THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

ARTICLE l. NAME OF ORGANIZATION

Section 1. Name

The name of the corporation is The Ninth Infantry Division Association.

Section 2. Resident Agent of the Corporation

The Ninth Infantry Division Association is registered as a corporation under the laws of the State of Rhode Island. The resident agent of the Corporation is to be a resident of the State of Rhode Island. The principal office of the Corporation can also be at such place as the Board of Governors shall designate without further amending these Bylaws.

Section 3. Emblem

The Association shall be the sole authority for establishing the official emblem of the Ninth Infantry Division Association and for controlling the issuance, manufacture and distribution of such emblems and insignias.

ARTICLE ll. STATEMENT OF PURPOSE

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future federal tax code hereafter in effect. In furtherance of such purposes, the activities of the corporation may include, but shall not be limited to, the following:

a. To perpetuate the memory and history of The Ninth Infantry Division and its veterans;
b. To preserve the esprit de corps of the Division;
c. To assist in promoting everlasting world peace exclusively by means of educational activities;
d. To serve as an information resource about The Ninth Infantry Division.

The corporation shall be operated exclusively for such purposes. No part of the corporation's net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The assets and properties of the corporation are hereby pledged for use in performing its exempt functions.

ARTICLE Ill. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to any Ninth Infantry Division World War Il or Vietnam War veterans who served in combat or in peace time; veteran widows, spouses, and lineal descendants of those who served in The Ninth Infantry Division; and any other party interested in the history or the values of The Ninth Infantry Division.

Membership is granted to eligible applicants after completion and receipt of a membership application and annual dues.

Membership is contingent upon being up-to-date on membership dues. Membership runs from July 1 of the current year to June 30 of the following year.

THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

Section 2. Rights of Members

Each member in good standing and present at the meeting shall be entitled to one vote. Voting by proxy shall not be allowed. Included in membership shall also be a subscription to The Octofoil.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings

There shall be an Annual Meeting of the membership for the purpose of electing the Board of Governors, receiving reports on the activities of the association, determining the direction of the Association for the coming year and transacting any other lawful business. The specific date, time and location of the Annual Meeting shall be fixed by the Board of Governors.

In conjunction with the Annual Meeting of the membership various functions may be held as distinct from the business sessions of the Association. Such functions are to be known collectively as the Annual Reunion. The Board of Governors shall name a person(s) to be General Chairman for the next reunion.

Section 2. Special Meetings

Special meetings of the members, for any purposes, unless prohibited by statute, may be called by the President, the Executive Committee, or a simple majority of the Board of Governors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member, by mail, ~~or~~ email, or remote communications technology not less than thirty (30) days prior to the meeting. (approved change 6/14/26)

Section 4. Quorum

A quorum for the Annual Business meeting of the members shall consist of at least twenty-five percent (25%) of the members registered at the Annual Meeting and will constitute a quorum for the duration of the Annual Reunion. This twenty-five percent (25%) quorum shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, by the certificate of incorporation, or these Bylaws.

If this 25% number shall not be present at any meeting of the Association, the members present in person shall have the power to adjourn the meeting from time to time without notice, other than the announcement at the meeting, until the requisite number of members shall be present. At such adjourned meeting at which the requisite number of members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. All elections and all questions shall be decided by plurality vote.

Section 5. Voting

All issues to be voted on including elections shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 6. Meetings by Remote Communications Technology

In addition to holding in-person meetings, the Annual General Membership Meeting, Board of Governors meetings, Executive Committee meetings, special meetings, and committee meetings established under these Bylaws may be held by means of a remote electronic communication system, including videoconferencing technology, electronic video, or telephonic platforms that allow for simultaneous, audible communication, permitting each person participating in the meeting to communicate with all other persons in the meeting. Participation in remote communications technology shall constitute presence in person at the meeting for all purposes, including quorum and voting. (approved change 6/14/26)

THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

ARTICLE V. BOARD OF GOVERNORS.

Section 1. General Powers

The Board of Governors shall be responsible for the management of the affairs of the Association with full power to perform all lawful actions to carry out the purposes of the Association, but may not perform any actions which by statue, or by certificate of incorporation or by these Bylaws are directed or required to be performed by the members.

Section 2. Election of Board of Governors

The Nominating Committee shall submit prior to the Annual Membership Meeting the names of those persons for the Board of Governors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the Annual Meeting of the members. Those Governors elected shall serve a term of three (3) years, commencing at the next meeting following the Annual Meeting.

Section 3. Number, Tenure, Requirements, and Qualifications

The number of Governors shall consist of no less than seven (7) nor more than fifteen (15) including the following officers: President, Vice-President, Secretary, and Treasurer.

The members of the Board of Governors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Governors must be elected by a majority vote of the Association members present and voting at the Annual Meeting.

Each member of the Board of Governors shall be a member of the Association whose membership dues are paid in full and shall hold office for a three-year term as submitted by the Nominations committee.

