BYLAWS
BATTLE OF THE BULGE ASSOCIATION, INCORPORATED
EFFECTIVE JANUARY 1, 2017

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BATTLE OF THE BULGE ASSOCIATION, INC.
BYLAWS
JANUARY 1, 2017

PREAMBLE

The Battle of the Bulge Association, Incorporated (BOBA) is organized exclusively for charitable, literary, fraternal and educational purposes within the meaning of Section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The name is reflective of the largest land battle ever fought by the U.S. Army. It was fought in the Ardennes region of Belgium and Luxembourg. All units/individuals that fought in the Battle of the Bulge were awarded a campaign battle star for the Ardennes Campaign as defined in War Department General Orders No. 114, December 7, 1945. This Order applies specifically to duty from December 16, 1944 through January 25, 1945 in the area forward of the line Euskirchen-Eupen (inclusive), Liege (exclusive), east bank of the Meuse River to its intersection with the Franco-Belgium border, thence south and east along this border and the southern border of Luxembourg. These units/individuals are eligible for membership in the Battle of the Bulge Association, Incorporated and will be designated as Veteran members.

The Battle of the Bulge Association is incorporated under the provisions of the Virginia Nonstock Corporation Act (Chapter 10 of the title 13.1 of the Code of Virginia effective October 22, 2008. It is intended only to alter the status of the previous Veterans of the Battle of the Bulge, Inc. (VBOB), an incorporated military association organized within the meaning of Section 501c(19) of the Internal Revenue Code. Indeed the Corporation succeeds to all rights, obligations and interests of the Association and continuity of existence in all respects is contemplated.

The Battle of the Bulge Association, Incorporated is a non-profit, non-political, non-sectarian and educational organization. It shall not engage in either political or propaganda activity. The Corporation may, nonetheless, support or oppose issues relating to veterans' affairs.

ARTICLE 1: NAME

The name of this Corporation is BATTLE OF THE BULGE ASSOCIATION, INCORPORATED and is incorporated in the State of Virginia. The organization will be referred to in the bylaws as BOBA, Corporation or Organization. The term of BOBA is perpetual.

ARTICLE 2: PURPOSE

A. The Purposes of the Corporation are:
1. To perpetuate the memory of the sacrifices made by U. S. military personnel during the Battle of the Bulge.
2. To preserve historical data and sites relating to the Battle of the Bulge.
3. To promote friendship among Battle of the Bulge veterans, their relatives and others interested in this historical battle.
4. To foster and maintain international relations and good will with our fellow Allied countries who were a part of the Battle of the Bulge.

B. Chapter Development:
The Association is committed:
1. To support the establishment of Chapters of The Battle of the Bulge Association, Incorporated, and
2. To encourage the placement of monuments or other memorials throughout the United States, in order to preserve a lasting memory of this great land battle.
3. To provide for conference at the Annual Reunion among local Chapter Presidents, in order to develop, encourage and strengthen the efforts of local Chapters.

ARTICLE 3: MEMBERSHIP

A. Regular Membership:
- A person of good moral character and reputation may be designated a Veteran member of The BOBA if said individual was a member of the U. S. Armed Forces and was awarded a campaign battle star for the Ardennes Campaign.
- Any other person of good moral character and reputation may become a member, if that individual satisfies one of the following criteria:
    a. The person is a relative of any member of the United States Armed Forces who served in the Battle of the Bulge as defined in Paragraph A.
    b. The person is interested in the Battle of the Bulge as an historical event and supports The BOBA's principles to perpetuate the history of that event, honor its participants, and otherwise subscribes to the principles of The BOBA.
    c. All members have the right to vote, hold office and enjoy all the privileges of membership.

- Members in the VBOB will be transferred to the BOBA as Veteran Members and Associates in VBOB will be transferred to the BOBA as Members.

B. Honorary Membership: Honorary membership may be conferred on any individual for outstanding or distinctive service to BOBA. Nomination for honorary membership may be made by a member of the Board of Directors or by a BOBA Chapter president, with the approval of chapter members. The nomination must include adequate description of the service performed as justification for the nomination. An honorary membership may be awarded by a majority vote of the Board of Directors. An honorary member who is not a current member of the organization may neither hold office nor vote on BOBA matters.

