

BYLAWS
OF
THE NATIONAL ASSOCIATION OF THE 6TH INFANTRY DIVISION, INC.

SECTION 1 PURPOSES AND POWERS

Purposes. THE NATIONAL ASSOCIATION OF THE 6TH INFANTRY DIVISION, INC. (the “**Corporation**”) The Corporation is organized and must be operated exclusively for educational purposes, and historic preservation.

Primary Purpose. The primary purpose of the Corporation is to preserve the history, including the personal artifacts, photos, film-images, recordings, reports, historical narratives, and personal military experiences of the veterans of the United States Army’s 6th Infantry Division for the purpose of education, historical research, and historical preservation.

- 1.1 General Powers.** Unless the Articles of Incorporation provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

SECTION 2 REGISTERED OFFICE AND REGISTERED AGENT

The Corporation must continuously maintain in the State of Oregon both:

- (a) a registered agent, who must be:
 - (1) an individual who resides in the State of Oregon;
 - (2) a corporation, a domestic business corporation, domestic limited liability company or domestic professional corporation with an office in the State of Oregon; or
 - (3) a foreign corporation, foreign business corporation, foreign limited liability company or foreign professional corporation authorized to transact business in the State of Oregon with an office in the State of Oregon; and
- (b) a registered office of the Corporation which must be the residence or office address of the registered agent.

SECTION 3 ADMISSION OF MEMBERS

3.1 Admission.

- (a) The criteria and procedures for admission of members are as follows:

- (1) Membership is open to all who uphold and support the Constitution of the United States and our primary purpose;
 - (2) The National Association of the 6th Infantry Division does not discriminate based upon race, age, gender, or national origin; and
 - (3) All members must pay membership dues, unless they are granted honorary membership on account of:
 - a) Being a widow of a deceased veteran of the 6th Infantry Division which is automatic unless membership is declined; or
 - b) Granted honorary membership at the discretion and upon a majority vote of the Board of Directors of the 6th Infantry Division.
- (b) No person may be admitted as a member without consent of the person, express or implied.

3.2 Consideration. Except as provided in the Articles of Incorporation or these Bylaws, the Corporation may admit members for no consideration or for such consideration as is determined by the board. Unless otherwise indicated members must pay dues equivalent to the cost for subscription to receive the Sightseer Newsletter in order to qualify for membership.

SECTION 4 MEMBERS' RIGHTS AND OBLIGATIONS

4.1 Differences in Rights and Obligations of Members. All members will have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the Articles of Incorporation or these Bylaws establish classes of membership with different rights or obligations. All members will have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the Articles of Incorporation or these Bylaws. The only exception is that honorary members as defined in Section 3.1(a)(3) (widows of veterans and persons granted honorary membership by the board) who are not obliged to pay member dues. The amount of membership dues may also be classified according to whether the member served in the 6th Infantry Division of the United States Army.

4.2 Transfers.

- (a) Except as provided in Section 7.3 pertaining to proxies or as set forth in or authorized by the Articles of Incorporation or these Bylaws, no member may transfer a membership or any right arising therefrom.
- (b) No member may transfer for value a membership or any right arising therefrom, unless the transferring member is a public benefit or religious corporation.
- (c) Where transfer rights have been provided, no restriction on them will be binding with respect to a member holding a membership interest issued prior to the

adoption of the restriction unless the restriction is approved by the members and the affected member.

- 4.3 Member's Liability for Dues, Assessments, and Fees.** A member may become liable to the Corporation for membership dues, assessments, or fees related to membership. An Articles of Incorporation or Bylaws provision or a resolution adopted by the board authorizing or imposing dues, assessments or fees does not, of itself, create liability to pay the obligation, but nonpayment may constitute grounds for expelling or suspending the member or suspending or terminating the membership or the member's receipt of the newsletter. Members are not otherwise liable for the debts of the corporation without specific factual grounds.

SECTION 5 RESIGNATION AND TERMINATION

5.1 Resignation.

- (a) A member may resign at any time.
- (b) The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

5.2 Termination, Expulsion, or Suspension.

- (a) If the Corporation is a public benefit or mutual benefit corporation, no member may be expelled or suspended, and no membership or memberships may be terminated or suspended, (other than a lapse in the payment of membership dues, which terminates membership automatically and without notice (see 5.2(f)) except pursuant to a procedure that is fair and reasonable and is carried out in good faith.
- (b) A procedure is fair and reasonable when either:
 - (1) the member is given:
 - (A) not less than 15 days' prior written notice of the expulsion, suspension or termination and the reasons therefore; and
 - (B) an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place; or
 - (2) the procedure is fair and reasonable taking into consideration all of the relevant facts and circumstances.
- (c) Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the Corporation's records.

