

SCOTTISH-AMERICAN MILITARY SOCIETY BY-LAWS

Amended and Approved June 30, 2010



BY-LAWS of the SCOTTISH-AMERICAN MILITARY SOCIETY

(Hereinafter referred to as the "SOCIETY," and/or "SAMS")

As Amended and Readopted by the Membership of the Society

June 30, 2010

OBJECTIVES OF THE SOCIETY

(From Article II of the Charter)

*In accordance with [IAW] Internal Revenue Code [IRC] Section 501 (c) (19),
as now or hereafter amended, and IAW the Laws of North Carolina.*

1. To honor, preserve, promote and perpetuate the proud tradition of American military service, with particular emphasis on the military contributions of those of Scottish origins.
2. To support and promote a strong national military establishment capable of defending our rights to the freedom, liberty and pursuit of happiness, for which so many of our forefathers and contemporaries have given their lives to establish and preserve.
3. To perpetuate for the present and the future, those traditions, values, qualities and attitudes from the Scottish and American past which will ensure respect for freedom and justice and the unstinting willingness of our citizens to serve in the Armed Forces of the United States of America to protect and preserve those undeniable and inalienable rights, whenever and however they may be threatened.
4. To preserve, foster and promote our Scottish-American heritage, the wearing of our various Clan tartans along with appropriate Scottish and American military accoutrements.
5. To preserve and promote Scottish and American Armed Forces customs, traditions and heritage by:
 - providing a forum for exchange of military history and genealogical information;
 - conducting public education programs;
 - presenting military student honor awards;
 - sponsoring and participating in activities of a patriotic nature;
 - supporting Scottish activities at Highland Gatherings;
 - making appropriate charitable contributions; and
 - providing a fraternal atmosphere and social and
 - providing recreational activities for members.
6. To acquire and administer funds and property from dues and contributions which, after payment of necessary operating expenses, shall be devoted to the accomplishment of the Society's Objectives stated above.

ARTICLE I, FISCAL YEAR, ANNUAL DUES, ASSESSMENTS AND FEES

The fiscal year of the Society shall begin on the first day of July. The annual regular member dues and those of other membership categories shall be an amount determined by the Council, with annual dues payable prior to July 1 for the ensuing year. The Council may from time to time establish, by SAMS Regulation, any other membership Assessments and/or Fees, as needed and/or appropriate.

ARTICLE II, MEMBERSHIP

1. Society membership shall be comprised primarily of past or present members of the Armed Forces of the United States who have served Honorably, hereinafter also referred to as veterans, and who are of Scottish or Scots-Irish descent; however, individuals currently serving or having served Honorably in the British Commonwealth Armed Forces also are eligible.

2. An applicant's membership date shall be that date the application is processed and member number assigned.

3. Membership Eligibility and IRC Section 501 (c) (19) requirements, as now or hereafter amended:

(a) All persons age 18 or older are eligible for regular membership with full rights and privileges without regard to race, creed or sex, provided, however, that no application may be accepted from a person if, at the time of such acceptance, said acceptance will cause the total membership of the Society to be:

(1) Less than eighty (80%) percent persons of Scottish or Scots-Irish heritage; or

(2) Less than seventy five (75%) percent past or present members (veterans) of the Armed Forces of the United States as defined by Section 501 (c) (19) of the Internal Revenue Code (IRC) of 1954, as now or hereafter amended, and who have served Honorably; or

(3) Less than Ninety Seven and one-half (97.5%) percent past or present members (veterans) of the U. S. Armed Forces who have served Honorably, Cadets (including only students currently in college-level or University R.O.T.C. programs or the several Armed Forces Service Academies) or the spouses, widows or widowers of any such member.

(b) Categories of Membership: Shall be as herein, and as now or hereafter amended and approved by the Council, and subsequently approved by the Council as a part of Society Regulations.

(1) Charter Regular (CR) and Regular (R): Those members who pay dues annually. (Charter Regular membership was closed at the Second Annual Meeting of the Society).

