

AMENDED BYLAWS
of the
COAST GUARD AUXILIARY ASSOCIATION, INC.

PREAMBLE

The Coast Guard Auxiliary Association, Inc., (the "Corporation") is the only corporation approved by the Commandant of the U.S. Coast Guard to support the activities of the U.S. Coast Guard Auxiliary. The basic organization and structure of Corporation is prescribed in Articles of Incorporation filed pursuant to the laws of the District of Columbia.

ARTICLE ONE
Offices

Section 1. Principal Office. The principal office of the Corporation shall be in St. Louis, MO or in such other location as the Board of Directors may designate.

Section 2. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may designate.

ARTICLE TWO
Membership

Section 1. Membership. The Corporation may have multiple classes of membership: one class based on membership in good standing in the U.S. Coast Guard Auxiliary and others based on levels of financial contribution to the Corporation, but not requiring membership in the U.S. Coast Guard Auxiliary.

Section 2. Classes of Membership. The classes of membership and corresponding financial contribution level required as well as benefits of each such class shall be determined by the Board of Directors.

Section 2.1. Auxiliary Membership. All members of the U. S. Coast Guard Auxiliary except honorary members and retired members are Auxiliary members of the Corporation.

Section 2.2. Associate Membership. Associate membership is available for individuals, acting individually or as a group or entity, who do not become Auxiliaries, for whatever reason, but desire to support the Auxiliary as an organization and its activities as well as support the Auxiliary members in their voluntary services in support of the authorized missions of the U.S. Coast Guard Auxiliary. In addition, Associate membership is available for all honorary and retired members of the Auxiliary. The categories of Associate Memberships are determined based upon the amount of annual contributions.

Section 2.3. Board, Officers and Staff Membership. Association Board, officers and staff members are members of the corporation during their volunteer service to the Association.

Section 3. Determination of Annual Membership contributions and Benefits. The Board of Directors shall, from time to time, and by resolution, determine the categories of Associate membership, the level of annual contributions for each category as well as all Corporation benefits within each class or category of associate membership.

Section 4. Place of Meeting. Meetings of the Auxiliary Members and Associate Members of the Corporation shall be held, if at all, at such places as may be determined by the Board of Directors.

Section 5. Voting. The Auxiliary Members and the Associate Members of the Corporation shall not have a vote on matters pertaining to this Corporation. The Directors of the Corporation shall have the sole voting power.

ARTICLE THREE Board of Directors

Section 1. Board of Directors. The Board of Directors shall be in accordance with the Articles of Incorporation. The Directors of the Corporation shall consist of at least five (5) but not more than twenty-five (25) directors as follows:

- (a) The incumbent National Commodore of the U.S. Coast Guard Auxiliary during his/her term of office;
- (b) The incumbent Vice National Commodore of the U.S. Coast Guard Auxiliary during his/her term of office;
- (c) The Immediate Past National Commodore of the U.S. Coast Guard Auxiliary during his/her term of office; and,
- (d) Not more than twenty-two (22) other elected Directors.

Section 2. Powers and Duties. The Board of Directors shall manage the affairs of the Corporation. The Directors are not required to be residents of the District of Columbia. The Board of Directors shall have such powers and duties as may be specified in the Articles of Incorporation, provided or permitted under applicable statutes and shall include all powers and duties not expressly denied.

Section 3. Terms of Office. Directors shall be elected by the Board of Directors to a term of two years or until their successors have been elected. The terms of office for the Chairman of the Board, and the Vice Chairman of the Board shall be their respective terms of office as the incumbent National Commodore and Vice National Commodore of the US Coast Guard Auxiliary. The Board of Directors shall elect the President to serve a term of two years. Terms of office for Directors, and President shall commence on November 1st of the year following the election of the respective Directors, and President unless otherwise specified by the Board of Directors at the time of election.

Section 4. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during each fiscal year on a date and location agreed upon by the Board of Directors.

Section 5. Special Meetings. Special Meetings of the Board of Directors shall be held at the call of the Chairman of the Board or at the request of a majority of the Board of Directors. Such call or request shall be in writing including, but not limited to electronic means, and shall specify the purpose of such special meeting. The notice of all special meetings shall be transmitted to the Secretary for dissemination to the Board of Directors unless such call is made by the Chairman of the Board and in that case, a copy provided to the Secretary. Special meetings of the Board may be held in any form or method that allows each Director to participate in such meeting including, but not limited to email, telephone, video or similar conferencing.