- (d) Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination.
- (e) A member who has been expelled or suspended, or whose membership has been suspended or terminated, may be liable to the Corporation for dues, assessments or fees as a result of obligations incurred by the member prior to expulsion, suspension or termination.
- (f) Failure to pay annual membership dues, unless that member is an honorary member, may cause the membership to expire and terminate the member's right to vote and to receive the newsletter of the National Association of the 6th Infantry Division (known currently as "The Sightseer"). If a membership expires due to failure to pay annual membership dues no notice is required to be provided to the member beyond the date of expiration of membership noted on the last "Sightseer" received. Members whose membership has expired can revive membership at any time by renewing membership and submitting their regular dues.

5.3 Acquiring Memberships.

- (a) The Corporation may not acquire for value any of its memberships or any right arising therefrom, unless the member is a public benefit or religious corporation.

SECTION 6 MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETINGS

6.1 Annual and Regular Meetings.

- (a) The Corporation will hold a membership meeting annually at a time fixed by the board of directors.
- (b) Annual and regular membership meetings may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.
- (c) At the annual meeting:
 - (1) the president, and any other officer the board of directors or the president may designate, will report on the activities and financial condition of the Corporation; and
 - (2) the members will consider and act upon such other matters as may be raised consistent with the notice requirements of Section 6.4.
- (d) At regular meetings the members will consider and act upon such matters as may be raised consistent with the notice requirements of Section 6.4.

- (e) The failure to hold an annual or regular meeting does not affect the validity of any corporate action.

6.2 Special Meeting.

- (a) The Corporation will hold a special meeting of members on call of the board of directors or the person or persons authorized to do so by the Articles of Incorporation or these Bylaws;
- (b) The President of the Board of Directors is authorized to call a special meeting;
- (c) Special meetings of members may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.
- (d) Only matters within the purpose or purposes described in the meeting notice required by Section 6.4 may be conducted at a special meeting of members.

6.3 Action Without Meeting.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this Section 6.3 is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date.
- (b) If not otherwise determined under Section 6.6, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under Section 6.3(a).
- (c) A consent signed under this Section 6.3 has the effect of a meeting vote and may be described as such in any document.

6.4 Notice of Meeting.

- (a) The Corporation must give notice consistent with these Bylaws of meetings of members in a fair and reasonable manner. The Corporation must give notice to members entitled to vote at the meeting and to any other person specified in the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.
- (b) Any notice which conforms to the requirements of Section 6.4(c) is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered, provided, however, that notice of

matters referred to in Section 6.4(c)(3) must be given as provided in Section 6.4(c).

- (c) Notice is fair and reasonable if:
 - (1) Notice including any proposed action that is published in “The Sightseer,” (Newsletter of the Corporation) at least 30 days prior to the scheduled date of the meeting to be held on the matter, and publication sent to the last known address of those members who are either honorary members (widows and those granted honorary membership), or those current in their membership dues. Notice is also adequate if a summary of the proposed action is published in “The Sightseer” with the full details of the proposed action available on the following website: www.6thinfantry.com , or other noticed website;
 - (2) the Corporation notifies its members of the place, date and time of each annual, regular and special meeting of members no fewer than 30 days, or if notice is mailed by other than first class or registered mail, no fewer than 30 days before the meeting;
 - (3) notice of annual or regular meeting includes a description of any matter or matters which must be approved by the members under Section 10.2, Section 12.5, Section 12.7, Section 13.1, ORS 65.414(1)(a), ORS 65.437, ORS 65.487, ORS 65.534 or ORS 65.624;
 - (4) notice of a special meeting includes a description of the purpose or purposes for which the meeting is called; and
 - (5) No notice is required to be provided to a member not current in membership dues, or not an honorary member.
- (d) Unless these Bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under Section 6.6, however, notice of the adjourned meeting must be given under this Section 6.4 to the persons who are members as of the new record date.

6.5 Waiver of Notice.

- (a) A member may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. The waiver must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

- (b) A member's attendance at a meeting waives objection to:
 - (1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
 - (2) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6.6 Record Date.