ARTICLE 4: NATIONAL HEADQUARTERS

The National Headquarters shall be located within the Continental United States at a location voted on by the Board of Directors.

ARTICLE 5: DECEMBER 16th SIGNIFICANCE

December 16th is the anniversary of the commencement of the Battle of the Bulge. The BOBA National Headquarters shall always celebrate that date by planning a significant activity such as the presentation of a wreath at the Tomb of the Unknowns, The World War II Memorial and the BOBA Monument in Arlington Cemetery.

ARTICLE 6: ANNUAL MEMBERSHIP MEETING

There shall be an Annual Membership Meeting, which may be held during a reunion. The meeting shall be held for the purpose of holding the election of officers and to carry out any other business. If the Annual Membership Meeting is held as part of a reunion, the location for the reunion is not restricted, but preference is given to geographical areas where there is a military base that allows visitors and a local Chapter is in the vicinity.

ARTICLE 7: OFFICERS AND THEIR ELECTIONS

A. The elected officers of The Battle of the Bulge Association, Inc. shall be a President, an Executive Vice-President, a Vice President for National and Regional Coordination (Chapters), a Vice President for Membership, a Recording Secretary, a Treasurer, and three (3) Trustees. Election Process:
   1. These officers shall be elected at the annual meeting of the BOBA and they will assume office on December Sixteenth (16th), following their election.
   2. The election for each office shall be conducted by secret ballot and a plurality vote shall prevail. When there is only one (1) candidate for any office, a voice vote may be conducted.
   3. The following provisions shall govern the eligibility of individuals to be officers in the BOBA:
      a. Each officer shall be a member according to membership guidelines.
      b. Elected officers of the BOBA shall serve for a term of 1 year or until a successor is elected, but, with the exception of the President, can serve additional terms if elected by the membership and if there is a desire to continue in his/her role. The President can be reelected twice, not to exceed three (3) consecutive terms. The Treasurer may serve as many times as he/she wishes for the purpose of assuring smooth transition of financial matters. One of the Trustees shall be elected each year for a three year term.
      c. Any officer elected to the Board of Directors shall resign that office within one (1) week of filing candidacy for a partisan political office.

B. Nominating Committee (See Article 10 for appointment criteria):
   1. A Nominating Committee consisting of at least three (3) members of The Battle of the Bulge Association shall be appointed by the Board of Directors at the first meeting of the year of the Board, notice of such action to be published in the next Bulge Bugle.
   2. The Committee shall seek candidates for elected office; consider recommendations from any member given the consent of the nominee, or by petition of three (3) active members of the Association in good standing and with the consent of the nominee. The Committee will consider the qualifications of the nominees, including their membership status. The Committee must receive these recommendations within thirty (30) days prior to the publication of the report of the Nominating Committee in the Bulge Bugle. It is not the intent of these bylaws that only a single candidate be nominated for each office.
   3. The Nominating Committee shall render its recommendations for elected officers and those recommendations will be published at least thirty (30) days prior to the convening of the Annual Meeting in either the Bulge Bugle or on the web site of the association. The Committee will present the report for action at the Annual Meeting. The committee may choose to

present more than one candidate for each office if it so desires. Further nominations may be made from the floor with an accompanying signed letter of nomination from at least three (3) BOBA members supporting that candidacy and including a written statement with a brief bio, from the candidate agreeing to the nomination.

4. The Nominating Committee shall be discharged of its duties at the first meeting of the Board of Directors following the Annual Meeting.
5. If a vacancy occurs in any office due to death, resignation or removal, the Board of Directors, at its earliest opportunity, may elect a successor to take office immediately upon a majority vote of the Board of Directors. That officer will take office immediately upon installation until the next regular meeting of the membership.

ARTICLE 8: DUTIES OF ELECTED OFFICERS

A. The following duties are assigned to each elected officer as follows:
The President shall preside at all meetings of The Battle of the Bulge Association and the Board of Directors, shall serve as an ex-officio member of all committees except the nominating committee; shall help to extend the work of the BOBA into all parts of the United States, shall represent the BOBA at all military functions, embassy and veterans affairs and other engagements as necessary.