Section 6. Notice. The Secretary or the Chairman of the Board shall give at least ten (10) day notice of any such Special Meeting to each member of the Board of Directors, specifying the time and place of such meeting and stating the purpose(s) of the meeting. Unless otherwise decided by a two-thirds (2/3) vote of the Directors then present and voting, the business of any such special meeting shall be confined to such stated purpose(s).

Section 7. Quorum and Voting. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings. Each member of the Board of Directors shall have one vote. Unless otherwise provided in these by-laws, all actions of the Board of Directors shall be determined by a majority of the votes cast, not counting abstentions or illegal ballots.

Section 8. Conduct of Business. Unless otherwise provided by the Articles of Incorporation, these by-laws or applicable statutes, all business of the Board of Directors shall be conducted in accordance with Robert's Rules of Order (Revised).

Section 9. Removal of Directors. A Director may be removed at any time by a vote of 75% of the members of the Board of Directors in a meeting called for that purpose. The procedure for removal shall be as set out in Section 10 below with respect to notice and opportunity for hearing.

Section 10. Procedure for Removal. A Director may be removed whenever, in the judgment of a majority of the Board of Directors that the removal of a director is in the best interests of the Corporation. Prior to such removal, the Board of Directors shall direct the Chairman to notify the affected director in writing of the proposed removal and shall cite the reasons of such action. The subject director shall have an opportunity to answer or otherwise respond to the proposed action of the Board in writing and to address the Board of Directors at a meeting called to include this action. At such called meeting and after the said director has had an opportunity to respond, the director in question may be removed upon a vote of 75% of the Board of Directors. Additionally, a Director who has not attended three (3) consecutive meetings of the Board and has been unresponsive to all attempts to be contacted can immediately be removed by a 75% vote of the Board of Directors.

Section 11. Vacancies. If a vacancy occurs in the Board of Directors by reason of death, removal or resignation except in the case of offices in Section 1a, 1b and 1c above, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors or, at the discretion of the Board, the vacancy may be deferred to a separate meeting of the Board of Directors called to fill the remaining term of such director.

Section 12. Resignations. A director may resign at any time by filing his/her written resignation with the Secretary, who will notify the Board of Directors upon receipt of the resignation.

Section 13. Policies. The Board of Directors may adopt, from time to time, policies and procedures for the effective operation of the Corporation. Such policies and procedures may be attached to these Bylaws as an appendix or otherwise posted as part of the Corporation's documents.

ARTICLE FOUR Officers

Section 1. Executive Officers. The executive officers of the Corporation shall be the Chairman, the Vice Chairman and the President.

Section 2. Appointment of other Officers. The President, with the advice and consent of the Board of Directors, shall appoint or hire an Executive Director as well as appoint the Treasurer, Secretary, General Counsel, and Vice Presidents who shall hold their offices for such terms and shall exercise such powers and perform such duties as the Board of Directors shall determine from time to time. The Executive Director, Treasurer, Secretary, General Counsel, and Vice Presidents shall be officers of the Corporation. The President may also appoint such other staff as deemed necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the President shall determine from time to time. The Directors, Officers, staff and the paid employees of the Corporation are covered under the Corporation's Commercial Crime Policy for loss of money, securities and property for employee dishonesty within the limits of the insurance. In addition to the Corporation's insurance policies, the Board may obtain bonds for any officer or employee of the Corporation in such amounts as the Board, from time to time, deem necessary.

Section 3. Authorized Representatives. The incumbent U.S. Coast Guard Auxiliary Deputy National Commodores, the incumbent U.S. Coast Guard Auxiliary District Commodores and the incumbent President of the National Association of Commodores (NAC), as members of the Coast Guard Auxiliary National Board, are members of the Advisory Committee as provided in Article Thirteen herein and shall be representatives of the Corporation to the extent of the authority of those members of the Advisory Committee.

Section 4. Salaries. No executive or appointed officer of the Corporation shall receive a salary for performing the duties of office unless approved by the Board of Directors, except the Executive Director who is eligible to receive such salary, performance incentives, and other benefits as may be determined from time to time by the Board of Directors and formalized in an employment contract.