- (a) The board of directors may fix a future date as the record date in order to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other lawful action. If no such record date is fixed, then:
 - (1) to determine the members entitled to notice of a members' meeting, the record date will be the day before the day on which first notice is mailed or otherwise transmitted to members in accordance with Section 16, or if notice is waived, the day preceding the day on which the meeting is held;
 - (2) to determine the members entitled to demand a special meeting, the record date will be the day before the notice of the special meeting is mailed to the Board of Directors;
 - (3) to determine the members entitled to take action without a meeting, the record date will be as set forth in Section 6.3(b);
 - (4) to determine the members entitled to vote at a members' meeting, the record date will be the date of the meeting; and
 - (5) to determine the members entitled to exercise any rights in respect to any other lawful action, the record date will be the day on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.
- (b) A record date fixed under this Section 6.6 may not be more than 120 days before the meeting or action requiring the determination of members.
- (c) A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

6.7 Action by Written Ballot.

- (a) Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter.
- (b) A written ballot must:
 - (1) set forth each proposed action; and
 - (2) provide an opportunity to vote for or against each proposed action.
- (c) Approval by written ballot pursuant to this Section 6.7 will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (d) All solicitations for votes by written ballot must:
 - (1) indicate the number of responses needed to meet the quorum requirements;
 - (2) state the percentage of approvals necessary to approve each matter other than election of directors; and
 - (3) specify a reasonable time by which a ballot must be received by the Corporation in order to be counted.
- (e) Except as otherwise provided in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

6.8 Organization of Meeting. At each annual, regular, and special members' meeting:

- (a) the president, or if the president is absent then the chairperson of the board of directors, or if no chairperson of the board of directors has been appointed or is present, then any vice president, or if no vice president has been appointed or is present then any individual chosen by members having a majority of votes present at the meeting, will act as chairperson of the meeting; and
- (b) the secretary/treasurer, or if the secretary is absent then any assistant secretary, or if no assistant secretary has been appointed or is present, then any individual chosen by members having a majority of votes present at the meeting, will act as secretary of the meeting.

SECTION 7 MEMBERS' VOTING

7.1 Members' List for Meeting.

- (a) The right of a member or the member's agent or attorney to inspect or copy the membership list is abolished.
- (b) The Corporation may, in its discretion, make the list of members available at the meeting, and any member, the member's agent or the member's attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.
- (c) Refusal or failure to prepare or make available the membership list does not affect the validity of action taken at the meeting.
 - (1) The rights of a member under this Section 7.1 to inspect and copy any corporation record are subject to the limitations set forth in the Articles of Incorporation.
- (d) Upon the request and at the expense of a member, the Corporation must provide a reasonable means to mail communications to the other members through the Corporation.

7.2 Voting Entitlement of Members.

- (a) Each member is entitled to one vote on each matter voted on by the members, including each matter on which a member is entitled to vote under the Oregon Nonprofit Corporation Act or the Articles of Incorporation or these Bylaws. Persons not retaining a right to vote on more than one occasion for the election of a director or directors will not be deemed members.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, if a membership stands of record in the names of two or more persons, their acts with respect to voting will have the following effect:
 - (1) if only one votes, such act binds all; and
 - (2) if more than one votes, the vote will be divided on a pro rata basis.

7.3 Proxies.

- (a) A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by the member's attorney-in-fact.
- (b) An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.

- (c) An appointment of a proxy is revocable by the member.
- (d) The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.
- (e) Appointment of a proxy is revoked by the person appointing the proxy:
 - (1) attending any meeting and voting in person; or
 - (2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- (f) Subject to Section 7.5 and any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

7.4 Adjournment. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a majority of votes represented at a meeting of members, whether or not a quorum, may adjourn the meeting from time to time to a different time and place without further notice to any member of any adjournment, except as such notice may be required by Section 6.4(d). At the adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

7.5 Corporation's Acceptance of Votes.

- (a) Votes may be taken by a show of hands or by paper ballot at the discretion of the Board of Directors, and tabulation of votes will be duly recorded by the secretary or his designee.
- (b) As to ballots, if the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a member, the Corporation, if acting in good faith, is entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member.
- (c) If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the record name of a member, the Corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member if:

- (1) the member is an entity and the name signed purports to be that of an officer or agent of the entity;
 - (2) the name signed purports to be that of an attorney-in-fact of the member and if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver or proxy appointment;
- (d) The Corporation is entitled to reject a vote, consent, waiver or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.
 - (e) The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver or proxy appointment in good faith and in accordance with the standards of this Section 7.5 are not liable in damages to the member for the consequences of the acceptance or rejection.
 - (f) Corporate action based on the acceptance or rejection of a vote, consent, waiver or proxy appointment under this Section 7.5 is valid unless a court of competent jurisdiction determines otherwise.

