

## BYLAWS

### OF

## KOH TANG/MAYAGUEZ VETERANS ORGANIZATION,

a Nevada non-profit corporation  
V4.1a

### MISSION STATEMENT

The purpose of the Koh Tang /MAYAGUEZ Veterans Organization (KMVO), is to hold sacred, and to promote the historical significance and memory, of the MAYAGUEZ Rescue Mission of May 12 - 15, 1975, on or near the island of Koh Tang, Cambodia.

To band together in fellowship and mutual support those who participated in this operation and to create and foster a band of comradeship between those involved, their families and friends, and the families and friends of those who were lost as a result of the MAYAGUEZ Rescue Operation.

To promote an everlasting tribute for the last forty-one names inscribed in the Viet Nam Veterans Memorial, that their sacrifice will not be forgotten.

To encourage, promote and support efforts to ascertain the status, and effect the recovery of the remains of those still listed as Missing In Action from the MAYAGUEZ Operation so that they may have a proper burial.

To perpetuate the historical significance of this operation with fitting acts to observe the anniversary of the Battle of Koh Tang, and the Recovery of the S. S. MAYAGUEZ.

### I. CORPORATION ARTICLES

1.1. References to Articles. Any reference herein made to the Corporation's articles of incorporation will be deemed to refer to its articles of incorporation and all amendments thereto as at any given time on file with the Nevada Secretary of State, together with any and all certificates filed by the Corporation with the Nevada Secretary of State (or any successor to its functions) pursuant to applicable law.

1.2. Seniority. The articles and Chapter 82 of the Nevada Revised Statutes will in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the articles and such law, and with these bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.3. Name. The Name of this<sup>1</sup> organization shall be the Koh Tang /

MAYAGUEZ Veterans Organization. Hereinafter; it may be referred to in these articles as KMVO.

## II. CORPORATION OFFICES

2.1. Offices. The Corporation may have such offices, either within or without the State of Nevada, as the Corporation's board of directors (the "Board of Directors") may designate or as the business of the Corporation may require from time to time.

2.2. Change of Registered Agent. The Board of Directors may change the Corporation's registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

## III. MEMBERS

3.1 Membership. The members of the Corporation (each a "Member", and collectively, the "Membership") shall be comprised of those who participated in or supported the Mayaguez Rescue Mission of May 12 – 15, 1975, on or near the island of Koh Tang, Cambodia, and their families. At all times, at least seventy-five percent (75%) of the Members must be present or former members of the U.S. Armed Forces, and at least ninety-seven and one-half percent (97.5%) must be present or former members of the U.S. Armed Forces or spouses, widows, widowers, ancestors or lineal descendants of members of the U.S. Armed Forces. The affairs of the Corporation shall be administered by the Board of Directors.

3.2 Membership: There shall be five (5) categories of membership which are individually defined as follows:

- A. **Charter** Member: Verified Koh Tang Veterans, anyone who stepped foot on, sailed around, or flew over Koh Tang or the *SS Mayaguez* in support of the MAYAGUEZ Recovery Operation. He shall be verified by the KMVO database OR member supplied copy of his DD 214/215.
- B. **Regular** Member: Individuals who do not qualify for Charter Membership however were involved in the mission on a "Support basis". i.e.: *U.S.S. CORAL SEA*, resupply ships, relay stations, aircraft maintenance/support personnel in Thailand, or on Okinawa, Japan.
- C. **Family** Members: Spouses/Parents/Siblings of alive or deceased personnel eligible for membership.
- D. **Associate** Member: an individual not otherwise eligible but is a Veteran. An individual in this category must be sponsored by a member in good standing and presented to the Board of Directors for consideration. If, in the opinion of the Board (certified by a majority vote of the Board), the candidate has a true interest in supporting KMVO and its goals, the candidate will be accepted as an Associate Member
- E. **Honorary** Member. From time to time, when deemed appropriate, the BOD by majority vote, may extend the award of an Honorary Membership in the KMVO to an individual who has made a significant or extraordinary contribution to the betterment of the KMVO. Honorary members may not vote or run for office. Non US Armed Forces Honorary members, may not exceed 2.5% of membership totals.

**3.3 Rights of Members:** Members in good standing of any category shall have the right to participate in any and all KMVO activities. Only dues paying Charter or Regular Members in good standing shall have the right to vote.