(2) Charter Life (CL) and Life (L): Those members who pay dues in one lump sum contribution equal to twenty (20) times the regular annual dues. (Charter Life membership was closed at the Second Annual Meeting of the Society however a Charter Regular member who subsequently becomes a Life Member shall be designated a Charter Life Member).

4. Honorary Memberships: (Non-Dues-paying and Dues-paying):

(a) Honorary (H): Regular Honorary Membership may be conferred upon a person in recognition of an outstanding contribution to the Society or to the community at large. It may be conferred only after a written recommendation is submitted by a member or members of the Council, which clearly justifies the recommendation. To be conferred, the recommendation must receive majority approval of Council members. The rights and privileges of regular membership may or may not be included, as determined in each case by the Council.

(b) Honorary Life Membership (HLM): Upon award by the membership of an Honorary Life Membership, the Council shall decide an appropriate amount of Life Membership dues for each such membership. Any decision including monies shall include a portion to be transferred from the General Fund Account and deposited to the Life Membership Escrow Account.

(c) Honorary Life Award Membership (HLA): Recipients of the Medal of Honor or the Victoria Cross shall, upon application, be designated Honorary Life Award Members, with all membership rights and privileges, and with waiver of membership dues.

ARTICLE III, THE COUNCIL

1. The affairs of the Society shall be managed by a Council (Board of Directors) comprised of at least eleven (11) members who are past or present veterans of the United States Armed Forces or British Commonwealth Armed Forces, to-wit: the five (5) National Officers of the Society (Officers) and six (6) Council Members at large (Councilors). Council members shall serve as Delegates of the membership as that term is described in Chapter. 55A-6-40 of the North Carolina Nonprofit Corporation Law (the Act), and shall have authority of all members under that Chapter, except the authority to elect Council members and the authority to amend the Articles of Incorporation and the Bylaws, which shall be reserved to the members. The Council shall be chaired by the National Commander.

2. Terms of Office of Councilors and National Officers:

(a) Council Members at large (Councilors): Three (3) members shall be elected each year for a term of two (2) years.

(b) National Officers: National Commander, (NC); National Vice-Commander, (NVC); National Adjutant (NA); Comptroller (Comp.), and Assistant Adjutant /Comptroller, (Asst. NA/Comp.) shall be elected for two (2) year terms of office. The offices of the NC and NA shall be elected in one year, and the offices of the NVC, Comptroller, and Asst. NA/Comp. shall be elected the following year

3. Council Meetings: The Council shall hold such meetings as are necessary to effectively and timely manage the affairs of the Society, but no less than one Annual Meeting to follow immediately after each election.

(a) Council Annual Meeting: The Council shall hold one Annual Meeting each Fiscal Year, for the purpose of confirming election voting results and deciding any tie votes of the election, and to appoint the next year's Nominating Committee. The Annual Meeting may be conducted in-person or by electronic means, as the Council shall determine, and the minutes of said meeting shall be published in the next official Society publication.

(b) Council Regular Meetings: Regular Meetings shall be defined as in-person meetings.

(c) Council Special Meetings: Special Meetings shall be defined as those called for by the Chair, or by any three (3) Council members, at any time, for the purpose of timely handling of any of the various Society management duties and responsibilities, and which shall be conducted by electronic means (phone, email, or web meeting).

4. Proxy Voting, Quorums, and Delegation of Council Authority:

(a) Proxy voting shall be permitted at all Regular Meetings of the Council, and shall require that a prior written or electronic message from the proxy-voting member be provided to the Council Chair. Each Council member shall have one vote. For Regular Meetings, six (6) members of the Council present in person, or by proxy, shall constitute a quorum of the Council, and any action taken shall require a majority affirmative vote; a minimum of four (4) affirmative votes are required if only six (6) members are present in person.