7.6 Quorum Requirements.

- (a) Unless the Articles of Incorporation or these Bylaws provide for a higher quorum, those qualified votes present at a meeting of members, constituting individual members present and proxies, will constitute a quorum.
- (b) An amendment to the Articles of Incorporation or these Bylaws to decrease the quorum for any member action may be approved by the members, or, unless prohibited by the Articles of Incorporation or these Bylaws, by the board.
- (c) An amendment to the Articles of Incorporation or these Bylaws to increase the quorum required for any member action must be approved by the members.

7.7 Voting Requirements.

- (a) Unless the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote of a majority of the votes represented and voting is the act of the members.
- (b) An amendment to the Articles of Incorporation or these Bylaws to add to, change or delete the vote required for any member action must be approved by the members.

7.8 Voting for Directors.

- (a) Directors are elected by a majority of votes cast for each respective office of director by the members entitled to vote in the election at a meeting at which a quorum is present.

SECTION 8 BOARD OF DIRECTORS

8.1 Duties of Board.

- (a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles of Incorporation and except as provided in Section 8.1(b).
- (b) The Secretary/Treasurer may exercise the discretion and authority to:
 - (1) Prepare, publish and mail the “Sightseer” newsletter and pay the reasonable costs associated with publication and mailing without preauthorization from the board of directors.
 - (2) Make reasonable decisions to hire subcontractors including printers, bulk mailing assistants, clerical assistants, tax consultants, website assistants or others to ensure that the managerial affairs of the Corporation are kept in proper order.
 - (3) The Secretary/Treasurer will perform these tasks in consultation with the President and the Historian.

8.2 Qualifications of Directors. All directors must be individuals. The Articles of Incorporation or these Bylaws may prescribe other qualifications for directors.

8.3 Number of Directors.

The board of directors must consist of three or more individuals.

8.4 Election, Designation and Appointment of Directors. All the directors, except the initial directors, will be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the Articles of Incorporation or these Bylaws provide some other time or method of election, or provide that some of the directors are appointed by some other person or are designated.

8.5 Terms of Directors Generally.

- (a) The term of each director will be one year. Except for designated or appointed directors, the terms of directors may not exceed five years. Directors may be elected for successive terms.
- (b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.
- (c) Except as provided in the Articles of Incorporation or these Bylaws:
 - (1) the term of a director filling a vacancy in the office of an elected director expires at the next election of directors; and
 - (2) the term of a director filling any other vacancy expires at the end of the unexpired term which such director is filling.
- (d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors.

8.6 Staggered Terms for Directors. The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

8.7 Resignation of Directors.

- (a) A director may resign at any time by delivering written notice to the board of directors, its presiding officer or to the president or secretary.
- (b) A resignation is effective when the notice is effective under Section 16 unless the notice specifies a later effective date.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

8.8 Removal of Directors Elected by Members or Directors.

- (a) The members may remove one or more directors elected by them with or without cause unless the Articles of Incorporation provide that directors may be removed only for cause.
- (b) An elected director may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

- (c) An entire board of directors may be removed under Section 8.8(a) to Section 8.8(b).
- (d) A director elected by the board of directors may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of two-thirds of the directors then in office or such greater number as is set forth in the Articles of Incorporation or these Bylaws. However, a director elected by the board to fill the vacancy of a director elected by the members may be removed by the members, but not the board.
- (e) If at the beginning of a director's term on the board, the Articles of Incorporation or these Bylaws provide that the director may be removed for reasons set forth in the Articles of Incorporation or these Bylaws, the board may remove the director for such reasons. The director may be removed only if a majority of the directors then in office vote for the removal.

8.9 Removal of Designated or Appointed Directors.

- (a) A designated director may be removed by an amendment to the Articles of Incorporation or these Bylaws deleting or changing the designation.
- (b) If a director is appointed:
 - (1) except as otherwise provided in the Articles of Incorporation or these Bylaws, the director may be removed with or without cause by the person appointing the director;
 - (2) the person removing the director must do so by giving written notice of the removal to the director and either the presiding officer of the board or the Corporation's president or secretary; and
 - (3) a removal is effective when the notice is effective under Section 16 unless the notice specifies a future effective date.

8.10 Vacancy on Board.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, and except as provided in Section 8.10(b) and Section 8.10(c), if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors:
 - (1) the members entitled to vote for directors may fill the vacancy;
 - (2) the board of directors may fill the vacancy; or

- (3) if the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.
- (c) If a vacant office was held by a director designated by these Bylaws:
 - (1) the vacancy will be filled as provided in these Bylaws; and
 - (2) unless the Articles of Incorporation or these Bylaws provide otherwise, the vacancy may not be filled by the board.
- (d) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 8.7(b) or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

8.11 Compensation of Directors. Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may fix the compensation of directors.