ARTICLE FIVE The Chairman and Vice Chairman of the Board

Section 1. Chairman of the Board. The Chairman of the Board shall be the incumbent National Commodore of the US Coast Guard Auxiliary. The Chairman shall preside at all meetings of the Board of Directors and shall be an Ex Officio voting member of all Standing Committees. The Chairman shall have the general supervision of the business of the Corporation, and shall see that all decisions and resolutions of the Board of Directors are implemented.

Section 2. Vice Chairman of the Board. The Vice Chairman of the Board shall be the incumbent Vice National Commodore of the US Coast Guard Auxiliary. The Vice Chairman, in the absence of the Chairman or in the event of the Chairman's inability to act, shall exercise the powers of the Chairman of the Board.

Section 3. Budget. Within thirty (30) days after the Financial Committee's Meeting, the Chairman of the Board shall submit the budget for the ensuing year, as recommended by the Financial Committee, to the Board of Directors. The Annual Budget approved by the Board of Directors at the duly called meeting shall constitute authorization for the Chairman and President to cause the expenditure of corporate funds for the purpose set forth therein.

Section 4. Spending Authority. In addition to the expenditures authorized by the Board of Directors in the approved budget, the Chairman and the President may expend a sum not exceeding five thousand (\$5,000) dollars per year, for corporate purposes, without prior authorization of the Board of Directors. Any such expense over One Thousand (\$1,000) dollars will be reported to the Board within sixty (60) days for review and approval.

ARTICLE SIX The President and Vice President(s)

Section 1. President. The President shall be an incumbent member of the Board of Directors and shall be elected as President by the Board of Directors. The term of office shall be two years and subject to re-election by the Board of Directors. The President shall be the Chief Executive Officer (CEO) of the Corporation and shall be responsible for the day-to-day operations of the Corporation and have such powers and duties as may be delegated by the Board of Directors.

Section 2. Vice Presidents. All Vice Presidents shall be appointed by the President with the consent of the Board of Directors and shall have such powers and perform such duties as may be delegated by the President or prescribed by the Board of Directors.

ARTICLE SEVEN The Executive Director

Section 1. Executive Director. The Executive Director shall serve at the pleasure and under the overall supervision of the President subject to the advice and consent of the Board of Directors, and until a successor is duly appointed or hired.

Section 2. Duties. The duties of the Executive Director shall be determined by the President and/or Board of Directors and set out in Board policies and procedures.

ARTICLE EIGHT The Secretary

Section 1. Secretary. The Secretary shall serve at the pleasure of the President and until a successor is duly appointed.

Section 2. Duties. The duties of the Secretary shall be determined by the Board of Directors and set out in Board policies and procedures.

Section 3. Temporary Secretary. In the absence of the Secretary and any Assistant Secretary from any meeting, a Temporary Secretary chosen at the meeting by the presiding officer shall record the proceedings thereof.

Section 4. Assistant Secretary. Any Assistant Secretary shall have such duties and powers as shall be delegated from time to time by the President, the Board of Directors or the Secretary.

ARTICLE NINE

The Treasurer

Section 1. Treasurer. The Treasurer shall serve at the pleasure of the President and until a successor is duly appointed.

Section 2. Duties. The duties of the Treasurer shall be determined by the Board of Directors and set out in Board policies and procedures.

ARTICLE TEN

The Standing Committees

Section 1. Standing Committees. The Standing Committees of the Board of Directors shall consist of the Advisory Committee, Audit Committee, Board Development Committee, Financial Committee, Fund Raising Committee, Management Oversight Committee, and such other permanent committees as the Board of Directors shall establish from time to time.

Section 2. Duties. The Board of Directors shall prescribe the duties, responsibilities and authority of each Standing Committee and document same in these Bylaws, by an article devoted to each such committee. As authorized in the bylaws, the Chairman of the Board shall be an Ex Officio member of each Standing Committee and appoint the members of such committees with the advice and consent of the Board of Directors. In the event that the total number of directors becomes temporarily insufficient to meet the membership requirements of all standing Committees, the Board may temporarily suspend the requirements for the number of members required on one or more Standing Committees until additional qualified directors become available. A Standing Committee may have additional responsibilities and authority as provided from time to time by the Board of Directors, including the authority to act for the Corporation in specified matter in the intervals between meetings of the Board of Directors.

Section 3. Minutes. Each Standing Committee shall keep written meeting minutes, and other records of the committee's recommendations and actions. When possible, the Secretary, or Assistant Secretary, shall attend committee meetings and keep such written minutes. The minutes of any committee meeting shall be furnished to the Chairman of the Board, the President and the Secretary. Such meeting minutes shall be available to all members of the Board of Directors and a report of committee actions and recommendations resulting therefrom shall be presented at the next Board meeting.