~~Members of the Board of Governors may serve two (2) additional three-year terms.~~ (approved change 9/7/25)
The terms of the Board of Governors shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Governors shall expire,

Past Presidents of the Association and past members of the Board of Governors may be appointed by the Board as Advisors to the Board. Advisors to the Board may attend Board meetings and may take part in the discussions but may not vote. An Advisor position on the Board shall not prevent the future election of such Advisors as a regular member of the Board.

Section 4. Annual Meetings

The Board of Governors shall hold an Annual Meeting. The Board of Governors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Governors no less than ten (10) days, prior to the meeting date by mail~~, or~~ email or remote communications technology. (approved change 6/14/26) The Board of Governors may hold their meetings and keep the books of the Association outside of the State of Rhode Island at such other places as they may from time to time determine.

Section 5. Special Meetings

Special meetings of the Board of Governors may be called by or at the request of the President or any two members of the Board of Governors. These meetings shall be held in person or by ~~telephone~~ remote communications technology. (approved

change 6/14/26) The person or persons authorized to call special meetings of the Board of Governors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 6. Notice

Notice of any special meeting of the Board of Governors shall be given at least ten (10) days in advance of the meeting by ~~telephone, facsimile or electronic methods or by written notice~~. mail, email, or remote communications technology.. (approved change 6/14/26) Any Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waver or notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum

The presence, in person of a majority of current members of the Board of Governors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Governors present at a

meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Forfeiture

Any member of the Board of Governors who fails to fulfill any of his or her requirements as set forth in Section 3 of this Article by June 30th shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Governor in writing that his or her seat has been declared vacant, and the Board of Governors may forthwith immediately proceed to fill the vacancy. Members of the Board of Governors who are removed for failure to meet any or all of the requirements of Section 3 of this Article are not entitled to vote at the Annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these Bylaws.

Section 9. Vacancies

A member of the Board of Governors who can no longer serve out their term shall send a letter or email to the President of the Board of Governors informing the President that they can no longer serve their term.

Whenever any vacancy occurs in the Board of Governors or the Executive Committee for whatever reason, it shall be filled without undue delay by a majority vote by mail, ~~or~~ email, or remote communications technology of the remaining members of the Board of Governors. (approved change 6/14/26) The person so elected shall hold membership on the Board of Governors for the unexpired term in respect to which such vacancy occurred.

Section 10. Compensation

Members of the Board of Governors shall not receive any compensation for their services as Governors.

Section 11. Informal Action by Directors

Any action required by law to be taken at a meeting of the Governors, or any action which may be taken at a meeting of Governors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Governors following notice of the intended action to all members of the Board of Governors.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Parliamentarian by reference to Robert's Rules of Order. The Parliamentarian is appointed by the President.

THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

Section 13. Removal

Any member of the Board of Governors may be removed with or without cause, at any time, by vote of threequarters (3/4) of the members of the Board of Governors if in their judgment the best interest of the Association would be served thereby. Each member of the Board of Governors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Governors shall automatically be removed from office.

Members of the Board of Governors who are removed for failure to meet the minimum requirements in Section 3 of this Article in these Bylaws automatically forfeit their positions on the Board pursuant to Section 8 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board of Governors shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Association.

Section 1. President

The President duties:

a. Shall preside at all meetings of the members, the Board of Governors, and the Executive Committee.
b. Shall assist in the formation of all policies of the Association.
c. Shall have general and active management of the business of the Board.
d. Shall meet and confer with all other associations and agencies with a view to accomplishing the purpose for which this Association is formed. e. Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
f. Shall submit a report of the operations of the Association for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this Association.
g. Shall be Ex-officio member of all standing committees
h. Shall have the power and duties usually vested in the office of the President as well as additional powers and duties as may be prescribed from time to time by the Board of Governors.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President, The Vice-President ~~shall~~ may rotate into the Presidency when the term of the President expires. (approved change 7/30/23)

The Vice-Presidents duties:

a. Shall learn the responsibilities and duties of the President.
b. Shall have the duty of chairing their perspective committees.
c. Shall perform such other duties as may be determined, from time to time, by the Board of Governors or the President.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Governors and of the Executive Committee, and all meetings of members, and will act as a clerk thereof,

The Secretary's duties:

a. Shall record all votes and minutes of the meetings of the Board of Governors, and the Annual meetings of the members. In concert with the President shall make the arrangements for all meetings of the Board and the Annual Meeting of the Association.
   Exception: In the case where there is an Annual Reunion Chairperson or Committee, the President upon coordination with the Secretary, may assign the duties for the Annual Meeting to someone other than the Secretary.
b. Shall send notices of all meetings to the members of the Board of Governors and shall take reservations for the meetings.
c. Shall perform all official correspondence from the Board of Governors as may be prescribed by the Board or the President.
d. Shall perform such other duties as may be prescribed by the Board or the President.