(a) Compensation for the Secretary/Treasurer/Editor shall be at the amount of \$300.00 per year plus reasonable expenses related to the creation, publication and mailing of the newsletter, mailing membership cards, other correspondence with the board related to the work and management of the National Association and costs for the website maintenance;

(b) Compensation for the reasonable costs of the the Historian and Website Historian shall not exceed \$100 per year without further authorization from the Board of directors.

(c) Changes in these compensation rates may be changed by the Board.

8.12 Chairperson of the Board of Directors. The board of directors may appoint a chairperson of the board of directors at any time. The chairperson of the board of directors will preside at all meetings of the board of directors and will perform other duties prescribed by the board of directors.

SECTION 9 MEETINGS AND ACTION OF BOARD

9.1 Regular and Special Meetings.

- (a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

- (b) The board of directors may hold regular or special meetings in or out of the State of Oregon.
- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
 - (1) all directors participating may simultaneously hear or read each other's communications during the meeting; or
 - (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.
- (d) If a meeting is conducted through the use of any means described in Section 9.1(c):
 - (1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and
 - (2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

9.2 Action Without Meeting.

- (a) As used in this Section 9.2:
 - (1) "Electronic" has the meaning given that term in ORS 84.004.
 - (2) "Electronic signature" has the meaning given that term in ORS 84.004.
 - (3) "Sign" includes an electronic signature.
 - (4) "Written" includes a communication that is transmitted or received by electronic means.
- (b) Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.
- (c) Action taken under this Section 9.2 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

- (d) A consent signed under this Section 9.2 has the effect of a meeting vote and may be described as such in any document.

9.3 Call and Notice of Meetings.

- (a) Unless the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.
- (b) Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting. Unless the Oregon Nonprofit Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.
- (c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the presiding officer of the board, the president or 20 percent of the directors then in office may call and give notice of a meeting of the board.

9.4 Waiver of Notice.

- (a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 9.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

9.5 Quorum and Voting.

(1) Unless the Articles of Incorporation or these Bylaws require a greater number or a lesser number a quorum of the board of directors consists of a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.

(2) If a director holds more than one office the number of directors required for a quorum is adjusted to count the director once and not the office. For instance, if the Secretary/Treasurer/Editor/Website Historian offices are all held by one director, that director counts as one director to determine a quorum and not four directors.

(3) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

(4) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

9.6 Committees.

- (a) Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may create one or more committees of the board of directors which exercise the authority of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more members, who serve at the pleasure of the board of directors.
- (b) The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by the greater of:
 - (1) a majority of all the directors in office when the action is taken; or
 - (2) the number of directors required by the Articles of Incorporation or these Bylaws to take action under Section 9.5.
- (c) The provisions of Section 9.1 to Section 9.5 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (d) Except as provided in Section 9.6(e), to the extent specified by the board of directors or in the Articles of Incorporation or these Bylaws, each committee of the board may exercise the authority of the board of directors.
- (e) A committee of the board may not:

- (1) authorize distributions;
 - (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
 - (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
 - (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.
- (f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 10.1.
- (g) In addition the Corporation shall have a committee known as the Executive Committee comprising active Past Presidents of the Board of Directors. The executive committee shall function as an advisory committee to the current President and Board.

9.6.1 National Auxiliary Officers:

(1) The National Auxiliary Officers are the leaders of an authorized committee of the National Association of the 6th Infantry Division. The National Auxiliary Officers shall consist of:

- (1) The National Auxiliary President;
- (2) The National Auxiliary Vice President; and
- (3) The National Auxiliary Secretary Treasurer.

(2) The purpose of the National Auxiliary Officers and committee is to assist in the planning of reunion functions and to advise the National Association on its function consistent with its primary purpose.

9.6.2 Specific Company Units:

(1) The National Association may designate and authorize specific Company Units to meet and conduct activities of the National Association.

(2) These Units shall be considered committees of the National Association and shall report on their activities to the National Association consistent with our primary purpose.

(3) Any Units so designated shall report on their meetings and activities to the Board of Directors.

9.6.3 Executive Committee:

(1) A Committee, known as the Executive Committee, shall consist of the active Past Presidents of the National Association and be a standing committee of the National Association.

(2) The function of the Executive Committee shall be to advise the Board on its function consistent with its primary purpose.