Section 4. Ad Hoc/Special Committees. The Chairman of the Board may appoint ad hoc or special committees from time to time and prescribe their duties, membership and authority provided; however, no such ad hoc or temporary committee shall exercise any power of the Board of Directors.

ARTICLE ELEVEN
Advisory Committee

Section 1. Advisory Committee. The members of the Advisory Committee are not members of the Board of Directors, but shall consist of the incumbent members of the National Board of the US Coast Guard Auxiliary.

Section 2. Duties. The Advisory Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE TWELVE
The Audit Committee

Section 1. Audit Committee. The Audit Committee shall consist of four (4) members who are not Officers of the Corporation and who are not members of the Financial Committee or the Management Oversight Committee. The committee shall include at least three independent voting members of the Board of Directors and one member of the Advisory Committee. The Treasurer, Secretary and Executive Director shall serve as advisors on the Audit Committee.

Section 2. Duties. The Audit Committee shall:

- (a) after consultation with the Chairman of the Board, President, Treasurer and Officer with financial oversight, select the independent Certified Public Accountant (CPA) who shall perform the Annual audit of the financial affairs of the Corporation;
- (b) communicate with the independent CPA concerning any significant accounting policies, sensitive accounting estimates, disagreements with the officers of the Corporation, difficulties in performing the audit, ethical concerns or other reportable conditions and recommendations for improvement in operations of the Corporation and compliance with applicable federal, state and local statutes, laws and regulations for the areas in which the Corporation does business.
- (c) Identify, review and recommend action with respect to business, financial, ethical and legal risk to the Corporation's operations, activities, effectiveness and reputation.
- (d) Review and respond to the independent CPA audit report for the preceding FY and related comments of the Audit Committee in a written report to the Board of Directors.

ARTICLE THIRTEEN
Board Development Committee

Section 1. Board Development Committee. The members of the Development Committee shall consist of five (5) or more members of the Board of Directors.

Section 2. Duties. The Board Development Committee shall be responsible for the overall identification, solicitation, vetting, review and recommendation of prospective individuals to serve on the Board of Directors. The committee shall institute and document the process for developing nominations for board positions. Nominations must be presented to the Board so as to allow the Board to conduct an election prior to the beginning of each fiscal year but no later than September 30th. Proposals for nominees may be received from individuals, and all proposed nominees must be vetted by the Committee who shall provide the Committee's nominations and recommendations of qualified candidates to the Board of Directors thirty days prior to the election meeting of the Board. All nominees shall meet the requirements in the Articles of Incorporation and such other requirements as the Board may, from time to time, determine.

ARTICLE FOURTEEN
The Financial Committee

Section 1. Financial Committee. The Financial Committee shall consist of the President serving as chairman, the Vice Chairman of the Board, three additional voting members of the Board and one member of the Advisory Committee. The Treasurer, the Officer overseeing financial affairs of the Corporation, the Executive Director, the Secretary and such other officers as may be appointed by the Chairman of the Board or the President shall serve as advisors on the Financial Committee.

Section 2. Duties. The Financial Committee shall:

- (a) Oversee the financial management and affairs of the Corporation and the U. S. Coast Guard Auxiliary including the development and approval of an annual Fiscal Year operating budget prior to the start of the Fiscal Year and considering inputs from the U. S. Coast Guard Auxiliary and resources available to the Corporation. Provide for the maintenance of the books of account of the Corporation including the Auxiliary, preparing and distributing regular financial reports for management and reporting required by law.
- (b) Oversee the collection, deposit, investment and disbursement of funds including dues in accordance with the approved annual budget and prudent cash and investment management policies and procedures.
- (c) Select qualified financial institutions, investment advisor(s) and management service providers for the secure deposit and investment of Corporation and Auxiliary funds.
- (d) At request of Chairman, or President, review and approve or disapprove interim expenditures, not to exceed \$25,000, needed before the next Board meeting and are not provided for in the approved annual budget.
- (e) Review and respond to the independent CPA audit report for the preceding FY and related comments of the Audit Committee in a written report to the Board of Directors.

ARTICLE FIFTEEN
Fundraising Committee

Section 1. Fundraising Committee. The members of the Fundraising Committee shall consist of the President, the Vice Chairman of the Board and at least five (5) other voting members of the Board. The Treasurer and the Officer overseeing the financial affairs of the Corporation shall serve as advisors to the Committee.