B. The Executive Vice President shall be responsible for planning the Annual Reunion, working closely with the local BOBA Chapter in formulating plans and public relations efforts for the reunion. This officer shall fill in for the President whenever necessary and shall coordinate and oversee the work of the Standing Committees and shall perform such other duties as may be assigned. In the absence, disability or inability of the president to perform these duties, the Executive Vice-President shall perform these duties. This action will proceed through the order of ranking as designated in Article 7 A if subsequent Officers are unable to perform these duties.

C. The Vice President for National and Regional Coordination (Chapters) shall ensure the stability and growth of The Battle of the Bulge Association. This individual shall work closely with the Chapter Presidents and the Vice President for Membership to encourage and support the establishment of new Chapters for the organization. This officer will coordinate in planning time on the Annual Reunion agenda for the Presidents of Chapters to confer together for the purpose of sharing ideas, projects and efforts and to brainstorm activities that may strengthen their chapters as well as the BOB Association. This officer shall recommend the chartering of a new chapter to the Board of Directors, whereupon a Charter will be presented to the Chapter. In addition, this officer will support the new Chapter in the development of their governing documents, enjoining their membership to become members in the National Association. Each local Chapter shall provide the BOB Association with a membership roster to be provided to the Vice President for Membership for action. This officer shall perform such other duties as may be assigned.

D. The Vice President for Membership will work closely with the Vice President for Chapters and maintain BOBA membership files. This officer will recommend policies and procedures to the Board of Directors and should provide outreach to those organized Bulge veterans groups, as they begin to decline, to bring them under the BOBA Association's umbrella. This Vice President shall perform such other duties as may be assigned.

E. The Recording Secretary shall prepare minutes of all Membership and Board of Directors meetings and notify Board of Directors members of future meetings. The minutes shall be published for inspection at least one week prior to the Board of Directors meetings and shall be mailed to all of the Chapter Presidents. This officer shall maintain the official files of the organization. This officer shall perform such other duties as may be assigned.

F. The Treasurer shall:
1. Have custody of the funds of The Battle of the Bulge Association, Incorporated.
2. Maintain all bank accounts and safeguard the financial assets of The Battle of the Bulge Association, Incorporated.
3. Maintain a full account of the BOBA funds, make all disbursements and pay all bills of the Association.
4. Formulate financial policies, approve procedures for expenditures, and recommend to the Board of Directors procedures for receiving and crediting dues, in coordination with the Vice President for Membership.
5. Prepare all appropriate reports necessary under Section 501c(3) of the IRS code, complete with all necessary IRS required tax forms (i.e., IRS Form 990) and pay all necessary taxes as required by the Federal, State and Local Governmental authority. The Treasurer may designate an assistant whose duties would include the dues payment process, maintain membership accounts and turn over to the Treasurer any receipts for monies received.
6. Submit a proposed annual budget for the fiscal year prepared in consultation with and approval of the Board of Directors. This budget will reflect the projection of expenditures for the coming year, incorporating the dollars necessary for the operations of the corporation and planned events, including the Annual Reunion event, the December 16th event and any other

projected one-time expenditure. At the end of the fiscal year the Treasurer will prepare and will submit an annual financial report and Balance Sheet.

H. There shall be three (3) trustees elected to aid in meeting the Board of Director's obligations. These positions will be held by members with particular expertise and experience that can serve to benefit the Association.