SECTION 10 STANDARDS OF CONDUCT

10.1 General Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 10.1(b) unwarranted.
- (d) A director is not liable to the Corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 10.1.
- (e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

10.2 Director Conflict of Interest.

- (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 10.2(b).
- (b) A transaction in which a director has a conflict of interest may be approved:
 - (1) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors; or
 - (2) by obtaining the approval of:
 - (A) the Attorney General of the State of Oregon; or
 - (B) the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.
- (c) For purposes of this Section 10.2, a director of the Corporation has an indirect interest in a transaction if:
 - (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
 - (2) another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- (d) For purposes of Section 10.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 10.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 10.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 10.2(b)(1) if the transaction is otherwise approved as provided in Section 10.2(b).

10.3 Loans to or Guarantees for Directors and Officers.

The Corporation may not make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Corporation.

SECTION 11 OFFICERS

11.1 Required Officers.

- (a) The Corporation must have a president, a secretary/treasurer, and an historian and will have such other officers as are elected or appointed by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws.
- (b) The Authorized officer of the corporation are set forth as follows:
 - (1) President;
 - (2) Vice President;
 - (3) Junior Vice President;
 - (4) Secretary/Treasurer;
 - (5) Chief of Staff;
 - (6) Editor;
 - (7) Chaplain;
 - (8) Surgeon General;
 - (9) Historian; and
 - (10) Sergeant at Arms.
- (c) The same individual may simultaneously hold more than one office in the Corporation.

11.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

11.3 Standards of Conduct for Officers.

- (a) An officer must discharge the officer's duties:

- (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the officer reasonably believes to be in the best interests of the Corporation.
- (b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
- (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented;
 - (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- (c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 11.3(b) unwarranted.
- (d) An officer is not liable to the Corporation, any member or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 11.3.

11.4 Resignation and Removal of Officers.

- (a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 16 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors or any other person as authorized under the Articles of Incorporation or these Bylaws may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date.
- (b) The board of directors or any other person authorized under the Articles of Incorporation or these Bylaws to elect or appoint an officer may remove any officer the board or any other person is entitled to elect or appoint, at any time with or without cause.
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

11.5 Contract Rights of Officers.

- (a) The appointment of an officer does not itself create contract rights.
- (b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

11.6 President. The president will supervise, direct, and be the Chief spokesperson for the affairs of the Corporation. The President will preside over meetings of the National Association. The president also will perform all duties commonly incident to the office of president, such as preparing a letter to the membership contained in our newsletter and other duties as prescribed by the board of directors.

11.7 Vice Presidents. The board of directors may appoint one or more vice presidents. If appointed, the vice president – or the vice president designated by the board of directors if more than one vice president is appointed – will perform the duties of the president if the president dies or becomes incapacitated. Each vice president also will perform all duties commonly incident to the office of vice president and other duties prescribed by the board of directors or an authorized officer.

11.8 Treasurer. The board of directors may appoint a treasurer. If appointed, the treasurer will:

- (a) have general charge of and be responsible for all funds and securities of the Corporation, as trustee for the Corporation;
- (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and
- (c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

11.9 Secretary. The secretary will:

- (a) prepare minutes of the directors' and members' meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws are given;
- (c) keep and maintain the records of the Corporation specified in Section 15.1(a) and Section 15.1(e); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

11.10 Chaplain. The Chaplain will:

(a) Preside over the opening and closing prayers at meetings, and official ceremonies.

(b) Assist the Historian in preserving and gathering information on the history of the Office of Chaplain during its service within the United States Army 6th Infantry Division.

11.11 Surgeon General. The Surgeon General Will:

(a) Assist the Historian in preserving and gathering information on the history of the Medical Corps and Medical Detachments during their service within the United States Army's 6th Infantry Division.

11.12 Historian. The Historian will:

(a) Develop plans and means to preserve, organize, and catalogue the documents, photographs, artifacts and history of the United States Army 6th Infantry Division as well as the history of the National Association of the 6th Infantry Division;

(b) Shall work in cooperation with the Editor and the Website Historian.

11.13 Editor. The Editor will:

(a) Prepare for and publish the "Sightseer" Newsletter twice a year to the membership and to such other individuals and entities that the Board or Editor may determine are important to the furtherance of the purpose of the organization.

(b) Shall work in cooperation with the Historian and the Website Historian.

11.13 Website Historian. The Website Historian will:

(a) Keep and maintain a website on behalf of the National Association of the 6th Infantry Division currently, www.6thinfantry.com to promote the purposes of the National Association.

(b) Shall work in cooperation with the Editor and the Historian.

(c) The first website historian shall be Thomas E. Price, for a term of office of ten years.

(d) Subsequent terms for the website historian shall be for a term of five years.