Section 2. Duties: The Fundraising Committee shall be responsible for and oversee all fundraising activities including identification, solicitation, review, development and proposal of potential opportunities and/or programs for the Corporation and obtain approval from the Board of Directors for implementation of programs to undertake approved opportunities. Development of in-house resources and/or contracting for fundraising activities may be considered for Board approval.

Section 3. Communications: Effective internal and external communications are critical to fundraising success. The worthiness of the Auxiliary as an organization to be supported through fundraising must be developed and communicated to members of the Auxiliary as well as to external constituencies for whom the Auxiliary and its efforts are deemed of value and worthy of financial support. Therefore a signal duty of the Fundraising Committee is to develop not only the messages to be communicated but also the channels for and effectiveness of the communications effort. This activity can be accomplished by a sub-committee or selected individuals both internal to the Auxiliary or the Corporation or on the Fundraising Committee, but must be addressed by the Committee.

ARTICLE SIXTEEN
Management Oversight Committee

Section 1. Management Oversight Committee: The Management Oversight Committee shall consist of the President and four other members of the Board of Directors. The Officers of the Corporation and the Executive Director shall serve as advisors to the committee.

Section 2. Duties: The Management Oversight Committee shall:

- (a) develop, periodically review and assure compliance with the Corporation's governance policies, directives and procedures.
- (b) oversee the development of the Strategic Plan and operating plans of the Corporation and review progress against such plans.
- (c) review the operations of the Corporation for effectiveness, proper conduct and adherence to best practices for achievement of the goals and objectives of the Corporation and the benefit to the members of the Corporation. Advise the Board of Directors regularly of the results of such reviews by reports at Board meetings.
- (d) provide advice, counsel and recommendations to the officers and management of the Corporation for organization and conduct of the business operations of the enterprise

ARTICLE SEVENTEEN

Dues

Section 1. Dues. All members of the U.S. Coast Guard Auxiliary shall pay dues to the U.S. Coast Guard Auxiliary as determined from time to time by the U.S. Coast Guard Auxiliary National Board. The Corporation shall serve as the fiscal agent for billing and receipt of all Auxiliary National dues.

Section 2. Waiver. The National Board of the U. S. Coast Guard Auxiliary may waive the National Auxiliary dues from time to time. The Treasurer shall be informed of any waivers granted.

Section 3. Associate Membership Contributions. The Associate Membership levels of contributions are determined by the Board of Directors of the Corporation in accordance with Article Two of these By-Laws.

Section 4. Board of Director Dues. The Board of Directors shall annually determine and set the dues for all Board members for the fiscal year in accordance with the Board commitment policy. The Treasurer shall bill of all Board members for the approved annual dues amount.

ARTICLE EIGHTEEN

Fiscal Policy

Section 1. Fiscal Policies. The fiscal policies of the Corporation are determined by the Board of Directors, provided, however, the Board may delegate to the President, the Treasurer and/or the Vice President overseeing financial affairs the power to prescribe detailed procedures for the receipt, keeping, investment and disbursement of corporate funds and assets.

Section 2. Authorized Limits. The Chairman of the Board, the President, the Treasurer, the Vice President overseeing financial affairs and the Executive Director are authorized to sign checks not to exceed \$10,000. All checks in excess of \$10,000 shall have two signatures of those authorized to sign checks or some evidence that two authorized persons are aware of and approve the disbursement. The Treasurer is authorized to transfer funds between authorized bank accounts and investment management organizations as needed and in accordance with the normal business operation of the Corporation without regard to the above stated \$10,000.00 check authorization amount provided another authorized person is aware of and approved the transfer.

Section 3. Accounting Period. The Corporation's accounts shall be kept on a fiscal year basis commencing 1 November and ending October 31.

ARTICLE NINETEEN
Amendments

Section 1. Amendments. These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any legally constituted meeting. The Appendix to these Bylaws may be amended by a majority vote of the Board of Directors at any legally constituted meeting or by mail as provided herein.

ADOPTED:

These By-Laws of the Corporation were adopted by a vote of two-thirds (2/3) of the Board of Directors present in a legally constituted meeting held on July 22, 2015.



Mark Simoni
Chairman of the Board

ATTESTED:



Richard L. Lawrence
Secretary