(b) Proxy voting shall not be permitted for Special Meetings. The Council shall take any action in a Special Meeting which it may take at a Regular Meeting, by contact in person or electronic means (phone, e-mail or web meeting), provided that a quorum of at least nine (9) Councilors are contacted, and that any action taken shall require the affirmative vote of at least six (6) Councilors. All action(s) taken in a Special Meeting shall be documented and recorded by the National Adjutant who shall verify and record that the action(s) have received the required affirmative vote of at least six (6) Council members.

(c) The Council may delegate Council Authority to an Executive Committee, for any purpose. The Chair of the Executive Committee shall document, record, and report all Executive Committee actions taken, to the full Council in advance of its next Council meeting.

5. Authority and Duties of the Council:

(a) The Council shall adopt such Rules or for the conduct of its meetings, and Society Regulations, for the management of the affairs of the Society as it may deem proper and which are not inconsistent with the Charter or these By-Laws. The Council shall cause to have developed, and shall see to the implementation of Society Regulations sufficient to describe the policies, duties and procedures of all Society positions for the efficient and effective management the affairs of the Society. The Council may revise and/or transfer any/or all duties of the elected Officers and Appointees of the Society prescribed herein to Society Regulations. All such revisions and/or transfers shall supersede and cause the deletion of such duties from these By-Laws

(b) The Council shall require that all National Officers, Councilors, Regional Commanders, and Post Commanders and Vice Commanders meet and maintain all Society membership requirements.

(c) The Council shall, by majority vote, appoint the following:

(1) Society Counsel: The Society Counsel shall be a licensed member of any US State, or the District of Columbia.

(2) Society Resident Agent: The Society Resident Agent shall be a person authorized by the Society to act in such capacity under the laws of the State of North Carolina, including that as the Society Counsel, if so appointed.

(d) The Council, by majority vote, may appoint Aides and/or other Assistants for any elected or appointed Society position, who shall assist with such duties and responsibilities as established in Society Regulations. Aides and Assistants shall serve at the pleasure of the Council, and shall report to the respective National Officer, Regional Commander, Appointee, or Committee Chair in those areas of his/her responsibilities, as well as coordinate administratively with the Society Operations Officer for administrative purposes.

6. Nominating Committee, Nominations for National Officers and Councilors (Council Members), Nomination Submission, and Balloting:

(a) The Nominating Committee, consisting of a Chair and two (2) or more members of the Society, shall be appointed by the Council immediately after each election to serve from the close of such election until the close of the next election, and such appointments shall be timely announced to the membership. Nominations for election of the National Officers and Councilors shall be made in writing, (1.) by the Nominating Committee, and/or (2.) submitted by Society members to the Nominating Committee, as provided for in Society Regulations.

(b) The Nominating Committee shall make as many nominations and/or forward as many member nominations for election to the Council as it shall determine and/or receive, but not less than the number of vacancies that are to be filled. All such nominations shall be in writing, and shall be made from among Society members in good standing and with their consent. All nominees shall be past or present veterans of the United States Armed Forces or of the British Commonwealth Armed Forces.

(c) All Nominating Committee and member nominations shall be submitted by the Nominating Committee to the National Adjutant a minimum of two (2) months before the next election is scheduled by the Council. The National Adjutant shall cause the delivery of the submitted list of nominations and election ballots, to all members in good standing at least one (1) month prior to the election. Election Ballots shall be delivered to all members in good standing by USPS First Class Mail. Additionally, notice of the election and the nominations may be delivered by publication in the Society's magazine, *THE PATRIOT*, provided that such publication and its delivery to members is also made one (1) month prior to the election. All election ballots shall be returned by USPS mail to the mailing address specified on the ballot.

(d) Ballots shall be as specified by the Council and/or Society Regulation, but which shall minimally contain the election date, candidates' names & qualifications, and/or the full text of any proposed Charter or By-Laws amendments, and the ballot return address. All member ballots cast by USPS mail, which are postmarked on or before the election date specified by the Council, and which are received no later than seven (7) legal business days following the election date, shall be counted. Proxy voting in National Elections is not permitted. Each member has one written ballot vote, and elections shall be determined by a majority of the valid mail-in votes received. Any tie votes shall result in the outcome being decided by majority vote of the Council. The Council shall certify all election results, and the National Adjutant shall record and timely announce to the membership the results of the election, including the number of votes received by each candidates.