11.14 Sergeant at Arms. The Sergeant at Arms will:

(a) Be the officer in charge of keeping order at all membership meetings and ceremonies.

(b) Work with the historian in preserving and gathering information regarding the history of the Military Police in service with the United States Army's 6th Infantry Division.

SECTION 12 INDEMNIFICATION

12.1 Definitions. As used in this Section 12:

- (a) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- (b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (c) "Expenses" include attorney fees.
- (d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.
- (e) "Officer" means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at the Corporation's request if the officer's duties to the Corporation also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (f) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

- (g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

12.2 Indemnification of Directors.

- (a) Except as provided in Section 12.2(d), the Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:
 - (1) the conduct of the individual was in good faith;
 - (2) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interests; and
 - (3) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
- (b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Section 12.2(a)(2).
- (c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 12.2.
- (d) The Corporation may not indemnify a director under this Section 12.2:
 - (1) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
 - (2) in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- (e) Indemnification permitted under this Section 12.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

12.3 Mandatory Indemnification. There is no requirement that a director be indemnified unless authorized by the Corporation.

12.4 Advance for Expenses.

- (a) The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
 - (1) the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 12.2; and
 - (2) the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.
- (b) The undertaking required by Section 12.4(a)(2) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Any authorization of payments under this Section 12.4 may be made by provision in the Articles of Incorporation or these Bylaws, by a resolution of the members or board of directors or by contract.

12.5 Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify a director under Section 12.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 12.2.
- (b) A determination that indemnification of a director is permissible must be made:
 - (1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under Section 12.5(b)(1), by a majority vote of a committee duly designated by the board of directors, consisting solely of two or more directors not at the time parties to the proceeding;
 - (3) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 12.5(b)(1) or Section 12.5(b)(2) or, if a quorum of the board cannot be obtained under Section 12.5(b)(1) and a committee cannot be designated under Section 12.5(b)(2), the special legal counsel will be selected by majority vote of the full board of directors including directors who are parties to the proceeding;
 - (4) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that

indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 12.5(b)(3) to select counsel.

- (5) The Corporation is a public benefit corporation, therefore, a director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

12.6 Indemnification of Officers, Employees and Agents. Unless the Articles of Incorporation provide otherwise:

- (a) an officer of the Corporation is not entitled to mandatory indemnification; and
- (b) the Corporation may indemnify and advance expenses under this Section 12 to an officer, employee or agent of the Corporation to the same extent as to a director.

12.7 Non-Exclusivity of Rights. The indemnification and provisions for advancement of expenses provided in this Section 12 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors, vote of members or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

12.8 Savings Provisions. The repeal of a provision of this Section 12 does not affect:

- (a) the operation of the provision or any action taken under it before its repeal; or
- (b) any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the provision before its repeal.

12.9 Severability. If any provision of this Section 12 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 12 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 12 are severable.

12.10 Contract Right. All rights to indemnification under this Section 12 are contract rights that cannot be amended to retroactively reduce a director's or officer's rights under this Section 12.

12.11 Report to Members and Other Persons of Indemnification. If the Corporation indemnifies or advances expenses to a director under this Section 12 in connection

with a proceeding by or in the right of the Corporation, the Corporation will report the indemnification or advance in writing to:

- (a) the members with or before the notice of the next meeting of members; and
- (b) any person having the right to designate or appoint the director no later than 90 days after the first indemnification or advance.

SECTION 13 AMENDMENT OF BYLAWS

13.1 Amendment by Directors and Members.

- (a) The board of directors may amend or repeal these Bylaws unless:
 - (1) the Articles of Incorporation or the Oregon Nonprofit Corporation Act reserve this power exclusively to the members, or to a party authorized under Section 13.2, or both, in whole or in part; or
 - (2) the members entitled to vote on these Bylaws, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.
- (b) The Corporation's members entitled to vote on these Bylaws, subject to Section 13.2, may amend or repeal these Bylaws even though these Bylaws may also be amended or repealed by the board of directors.

13.2 Approval by Third Persons. The Articles of Incorporation may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the board.

SECTION 14 DISTRIBUTIONS

14.1 Prohibited Distributions. Except as authorized by the Articles of Incorporation, the Corporation may not make any distributions.

14.2 Authorized Distributions. Unless prohibited by the Articles of Incorporation or these Bylaws:

- (a) the Corporation may make distributions upon dissolution in conformity with ORS 65.621 to ORS 65.674; and
- (b) the Corporation may make distributions to a member which is a public benefit corporation or a nonprofit corporation which, if incorporated in the State of Oregon, would qualify as a religious or public benefit corporation.