ARTICLE 9: APPOINTED OFFICERS AND THEIR DUTIES

A. The President of Battle of the Bulge Association may appoint the following officers, to enhance and further the work of The Battle of the Bulge Association, Incorporated at his discretion:
   1. EDITOR: The Editor shall do all things necessary to prepare for publication and to publish any VBOB publication (e.g. The Bulge Bugle and other like materials used by or under the auspices of the Association). This officer shall make recommendations on issues that affect the editorial policy of the organization.
   2. HISTORIAN: The Historian shall maintain the historical files of The Battle of the Bulge Association, Incorporated, periodicals and publications and all documents relating to the history and development of the BOBA. This officer shall be the custodian of all biographical material submitted by a member or any other person who seeks to make a gift to the organization of such material.
   3. PUBLIC RELATIONS OFFICER: The Public Relations Officer shall do all things necessary to publicize The Battle of the Bulge Association activities and projects, and support the efforts of any local Chapter who may be organizing the Annual Reunion. This officer will also work with newly formed Chapters on publicity and information regarding the Chapter's existence and events.
   4. LIAISON OFFICER FOR MILITARY AND GOVERNMENTAL AFFAIRS: This officer shall cultivate and maintain contacts with any and all military and governmental organizations at all levels of Local, State, National and International governments which may be of assistance in furthering the goals of the Battle of the Bulge Association, Incorporated.
   5. PARLIAMENTARIAN: The Parliamentarian shall serve at the pleasure of the President in a consulting capacity. This individual shall advise the President and other officers, committees and members on matters of parliamentary law, when requested.
   6. JUDGE ADVOCATE: The Judge Advocate shall be the interpreter of the Constitution and the Bylaws for the Corporation. This officer may be called upon by the President or the Board of Directors to review the legality of the Association's actions and decisions insofar as they affect the welfare of the Corporation. This officer, with the approval of the Board of Directors, may be called upon to seek professional counsel to conclude any legal matter pertaining to business concerns of the Corporation.
   7. CHAPLAIN: The Chaplain shall be a non-denominational leader reflecting the diversity of the membership. This officer shall provide advice in matters pertaining to religion, morals and morale. The Chaplain shall perform spiritual services for the organization. This officer shall perform such other duties as may be assigned.

B. Appointments are subject to the approval of the Board of Directors.

ARTICLE 10: STANDING COMMITTEES

A. The President shall appoint the chairpersons of the following standing committees to serve in a specific capacity affecting the operational functions of the BOBA: the Fiscal and Audit Committee, and the Nominating Committee. The designated chairperson will appoint the members of each standing committee. Appointments are subject to the approval of the Board of Directors.

B. SPECIAL COMMITTEES shall be appointed by the President when such committees are deemed necessary by the Board of Directors.

ARTICLE 11: BOARD OF DIRECTORS

A. The Battle of the Bulge Association shall be managed by a Board of Directors, which shall consist of current elected and appointed officers and the immediate past president. If the immediate past president cannot or declines to be on the Board, the President may appoint any other past president to fill the position. The Board of Directors will meet at least five (5) times each year and those meetings will be designated for the year at the first Board of Directors meeting of that year.
   1. The Board of Directors is empowered to act in cases of emergency without prior notice to the membership. Finding of emergency will require a two-third (2/3) vote of the Board of Directors.
   2. Any member in good standing may attend a Board of Directors meeting as an observer. Any member who wishes to address the Council must request such consideration from the President in writing stating the nature of the issue or intent of the

member at least 3 days ahead of the meeting, in order to gain placement on the agenda. The President or designee shall respond to such a request as soon as possible.

B. The Board of Directors may meet in closed Executive Session to discuss matters of discipline or trials, upon adoption of a majority vote of those present and voting. Only members of the Board of Directors may attend a closed Executive Session unless otherwise invited. Minutes recorded in Executive Session must be approved only at a closed session of the Executive Session held for that purpose for reasons of confidentially. A report of actions taken shall be made to the membership.

C. Six (6) members of the Council shall constitute a quorum.

ARTICLE 12: DUES, ASSESSMENTS AND FEES

A. The Board of Directors upon the recommendation of the Fiscal Committee shall establish the dollar amount of annual dues for membership, subject to approval of the membership as a whole at the next Annual Membership Meeting.
   1. The Vice President for Membership is authorized to diminish any dues or other obligation of any member for reasons that this officer deems good cause. Such a determination shall be made known in writing to the Treasurer.
   2. Any additional assessments and fees may be recommended by a majority vote of the Board of Directors subject to approval at the Annual Membership Meeting.

B. The payment of the annual dues entitles one to membership privileges for a full year ending with the last day of the month of issuance of the membership card. Renewal may be made by payment of the annual dues for the year of renewal and payment should be submitted at least forty-five days prior to the date of expiration, which is duly noted on the label of all BOBA mailings. If not paid by the expiration date, there shall be a thirty (30) day grace period to submit renewal dues without assessment of a late-filing renewal fee or other penalty such as loss of office.

C. Any member or associate in the VBOB will have his membership transferred to the BOBA with the same term and expiration date of their membership in VBOB. Life members in VBOB will maintain their life membership in BOBA.