7. Vacancies:

(a) The Council shall have the power to fill vacancies in its body until the next National Election.

(b) The Council shall create, fill, and/or dissolve such optional committees as it deems necessary or desirable, but in any event there shall be five (5) standing committees: Executive Committee, Nominating

Committee, Membership Committee, Budget Committee, and Awards Committee. The Chairman of each of these five (5) committees shall be a National Officer, Councilor, Regional Commander, or Post Commander of the Society, except that the Executive Committee shall be chaired by the National Commander.

8. Special Appointments: The Council may appoint such other positions or agents as the affairs and operations of the Society may require, each of whom shall hold office for such period, have such authority, and shall perform such duties as the Council may determine. Such appointments shall be in writing and shall specify the term of office, authority granted and the duty(s) to be performed, and to whom each appointment shall report within the Chain of Command.

9. Resignation and Removal: Any Society member may be removed from the Council, and/or any other office, appointment, or position, or membership, for cause, by a three-fourths (3/4) majority vote of the members of the Council. Any Society member may resign membership and/or any position at any time, giving written notice to the National Adjutant. Council members shall submit their resignation to the Council or to the National Commander. All others shall submit their resignation to the NA. All such resignations shall be effective upon receipt of such notices, or at any later times specified therein, and unless otherwise specified therein, written acceptance of such resignations shall not be necessary to make them effective. Upon member resignation or removal, such member shall return all possessed Society property including copyrighted materials, Society flags/banners, and Society indicia to the Quartermaster, and shall be reimbursed any expense if authorized.

10. Multiple Offices and Appointments: With the exception of the elected National Officers (NC, NVC, NA, Comp., Asst. NC/Comp.), any two offices or positions of the Society may be held by one member subject to approval by majority vote of the Council. National Officers may only serve in the position they were elected to.

ARTICLE IV, OFFICERS; DUTIES AND RESPONSIBILITIES

The National Officers of the Society shall serve as an Executive Committee, and their duties and responsibilities shall be:

1. National Commander (NC).

(a) The National Commander shall be the Chief Executive Officer of the Society and shall serve as Chair of the Council and Executive Committee. The National Commander shall also Chair any meetings of the membership unless so delegated by the National Commander.

(b) The National Commander shall have and exercise on behalf of the Council, the general day-to-day supervision of all affairs of the Society, shall supervise the Operations Officer, and shall perform such other duties prescribed in Society By-Laws, Regulations, and/or assigned by the Council.

(c) The National Commander, together with the National Adjutant, shall execute all contracts and official documents and papers of the Society which may be required to conduct the business affairs of the Society, its Objectives or by law, and/or as authorized by the Council.

2. National Vice Commander (NVC): The Vice Commander shall maintain current knowledge of, be available to perform, and shall exercise all of the management and supervisory duties of the Commander in the absence or disability of the National Commander, and shall perform such other duties as may from time to time be assigned by the National Commander and/or the Council. In cases of resignation or permanent disability of the NC, the Council by majority vote may appoint the NVC to serve the NC's remaining term of office; otherwise, the Executive Committee will jointly carry out the NC's duties until a special election is held to replace the NC.

3. National Adjutant (NA):

(a) The National Adjutant shall have Society responsibility to perform and/or oversee the financial records, books, documents, papers, and custody of the Society Seal, and shall perform such other duties and have such other responsibilities as the Council may assign.

(b) The National Adjutant shall attend and/or participate in, and record, or cause to be accurately

recorded, the Minutes of all meetings of the Council and the Society membership, whether held in person or by electronic means. Together with the Commander, shall sign all contracts, notes, deeds, or other documents or papers that shall be authorized by the Council and, when required, affix the Seal of the Society thereto as provided by the General Statutes of the State of North Carolina;

(c) The National Adjutant shall perform and/or oversee all duties and ensure proper management practices normally incident to the Office of National Adjutant of the Society, and shall be subject to the Society's Charter, By-Laws, Society Regulations, and as may be from time to time required by the Council.