- A. Discipline. The Board of Directors is empowered to drop from membership any member who by a two thirds majority vote of the total membership of the Board of Directors is considered to be a discredit to KMVO. Members dropped under this provision are not entitled to a refund of their dues. An individual who has been dropped as a member may reapply for membership after one calendar year from the date of dismissal by submitting a letter to the BOD and be reinstated if approved by a two thirds majority vote of the BOD.
- B. The Board of Directors my majority vote are hereby authorized to establish other qualifications for regular memberships as it deems appropriate from time to time in order to fulfill the purposes of the KMVO.
- C. The Board of Directors my majority vote shall have the authority to waive the dues of any individual in cases of whatever extenuating circumstances deemed appropriate at the time.
- D. DUES: Annual dues will be established by the Directors and approved by majority vote by the general membership in attendance at the biennial meeting.
- E. Annual dues \$0.00 per year. Payable by May 1<sup>st</sup> each year. Any member not paying dues by May 1<sup>st</sup> is considered to be in arrears. Lifetime dues are the sum of Ten (10) times the annual dues.

#### **IV. BOARD OF DIRECTORS**

4.1. Board Membership. The Board of Directors shall be comprised of not less than five (5) and not more than nine (9) members (each such member, a “Director”). Each Director’s term of office shall be two (2) years. A Director may serve unlimited terms. The directors shall be elected by the Members. The Board of Directors shall have general powers to manage and direct the activities of the KMVO. The Board shall consist of; President, Vice-President, Secretary, Treasurer, Quartermaster/Store Keeper, Immediate Past President, and three Directors at large. All are elected by membership except Treasurer and Store Keeper who are appointed by the President and approved by a majority vote of the Board of Directors.

4.3 Regular Meetings. A regular annual meeting of the Board of Directors is to be held at such place and time as a majority vote of the Board of Directors shall determine. Additional regular meetings may be held at regular intervals at such places and at such times a majority vote of as the Board of Directors may determine.

4.4 Special Meetings. Special meetings of the Board of Directors may be held whenever and wherever called for by the President or the number of Directors that would be required to constitute a quorum.

4.5 Notices. No notice need be given of regular meetings of the Board of Directors. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special meeting will be given to each Director in person or via mail, electronic mail or facsimile addressed to him or her at his or her latest address or facsimile number appearing on the

Corporation's records. Notice to any Director of any such special meeting will be deemed given sufficiently in advance when (i) if given by the United States Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five (5) days before the meeting date, (ii) if personally delivered or delivered by electronic mail, the same is transmitted at least two (2) days before the meeting date, or (iii) if given by facsimile, the same is transmitted and electronic confirmation of successful transmission is received at least two (2) days prior to the convening of the meeting. Any Director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after it is held. Attendance of a Director at any meeting will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

4.6 Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the Board of Directors will consist of a majority of those then in office. Board members may participate electronically via telephone, video conference, etc. and be considered present.

4.7 Voting. Any matter, with the exception of a proposed bylaw change, submitted to a meeting of the Board of Directors may be resolved by a majority of the votes cast thereon. In the case of equality of votes, the Chairman of the meeting will have an additional or deciding vote.

4.8 Committees. The Board of Directors, from time to time, by resolution adopted by a majority of the entire Board, may appoint other standing or temporary committees, and vest such committees with such powers as the Board may include in its resolution; provided, however that such committees shall be restricted in their authority as follows. A committee shall not have the authority of the Board of Directors in reference to the following matters: (i) the filling of vacancies on the Board of Directors or in any committee of the Board of Directors, and (ii) the amendment or repeal of the articles or the bylaws, or the adoption of new articles or bylaws. A member of any committee may be removed, with or without cause, by the Board of Directors. In the event any vacancy occurs in a committee, it shall be filled by the Board of Directors. Unless otherwise specifically required pursuant to a resolution adopted by a majority of the entire Board, a member of a committee need not be a Director of the Corporation.

4.9 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

4.10 Compensation. No Director shall receive or be entitled to receive any compensation from the Corporation by reason of serving on the Board of Directors of the KMVO. Notwithstanding the foregoing, a Director may be reimbursed for reasonable expenses, if any, incurred by the Director on behalf of the KMVO.

4.11 Action by Directors Without a Meeting. Any action required or permitted to

be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all Directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote of the Directors or committee members of the KMVO at a meeting duly called and noticed.