ARTICLE 13: SURETY BOND, LIABILITY AND INDEMNIFICATION

A. The BOBA shall ensure that Surety Bond coverage will be provided for those officers who receive, disburse, handle funds or authorize expenditures as well as those who are responsible for BOBA property or valuables. This coverage would include the President (and any officer who acts in that capacity), the Treasurer, an employee or any other individual designated by the Board of Directors. The BOBA shall be the stated beneficiary.

B. Each person who was or is made a party, or is threatened to be made a party to, or is otherwise in an action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Trustee, Officer, Employee or Agent of BOBA, whether or not the basis of such proceeding is alleged action in an official capacity as Trustee, Officer, Employee or Agent, these individuals shall be indemnified and held harmless as well by BOBA to the fullest extent of all expenses, liability and loss, including Attorney Fees, Judgments, Penalties and Amounts paid in settlement reasonably incurred or suffered.

ARTICLE 14: CHAPTERS

A. Any group of BOBA members may organize into a chapter as a means to better attain the Purposes as set forth in Article 2 of these bylaws by:
   1. Submitting a request for a BOBA Chapter Charter with three (3) or more BOBA members in good standing and such request is approved by the Board of Directors.
   2. Obligating to comport itself within the limitations here set forth.
   3. Undertaking whatever functions it deems desirable which comply with The BOBA's purposes.

B. The members of each chapter shall elect a President, Vice President(s), Secretary and Treasurer, and may appoint whatever other officers they deem necessary to further the work of their Chapter.

C. The following guidelines are recommended to all newly established chapters:
   1. Work closely with the Vice President for National and Regional Coordination (Chapters) of The BOBA for assistance and guidance regarding the organization and management of the new Chapter.
   2. Establish a Chapter name, which may be geographical or memorial in nature, without using the terms of "Battle of the Bulge" or "Ardennes."

3. Register as a non profit organization. Chapters chartered under the BOBA umbrella must ensure that all Chapter members are members of The Battle of the Bulge Association, Inc. Chapters shall require every member to have and maintain membership in the National VBOB organization, as required under the 501c(3) law. Accepting non-BOBA members in the Chapter is a violation of that law as well as the bylaws and is subject to penalty, including possible loss of Chapter Charter and membership for all those on Chapter rolls. Each Chapter is responsible for securing their non-profit status with the US Internal Revenue Service, and any State or local agencies; for filing such reports and/or tax forms, e.g. IRS Form 990 or other applicable documents.
4. Chapters should seek appropriate Incorporation papers once they have been chartered, and adopt bylaws of its own that do not conflict with those of the national organization. The chapter's bylaws should include a statement regarding their status as a non profit organization as required under the IRS code.
5. Each Chapter should provide an annual report to the Vice president for National and Regional Coordination (Chapters) to include a listing of their membership, particularly their new members, deceased members, resigned members or members dropped for non-payment of dues. This report should include the Chapter's activities and inform The BOBA of any new projects that have been undertaking during the year. The BOBA Inc. shall inform any new member that a local chapter exists in their area and shall inform said Chapter of that person's interest.
6. Each chapter is encouraged to develop a dissolution plan to determine what will happen to the assets of the Chapter in the event the Chapter can no longer sustain itself. The plan should include how the Chapter's liquid assets and/or memorabilia (e.g. Chapter flag) will be distributed once the Chapter is considered by its members as officially 'dissolved'.

ARTICLE 15: EMBLEM AND ITS USE

The BOBA shall have an official emblem, which shall be copyrighted. All steps and measures shall be taken to protect the BOBA's ownership and right to sole use of that emblem. Permission to use of the BOBA emblem must be approved by the Board of Directors. Approved uses shall include: the BOBA flag, banners, depiction on official stationery, posters and bumper stickers, official jewelry (available through BOBA only) and on BOBA publications such as The Bulge Bugle or as a BOBA motif for a commemorative postage stamp of the Ardennes Campaign. The Board of Directors must approve the use of the BOBA emblem on Jewelry, clothing or in any other article prior to its use. No use shall be allowed which is considered demeaning or not authorized by the board. Unauthorized use of the BOBA emblem should be brought to the attention of the Board of Directors and appropriate action will be taken.