(d) The Council may appoint Assistant National Adjutants with such duties and responsibilities as the affairs of the Society shall make necessary or desirable, and who shall serve at the pleasure of the Council and report to the National Adjutant and coordinate administratively with the Operations Officer for administrative purposes

4. Comptroller (Comp):

(a) The Comptroller shall have Society responsibility to perform and/or oversee the Society financial matters as specified herein and in Society Regulation, and as required by the Council. The Comptroller may be required to give bond, at Society expense, in such amount required by, and in such sum and sureties as the Council may from time to time require.

(b) The Comptroller shall require and provide that the financial books of account and records shall be available for inspection by any Council Member at all reasonable times and after reasonable notice.

(c) The Comptroller shall perform and/or oversee in accordance with good accounting practices, all duties normally incident to the office of the Comptroller, subject to the Society's Charter, By-Laws, and Regulations.

(d) The Council may appoint Assistant Comptrollers with such duties and responsibilities as the affairs of the Society shall make necessary or desirable, and who shall serve at the pleasure of the Council and report to the Comptroller and to coordinate administratively with the Operations Officer for administrative purposes

5. Assistant National Adjutant /Comptroller (Asst NA/Comp.):

The Assistant National Adjutant/Comptroller, with approval of the Council, shall have Society responsibility to perform and/or oversee the duties and responsibilities herein required of the National Adjutant or Comptroller, in the absence or disability of those National Officers, as required by Society Charter, By-Laws, and Regulations, and shall perform such other duties as may be from time to time assigned by the Council.

6. All of the officers listed above shall be members of the Council with such membership to run concurrently with their terms of office as Officers of the Society.

ARTICLE V, APPOINTIVE OFFICES

The Council may appoint, and remove, Society members to appointed offices including the following positions, any of whom may be required to give bond, at Society expense, for the faithful performance of his/her duties, in such sum and with such sureties as the Council may from time to time require.

1. Operations Officer: The Council shall appoint an Operations Officer who shall report to the National Commander, and have overall oversight and responsibility for management of the day to day operation, administration, and coordination of the Society's operations, as required by Society By-Laws and/or SAMS Regulations. He shall assist the Council in developing and/or revising said Regulations to assure the efficient and effective management of the Society, and in the handling of personnel matters and shall have such other authority and perform such other duties as the Council may determine. The Operations Officer shall not be a command position.

2. Regional Commanders: The Executive Committee shall designate the respective Society regions. The National Commander may nominate, and the Council shall appoint such Regional Commanders as it deems necessary to perform administrative supervision and coordination duties for, and otherwise

oversee, the Society's Posts and Camps membership and activities in designated geographical regions of the United States, and such other countries or areas in which the Society's membership may be located. Specific duties shall be specified in Society Regulations. Regional Commanders shall report to the National Commander unless delegated, and coordinate administratively with the Operations Officer for administrative purposes.

3. Chaplain: The Council may appoint a Society Chaplain who shall be an ordained minister and may be of any faith recognized by the U. S. Department of Defense as appropriate for appointment for the title in the U. S. Military Services. The Council may appoint Assistant Chaplains as desired who may or may not be ordained. Chaplains will report to the National Commander.

4. Editor: The Editor shall be appointed by and shall serve at the pleasure of the Council, and shall have overall responsibility for the timely composition, publication, and delivery of *THE PATRIOT* as the official magazine of the Society. The Editor shall report to Executive Committee through the National Commander.

5. Webmaster: The Webmaster shall be appointed by and shall serve at the pleasure of the Council, and shall have overall responsibility for the timely composition, updating, and maintenance of Society's Website and other internet activities of the Society. The Webmaster shall report to Executive Committee through the National Commander.