4.12 Meetings by Conference Telephone. Any member of the Board of Directors or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person, unless otherwise stated as provided in Section 4.5 above.

4.13 Removal From the Board of Directors. Upon application to the directors by any member and after a majority vote of the directors, any board member may be removed for cause by a majority vote of the BOD.

Causes include, but are not limited to:

- a) Three consecutive un-excused absences as deemed by the Directors with regard to Board of Directors meetings.
- b) Financial irresponsibility concerning KMVO funds.
- b) Engaging in activities contrary to the goals and purposes of the KMVO as outlined in the by-laws.

4.14 Fund raising activities undertaken by the KMVO must be authorized and approved by the Board of Directors.

## **V - - MEETINGS OF MEMBERS**

**5.1** Regular meetings of the members shall be held biennially on such date as shall be determined by the Board of Directors and announced to the individual members.

**5.2** When The biennial meetings of the KMVO shall be held in the month of May, beginning with the year 2010, on a date and at a time and place determined by the BOD for the purpose of electing and installing officers and transaction of such other business as may properly come before the meeting.

**5.3** Special meetings of the members may be called at any time by the President, and shall be called by the President or Secretary at the request of a majority of the BOD.

**5.4** Where All meetings of members shall be held at such a place as the BOD may select and designate in the notice of such meeting.

**5.5** Notice of the biennial or special meetings of members stating the purpose for which the meeting is called, the date, time, and place it is to be held, shall be delivered: in person, by phone, by mail, or by electronic mail (e mail), to address of record, to each member entitled to vote at such meeting, and not less than 7 days before any meeting.

**5.6** Quorum The members present and entitled to vote at any meeting provided that at least 50 percent of the Board of Directors is also present, shall constitute a quorum for the transaction of business, or general membership business with pre approved excused absentees being accepted.

**5.7** Membership Overrule A vote of two-thirds of the membership present at a scheduled meeting has the right to overrule any decision made by the Directors.

## **VI. OFFICES**

**6.1** The general regular membership shall elect or appoint all officers of the Board of Directors who shall have powers and functions as hereinafter provided. All officers shall be installed at the biennial meeting of the general regular membership, or at a special function provided for that purpose. Offices of the President and Vice President shall be limited to two full consecutive terms per office.

**6.2** All Officers and Directors must be Charter or Regular class members. To serve in the office of President or Vice President you must be a Charter member. The Secretary of the KMVO will be elected position and full voting member of the BOD. The Treasurer of the KMVO will be an appointed position by the President and approved by a majority vote of the BOD and be a full voting member of the BOD. The immediate Past President shall be a full voting member of the BOD. Three additional Directors for the KMVO shall also be elected to the KMVO BOD with full voting rights. Quartermaster/Store Keeper shall be appointed by the President and approved by a majority vote of the BOD and will be a member of the BOD with full voting rights.

**6.3** In the event of death, resignation or removal of the President, the Vice President will assume the office of President. The Board of Directors, at its discretion, by majority vote, may elect or appoint successors to fill the unexpired terms of all other officers and/or directors.

**6.4** The **President** shall preside at all meetings of the members and of the Board of Directors and shall perform other duties, as the Directors shall determine. In the event of a tie vote between members of the BOD of the KMVO, the President shall have the authority to cast the tie breaking vote.

**6.5** During the absence or disability of the President, the **Vice President** shall have all the powers and functions of the President. The Vice President shall have all other duties and functions which the President shall prescribe.

**6.6** The **Treasurer** shall have the care and custody of all the funds and securities of the KMVO, (excluding committees who have the express authority of the Board of Directors to maintain their funds), and shall, exhibit these books and accounts to any officer of the KMVO upon request. A comprehensive financial statement shall be provided to the general membership at the biennial meeting, to include an audit as deemed by the Board of Directors.

**6.7** The **Secretary** shall keep the minutes of the Board of Directors and also the minutes of the meeting of the members. He/she shall attend to the giving and serving of all notices of the KMVO. He/she shall keep a membership roll containing the names of all the members of the KMVO, and if known showing their place of residence.

**6.8** The **Sergeant of Arms** shall be an appointed position and not a voting member of the BOD and will be responsible for ensuring that the meeting room is in proper order and contains an American Flag. The Sergeant of Arms will also be responsible for enforcing order during the meeting, by direction of the President.