ARTICLE 16: USE OF MEMBERSHIP LIST(S) AND STATIONERY

Any list of the membership as a whole shall be used only for the Corporation's own use and purpose. Specifically forbidden is the sale, loan, release or other use of such a list, in whole or in part, to advertise any products. The list is not to be used for the purpose of solicitation of any sort. A member or associate member who violates this provision shall be disciplined and be liable to BOBA for any money received for releasing such information and further liable for punitive damages. Stationery bearing the Corporation name, acronym or emblem shall not be used except for official BOBA purposes. An officer, chairperson, committee member or member is prohibited use of such stationery to communicate with an individual, corporation, business or level of government organization about any personal matter. The BOBA emblem may not be used on privately purchased stationery without authorization of the Board of Directors. This is not intended to bar the use of stationery, which the Corporation or any Chapter sells or awards to a BOBA member.

ARTICLE 17: CORPORATE POWERS

The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest. The Corporation may administer such funds and property only to further the purposes set out in Article 2 (Purpose). The Corporation shall do any and all lawful things necessary, useful, suitable or proper to further or accomplish the Corporation's purposes and powers allowed by a Virginia corporation of like character including the power to own, lease and contract for the purchase and sale of, and to mortgage or otherwise encumber real and personal property.

ARTICLE 18: GIFTS TO BOBA

A. A record shall be maintained of all gifts of manuscript material. Unless otherwise restricted, such information data shall be available for historical research. While the term of the Corporation is perpetual and one of the BOBA's principal objectives is to collect such material, it is recognized the BOBA may not have the wherewithal to accommodate a sizeable accretion of such materials. The Historian as a BOBA officer shall review the materials and suggest appropriate placement of them. Each donor is deemed to acknowledge the Corporation's overall right to retransfer such material to insure proper preservation and subsequent use by a museum, library or depository and for historical research. The National Archives & Records Administration, the U. S.

Army Military History Institute, the U. S. Army War College, the World War II Museum, the U. S. Army Center for Military History, the U. S. Army Museum at Fort Belvoir, military museums of the Battle of the Bulge units, are all examples of places interested in receiving such material.

B. The Corporation shall accept all gifts and bequests of money, real property, stocks and bonds and other items of monetary value so long as there is no restriction, which is deemed contrary to the overall purposes and objectives of The Battle of the Bulge Association, Incorporated.

ARTICLE 19: FISCAL LIMITS

Assets of the Corporation may only be used for the purpose set forth in Article 2 (Purpose). None of the net earnings shall inure in whole or part for the benefit of any individual, association, corporation or government entity.

ARTICLE 20: FISCAL YEAR

The fiscal year of the Corporation shall be from January First (1st) to December Thirty-first (31th).

ARTICLE 21: AMENDMENT OF BYLAWS

A. These bylaws may be amended at a BOBA Annual Membership Meeting by two-thirds (2/3) vote of those present and voting.

B. In order to amend these bylaws there shall be at least thirty (30) days prior written notice to the general membership as a whole in either the Bulge Bugle or on the Association web site that such action is to be considered. The Committee to Amend the Bylaws shall be activated in writing by the President who shall also appoint the Chairperson of the Committee. Bylaws may be amended at the request of:
   1. The Board of Directors
   2. The President, an elected or appointed officer, a committee chairperson, a chapter or a member or associate member supported by five (5) other members.
   3. The Committee to Amend the Bylaws shall properly render an appropriate report to the Board of Directors as to whether the proposed amendment is deemed necessary. The Committee will undertake a review of the Bylaws following a consultation with the proponents of the amendment.

ARTICLE 22: DISSOLUTION

In the event of the need to dissolve or liquidate the assets of the Corporation, the residual assets, after all obligations and requirements of law have been met, shall be determined by the membership at the Annual Membership Meeting. These assets shall be transferred, or otherwise conveyed to one or more corporations, societies or organizations whose purposes or activities are similar to those of the Corporation and qualifying under Section 501c(3) or c(19) of the Internal Revenue Code.

ARTICLE 23: EFFECTIVE DATE

The effective date of these Bylaws is: January 1, 2017

Signed: _____President

_____ Recording Secretary