6. Quartermaster: The Quartermaster shall be appointed by and serve at the pleasure of the Council, and shall report to the Operations Officer. He shall have overall responsibility for documentation and reporting of, and accountability for the inventory of property of the Society, and for such other duties as may be from time to time assigned by the Council or specified in Society Regulations.

7. Historian: An Historian may be appointed by and serve at the pleasure of the Council, and shall report to the Operations Officer. He shall record memorable activities of the Society, and literary and historical records and the documents and relics belonging to the Society. The custody of such items may be delegated to an Archivist.

8. Genealogist: A Genealogist may be appointed by and serve at the pleasure of the Council, and shall report to the Operations Officer. He shall perform the functions appropriate to that office. Appropriate articles in this field may be submitted to *THE PATRIOT* to acquaint members of the Society of productive ways to trace their ancestry. The Genealogist will be responsible for the custody of any genealogical records furnished by members.

ARTICLE VI, COMMITTEES

1. The Executive Committee shall consist of the National Commander as its Chair, National Vice Commander, the National Adjutant, the Comptroller, and the Assistant National Adjutant/Comptroller. The Executive Committee shall be responsible for overseeing day-to-day compliance with the Society's Regulations, and overseeing the duties of the Operations Officer, and shall have such other authority, duties, and responsibilities as may be assigned by the Council.

2. The Council shall appoint the following five (5) Standing Committees: (1.) Nominations Committee, (2.) Membership Committee, (3.) Budget Committee, (4.) Awards Committee, and (5.) the Executive Committee. The Council shall appoint, from the Society's National Officers, Councilors, Regional Commander's, and Post Commanders as Chairs of said Committees. The Council shall also appoint at large members to serve on each Committee, subject to the Committee Chair's concurrence and the member's willingness to serve. Each Committee Chair shall report to the Council, and coordinate with the Operations Officer for administrative purposes. Any committee, other than the five (5) Standing Committees listed above, may be appointed, abolished or disbanded, when its assigned task(s) is/are accomplished and/or when the function it was to have performed is no longer deemed necessary by the Council.

ARTICLE VII, ROUTINE ACTIONS

1. Officers, Appointees, Assistants, and other designees shall be responsible for handling all routine matters within their purview IAW Society Charter, By-Laws, and Society Regulations. Questions as to the authority will be referred to the Council, to the Executive Committee or to the Operations Officer as appropriate.

ARTICLE VIII, MEETINGS

1. Annual: The Annual Meeting of the Society Council shall be held at such time and place as the Council shall determine. Council members shall be notified at least thirty (30) days prior to the date of the Council's Annual Meeting. This meeting shall also constitute the meeting of the Council Members as Delegates under Article III-1 of these Bylaws and thus shall be construed as the meeting provided for under Sec. 55A-701(a) of the North Carolina Act.

2. Council: The Council shall meet as often as necessary to administer the affairs of the Society and upon the call of the National Commander or any three (3) Council Members.

3: The Council may establish Society Regulations covering policies and procedures for the meeting of the membership at the National and/or the Regional levels at times and places as may be appropriate. All votes of the Members as to changes to the Articles of Incorporation (Charter) and/or the Bylaws shall be conducted solely by written ballot as defined under these By-Laws and under the authority of North Carolina, Ch. 55A-7-08 of the Act.

ARTICLE IX, QUORUM

A quorum of any called meeting of the Society's Council shall be members present at such meeting and includes the proxies of absent members provided such proxies are received in writing by the National Adjutant at least seven (7) days prior to the scheduled time of the meeting, provided that there be a quorum of the Council members present in person or by proxy as specified in Article III, Sub-sections 3 and 4 of these Bylaws.

ARTICLE X, REGULATIONS

The Council shall approve and promulgate guidelines for the education and administration of the Society in the form of SAMS Regulations as may be required from time to time and circumstances dictate.