Section 4. Treasurer

The fiscal year shall be the July I- June 30.
The Treasurer's duties:

a. Shall perform all of the financial and fiscal duties necessary to carry out the fiscal purposes and policies set forth by the Association.
b. Shall submit a complete and accurate report of the finances to each annual meeting of the Association, a statement of records showing income, expenditures, and pending income, and shall likewise submit a similar statement to the Board of Governors at each of their meetings and whenever called for by the Board of Governors.
c. Shall have charge of the books and accounts of the Association and shall enter thereon all receipts and disbursements. These books shall be kept current at all times and open to inspection at any time by any member of the Board of Governors. The Treasurer shall have custody of all funds of the Association and shall have the authority to make disbursements there from, subject to any pre-mentioned or legal restrictions.
d. Shall deposit in a designated bank as approved by the Board of Governors all monies of the Association.
e. All checks or demands for funds and notes of the Association shall be signed by the Treasurer or the President. Appropriate signature records shall be submitted to the Corporate bank whenever there is a change in either of these officer positions.
f. All records of deposit and checks shall be reviewed by an outside accounting firm.
g. Shall assist in direct audits of the funds of the Association according to funding source guidelines and generally accepted accounting principles. The Treasurer shall submit all accounting records, check books, and any other financial records to an authorized Certified Public Accountant (CPA) for a required annual audit of the financial records of the Association. The CPA will be selected and authorized by the Board of Governors. The results of this audit will be set9d sent to the Treasurer who shall forward the results to the editor for publication in The Octofoil.
h. Shall perform such other duties as may be prescribed by the Board of Governors or the President.

Section 5. Election of Officers

The Nominating Committee shall submit prior to the Annual meeting of the Board of Governors the names of those persons for the respective offices of the President, Vice President, Secretary and Treasurer. Nominations shall also be received from the Board members after the report of the Nominating Committee. The election shall be held at the Annual Meeting of the Board of Governors.

Officers shall be eligible to succeed themselves in their respective offices.

THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

Section 6. Removal of Officer

The Board of Governors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Governors and elect a successor for the unexpired term. No officer of the Board of Governors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

Whenever any Officer vacancy occurs, it shall be filled without undue delay by a majority vote by mail, ~~or~~ email or remote communications technology of the Board of Governors. (approved change 6/14/26)

The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee

The four (4) officers serve as the members of the Executive Committee: President, Vice President, Secretary and Treasurer. The Executive Committee shall have all the powers and authority of the Board of Governors in the intervals between meetings of the Board of Governors, and is subject to the direction and control of the full Board.

Section 2. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, etc. The Board President appoints all committee chairs.

Section 3. Membership Committee

The chair of the Membership Committee shall be appointed by the President.

The duties of the Membership Chair:

a. Shall collect the membership dues from every member of the Association
b. Shall be responsible for issuing membership cards according to the design and style decided upon by the Board of Governors.

Section 4. Newsletter Committee

This committee is chaired or co-chaired by the newsletter editor(s), who is appointed by the President. The term of office shall have no limit as long as the editor is available to prepare the document for timely publication.

Membership in the Association includes a subscription to The Octofoil, the official newsletter of The Ninth Infantry Division Association. The subscription year is July 1 of the current year to June 30 of the following year.

Section 5. Annual Meeting Committee

The Chair of the Annual Meeting Committee shall be appointed by the President.

The Annual Meeting Committee's duties:

a. Shall chose the hotel location, plan meals and schedule events, arrange entertainment, transportation and press coverage for the Annual Meeting.
b. Shall obtain sponsors within the Association and from the city where the meeting will be held.
c. Shall assist in organizing the Memorial Service.

THE NINTH INFANTRY DIVISION ASSOCIATION BYLAWS

Section 6. Nominating Committee

The Nominating Committee shall be appointed by the President.

The Nominating Committee's duties:

a. Shall submit prior to the Annual Meeting the names of those persons for the respective offices of the Board of Governors.
b. Shall submit prior to the Board of Governors Annual Meeting a slate of officers from within the Board of Governors members.
c. Shall be responsible for nominating persons to fill vacancies on the Board of Governors which occur between Annual Meetings, including those of officers.

ARTICLE VIII. INDEMNIFICATION

Section I. General

To the full extent authorized under the laws of the State of Rhode Island, the Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Association, or any person who may have served at the Association's request as a director or officer of another Association (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Governors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Governors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The Association shall keep complete books and records of account and minutes of the proceedings of the Board of Governors and the Annual Membership Meeting.

ARTICLE X. AMENDMENTS

Section I. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Governors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a

summary of the changes to be effected thereby shall be given to each Director by facsimile, or by e-mail or at least thirty (30) days if delivered by mail.

Section 2. Bylaws

The Voting Members of the Association may amend or repeal these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member not less than fourteen (14) days prior to the Annual Meeting or Special Meeting.

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but the Board of Governors, after paying or making provision for the payment of all liabilities of the corporation, shall transfer and set over such property unto an organization which is exempt from federal income taxation under section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation carried out in furtherance of the purposes specified in these Articles of Incorporation, and, if none be then in existence, then such funds or property or rights thereto shall be transferred and set over in such manner and to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or organizations) exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Governors in its sole discretion shall determine.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Board of Governors or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the nine (9) preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Governors on this 1 day of AUG, 2018

Tony R Barnhart
President – The Ninth Infantry Division Association

Mary Blann Cooper
ATTEST: Treasurer - The Ninth Infantry Division Association