SECTION 15 RECORDS

15.1 Corporate Records.

- (a) The Corporation must keep as permanent records minutes of all meetings of its members and board of directors, a record of all corporate action taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.
- (b) The Corporation must maintain appropriate accounting records.
- (c) The Corporation or its agent must maintain a record of its members, in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class showing the number of votes each member is entitled to vote.
- (d) The Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) The Corporation must keep a copy of the following records for inspection:
 - (1) articles or restated articles of incorporation and all amendments to them currently in effect;
 - (2) bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
 - (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years;
 - (5) written communications required by the Oregon Nonprofit Corporation Act and those regarding general membership matters made to members within the past three years;
 - (6) a list of the names and business or home addresses of the current directors and officers;
 - (7) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;

- (8) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
- (9) the most recent annual report delivered to the Secretary of State.

15.2 Inspection of Records by Members.

- (a) Subject to Section 15.215.2(d)(1) and Section 15.3(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Section 15.1(e) if the member gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy.
- (b) Subject to Section 15.215.2(d)(1), a member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Corporation, any of the following records of the Corporation if the member meets the requirements of Section 15.2(c) and gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy:
 - (1) excerpts from any records required to be maintained under Section 15.1(a), to the extent not subject to inspection under Section 15.2(a);
 - (2) accounting records of the Corporation; and
 - (3) subject to Section 15.4, the membership list.
- (c) A member may inspect and copy the records identified in Section 15.2(b) only if:
 - (1) the member's demand is made in good faith and for a proper purpose;
 - (2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and
 - (3) the records are directly connected with this purpose.
- (d) This Section 15.2 does not affect the right of a member to inspect records under Section 7.1 or, if the member is in litigation with the Corporation, to the same extent as any other litigant.
 - (1) The right of a member under this Section 15.2 to inspect and copy any corporate record is subject to the limitations set forth in the Articles of Incorporation.

- (e) Upon the request and at the expense of a member, the Corporation must provide a reasonable means to mail communications to the other members through the Corporation.

15.3 Scope of Inspection Right.

- (a) A member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.
- (b) The right to copy records under Section 15.2 includes, if reasonable, the right to receive copies made by photographic, xerographic or other means.
- (c) The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.
- (d) The Corporation may comply with a member's demand to inspect the record of members under Section 15.2(b)(3) by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

15.4 Limitations on Use of Membership List. Without consent of the board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of this Section 15.4, without the consent of the board, a membership list or any part thereof may not be:

- (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation;
- (b) used for any commercial purpose;
- (c) sold or purchased by any person, corporation or other entity; or
- (d) otherwise distributed without the consent of the membership.

SECTION 16 NOTICE

16.1 Oral or Written Notice. Notice may be oral or written unless otherwise specified for a particular kind of notice.

16.2 Methods of Notice. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or director's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where

the meeting is to be held, or by radio, television or other form of public broadcast communication.

16.3 Written Notice by the Corporation to Members. Written notice by the Corporation to a member, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed to the member's address shown in the Corporation's current records of members.

16.4 When Oral Notice is Effective. Oral notice is effective when communicated if communicated in a comprehensible manner.

16.5 When Written Notice is Effective. Except as provided in Section 16.3, personal written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) when received;
- (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
- (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.

16.6 When Written Notice is Correctly Addressed.

- (a) Written notice is correctly addressed to a member of the Corporation if addressed to the member's address shown in the Corporation's current list of members.
- (b) A written notice or report delivered as part of a newsletter, magazine or other publication sent to members will constitute a written notice or report if addressed or delivered to the member's address shown in the Corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.
- (c) Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

17. Information Regarding License and Use of the Website: www.6thinfantry.com

(a) The website, currently known as www.6thinfantry.com and owned, managed, and copyrighted by Thomas E. Price, personally, and shall remain the property of Thomas E. Price. It will continue to be used solely for the purpose of promoting education and history of the 6th Infantry Division consistent with its corporate mission.

(b) The National Association of the 6th Infantry Division is and will be granted (via other documents) a perpetual and irrevocable license to use this website for the purpose of promoting the primary purposes of the National Association and will be given first option to obtain rights to the website should Thomas E. Price die, become unable to continue operating the website, or otherwise decide to relinquish ownership and control of the website.

SECTION 17 DEFINITIONS

All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

These Bylaws were adopted by the board of directors of the NATIONAL ASSOCIATION OF THE 6TH INFANTRY DIVISION on [DATE].

THOMAS E. PRICE, Secretary