ARTICLE XI, FORMATION & SUPERVISION OF SAMS POSTS & CAMPS

1. Intent: The creation of local SAMS Posts and Camps shall: (1) Foster local year-round activities to provide a mechanism for each individual member of the Society to contribute imagination, time, efforts, and spirit in such a way as to further the national objectives of the Society; (2) provide necessary on-going inter-member relationships that will result in a strong and permanent foundation under the national organization; (3) permit the Society to address the needs of local communities consistent with its IRC 501 (c.) (19.) non-profit charitable status; and (4) create an "esprit de corps" which is the backbone of any truly effective organization.

2. Procedure: The Council shall, by Society Regulation, designate the process for, application format, operations, discipline, termination/dissolution, liabilities, and method of approval and/or chartering of Posts and Camps. Posts and Camps shall report to the respective Regional Commander, and coordinate administratively with the Operations Officer for administrative purposes.

3. Post Commanders and Camps shall operate Posts and Camps IAW the Society National Charter, By-Laws, and Regulations. Post Officers are elected by majority vote of the Post membership. Posts and Camps shall report to, and shall report all Post and Camp membership status and Post and Camp activities to the Regional Commander and coordinate administratively with the Operations Officer for administrative purposes no less frequently than quarterly, to assure Post and Camp operations are consistent with the Society Charter, Bylaws, Regulations, and with the Post Charter. Posts shall provide their Regional Commanders copies of Post By-Laws. Any alleged violation of the Society Charter, By-

laws, Regulations, or the Post Charter or By-Laws, by any Post or Camp member, shall be reported to the Executive Committee by the Regional Commander. Posts and Camps shall coordinate administratively with the Operations Officer for administrative purposes.

4. No Post or Camp, nor any Post or Camp member, shall have any authority or power to execute any contract, agreement, obligation, or liability of any kind purporting, intending to, or representing to bind the Scottish-American Military Society, its Officers, Councilors Appointees, or any of its Membership, and no act or statement by a Post or Camp, or any Post or Camp member shall be deemed to be an act or statement of the Society, unless, in either case, the specific act or statement has first been considered by the Council, and subsequently expressly adopted and approved in writing by a majority of the Council, and further, this section shall be incorporated in each Post Charter granted by the Society.

ARTICLE XII, DISCIPLINE

1. Members may be censured, suspended or expelled from this Society by the Council, or from Post membership by a majority vote of the Post's members, upon good cause having been shown. Charges shall be prepared based upon Society Regulations, and based upon any or all of the following grounds:

(a) Disloyalty to the United States or the Society; (b) Neglect of Duty; (c) Dishonesty; (d) Failure to meet the requirements of membership in the Society set forth in Articles I, II and III of the Charter, and; (e) Conduct unbecoming a member of the Society.

2. Charges made against a member warranting Society suspension or expulsion by a witnessing member(s) or other parties shall be made under oath in writing signed by the accuser(s), to a National Officer, Regional Commander, or Post Commander, and subsequently filed and processed by the National Adjutant in accordance with Society Regulations, however, with the exception of (d), above, the final decision regarding the action to be taken shall be by a majority vote of the Council.

ARTICLE XIII, ALTERATION OR AMENDMENT

1. No alteration or amendment of these By-Laws shall be adopted unless (a) the full text thereof shall have been submitted in writing and signed by the member proposing the same to the National Adjutant (NA) who shall submit it to the council where, if it receives a majority vote of the Council recommending its approval, shall then be submitted by the NA in writing to the membership for vote at the next appropriate national election or at a special election called therefore.

2. The NA shall send a complete copy of the proposed amendment(s) to all active (currently-paid) members of the Society by stating that it must be voted on by return mail by a ballot he provides with the notice.

3. Amendments shall require the favorable vote of a majority of the votes cast by the active members of the Society as shown on its rolls. An active member is a member whose dues are shown on the Society's records as currently paid up.

4. No amendment may authorize the conduct the affairs of this Society in any manner, or any purpose, contrary to the Charter or the provisions of Section 501 (c) (19) of the Internal Revenue Code of 1954 as now or hereafter amended.

(SIGNATURES OMITTED)