**6.9** **Quartermaster/Koh Tang Store Keeper** shall be an appointed position but will also be a member of the BOD with full voting rights and shall maintain and control all items assigned to that position. A written inventory shall be maintained and available to the Board of Directors upon request.

**6.10** Left intentionally Blank.

**6.11** **Chaplain** shall be an appointed position and not a voting member of the BOD.

**6.12** **Reunion Chair** shall be an appointed position and not a voting member of the BOD.

**6.13** **Webmaster** shall be an appointed position and not a voting member of the BOD.

**6.14** The KMVO may have **committees**. The BOD will have a governing power regarding said committees as outlined below, but not limited to:

- a) The committees shall elect their own officers where applicable, and must be KMVO members in good standing.
- b) Any elected member of the Board of Directors, who wishes to regularly attend scheduled committee meetings, may vote on that committee.
- c) At the BOD regular meeting, the committees will provide a copy of their minutes and attendance list when applicable.
- d) All committees that keep their own funds will provide the BOD annual financial statement or as requested.
- e) All committee fund raising activities must be approved by the BOD prior to the activity.
- f) Left intentionally Blank.
- g) Upon dissolution of any committee in the KMVO, the BOD will control the disbursement of any and all remaining funds.
- h) No committee shall be authorized to make any representation, demands, or assert any position of the KMVO without approval of the BOD.
- i) All deficit spending must be pre-approved by a two thirds majority vote of the BOD.
- j) Only committee members who are KMVO members in good standing may vote to expend funds.

**6.15 Election Committee** The President of the KMVO shall appoint an Election Committee Chairman and two other committee members, from the membership, at least ninety (90) days prior to the biennial meeting. The Election Committee will be responsible for soliciting from the membership a slate of officers for the upcoming election, and publishing the proposed slate of officers at least sixty (60) days prior to the biennial meeting. Nominations may also be made from the floor at the time of the elections. All persons seeking election as an officer or Director of the KMVO shall have their names submitted to the chairman of the election committee. All candidates for office shall present appropriate documentation as the circumstances warrant, to the chairman of the elections committee, if required.

**6.16 Expenditures** The President of the KMVO, in conjunction with the treasurer shall have the authority to spend, as needed, in the course of normal operating procedures, up to the sum of \$250. Any other expenditures and any expenditures exceeding \$250, must have approval of the majority of the KMVO BOD

## **VII. RESIGNATIONS AND VACANCIES**

7.1. Resignations. Any Director, committee member, or officer may resign from his or her office at any time by written notice delivered or addressed to the Corporation at its known place of business. Any such resignation will be effective upon its receipt by the Corporation unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

7.2. Vacancies. If the office of any Director, committee member, or officer becomes vacant by reason of his or her death, resignation, disqualification, removal, or otherwise, the BOD, by majority vote, may make a selection of a successor to hold office for the unexpired term.

## **VIII. CONFLICTS OF INTEREST**

8.1 The Corporation's Conflict of Interest Policy must be consulted and satisfied prior to entering into any transaction or arrangement covered by such Policy. The directors and officers of the Corporation shall annually acknowledge such Policy consistent with Article 4.10 of such Policy.

## **IX. INDEMNIFICATION**

9.1 The Corporation shall, to the full extent consistent with applicable Nevada law, indemnify the Board of Directors, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

## **X. SEAL**

10.1 The Board of Directors may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

## **XI. AMENDMENTS**

11.1 These bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by a majority vote of the Directors at any duly-constituted meeting of the Board of Directors or, alternatively, by unanimous written consent to corporate action without a meeting of the Board of Directors. Any BOD bylaws changes then shall be voted on by the membership at the next scheduled reunion by a two-thirds vote of those members present. Amendments may also be proposed by membership at the biennial meeting by a two-thirds vote of those members present. Membership amendments must be submitted to the BOD 90 days before the reunion to assure the Board time to notify membership before such reunion. It is the responsibility of the BOD to recommend to the Membership a Yes or No vote on any changes, no matter the source.

## **CERTIFICATION OF ADOPTION**

I certify that I am the Secretary of Koh Tang/Mayaguez Veterans Organization, a Nevada non-profit corporation and have been designated by the Corporation's board of directors to act in that capacity. I also certify that the foregoing bylaws have been adopted as the Bylaws of the Corporation by its board of directors by written consent in lieu of meeting, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED the \_\_\_\_ day of \_\_\_\_\_, 6 2016.



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Secretary