide by and enforce the Articles of Incorporation and bylaws provisions. The Chairman will preside at all meetings of the membership and the Board. In further recognition of a Chairman's leadership and contributions to MEA, the Chairman shall be designated with the honorary title of "Chairman Emeritus," which shall be a non-Board and a non-officer position.

Section 2. President and Chairman-Elect. Guides and manages the strategic plan, policies, programs, and schedules; schedules at least three executive committee meetings and assist with at least one internal program/procedure or Article per quarter that improves MEA opportunities. In the absence or disability of the Board Chairman, the President shall assume and execute the duties of the Board Chairman. He/she shall serve as an administrative assistant to the Chairman and be responsible for planning the next transition of MEA executive leadership.

Section 3. Vice President. Take the lead on implementing at least one internal program/procedure or Article per quarter that improves MEA opportunities that aligns with the organization. Updates and maintains all MEA related and sponsored websites and networks; coordinates with all the directors-at-large and ambassadors to ensure that all things work smoothly; communicates internal program/procedure. Submits one Article or referenced editorial per quarter that improves MEA opportunities into website publication.

In the absence or disability of the President and the Chairman-elect, the vice president shall assume and execute the President's duties.

Section 4. Secretary. The Secretary shall record all votes and the minutes of all the board proceedings and perform duties for the standing committees when required. The Secretary

shall offer such notice as is required of all meetings of the membership and the Board of Directors and shall perform such other duties as may be approved by the Board of Directors, President, or Chairman. The Secretary shall keep in safe custody the seal of the organization (when provided) and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by signature. The Secretary may seek General Counsel or administrative support when accomplishing these duties.

Section 5. Treasurer. The Treasurer shall monitor all the organization's transactions and shall report to the Board of Directors, as required, associated with all transactions regarding the organization's financial condition. He/she shall present an annual report and balance sheet at the end of each fiscal year with the installation of new officers and shall turn over all records in good order at the end of his/her tenure of office to the succeeding Treasurer. The Treasurer will prepare a Pro Forma budget for the 'Organizations' next Fiscal Year. The Treasurer shall serve a two-year term.

Section 6. General Counsel. The General Counsel will advise the Board of Directors and guide the organization on legal issues.

ARTICLE X FISCAL MATTERS

Section 1. Deposit. The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the organization not otherwise utilized shall be deposited to the organization's credit.

Section 2. Checks. All checks or demands for money and notes of the organization shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate.

Section 3. Fiscal Years. The Organization Fiscal Year is from July 1 through June 30.

Section 4. Organization Budget. The Treasurer will prepare a two-year Pro-Forma budget, with input from Board members to the President.

Section 5. Fiscal Reporting. The Treasurer shall provide to the Board monthly Cash Flow and Balance Sheet reports. After each Fiscal Year, the Treasurer shall provide an annual report of income and expenditures.

Section 6. Financial Audit. The President shall assign Board members to a committee that will conduct an audit of the organization's finances at each fiscal year's completion. The Committee shall provide the President with recommendations for an independent audit.

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General. The organization may indemnify duly elected Directors, Officers and administrators (hereinafter referred to as Corporate Agent) against reasonable costs and expenses incurred by him/her in connection with any claim, action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been an elected Director or Officer of the Organization. Exceptions relate to any actions, suits, or proceedings in which he/she shall be adjudged liable because of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office. In the absence of an adjudication that expressly absolves a Corporate Agent of

liability to the organization arising from allegations of willful misfeasance, bad faith, gross negligence, and reckless disregard of the duties involved in the conduct of his/her office, or as the organization may indemnify the Agent against payments made, including reasonable costs and expenses, provided that such indemnification shall be conditioned upon the prior determination by a resolution of two-thirds of those members of the Board of Directors of the Organization who are not involved in the action shall have been made by a written opinion of independent counsel. Amounts paid in a settlement shall not exceed costs, fees, and expenses that would have been incurred if the action, suit, or proceeding been litigated to a conclusion. The foregoing rights and indemnification shall not be exclusive of any other rights to which said the Corporate Agent might be entitled according to law. At any time, the organization may, through the action of its Board of Directors, obtain appropriate indemnification insurance to insure itself against any liability that may arise under this Article.

Section 2. Insurance. The organization shall maintain insurance policies for Non-Profit Directors and Officers Liability, and employee theft of Money, Securities, or Other Property.

ARTICLE XII SEAL

Section 1. Seal. The organization may employ a seal of such design as may be adopted by the Board of Directors.

ARTICLE XIII AMENDMENTS

Section 1. Procedures. These bylaws may be altered, amended, or repealed by action of two-thirds of the votes of the elected Board of Directors at any regular meeting of the Board of Directors or any special meeting if notice of such proposed action is contained in the notice of special meeting. These bylaws may also be repealed or changed, and new bylaws made by the organization members in accordance with the laws of the Commonwealth of Virginia.

ARTICLE XIV CONTRACTS

Section 1. General. The organization has the requirement to compete for contracts associated with products and services, including the MEA Website, administrative support, when requested, advertising, job networking events, multi-media platform usage, and facility and support facilitation purposes.

Section 2. Approvals. The Board of Directors will approve requirements for Contracts. Any Director may identify and recommend a contractual need and identify the budget amount. All contract actions will become a part of the MEA budget. The Treasurer will determine that there are sufficient monies available to fund the requirement and advise the Board members prior to the vote for approval.

Section 3. Implementation. The MEA Treasurer or a Director designated by the MEA Board may negotiate for the organization. The negotiations and any subsequent contract may not exceed the authorized funds without MEA Board approval.

- a. The Treasurer or the Director assigned will provide a copy of the draft contract documents to the MEA General Counsel prior to negotiations or implementation for review and comment. All Contract documents will describe the products or services to be acquired, a schedule for delivery, and requirements for MEA materials or services, including payment, necessary to accomplish the contract.
- b. The Treasurer, or Director assigned, will provide a copy of the signed contract documents to the Secretary and other Directors as appropriate. Upon completing the contract or services, the Director assigned will notify the MEA Board that the contract has been completed and all services rendered are paid.

CERTIFICATION

I, John H. Bridges III, President and Chairman-Elect of the Marine Executive Association (MEA), certify that the preceding is true and a certify this a current copy of MEA's Bylaws, duly voted and adopted by consensus by the Executive Committee and Board of Directors Representative on December 14, 2020.



President and Chairman-Elect, MEA