

AMENDED BYLAWS
of the
COAST GUARD AUXILIARY ASSOCIATION, INC

PREAMBLE

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

ARTICLE ONE
Offices

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

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

ARTICLE TWO
Membership

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

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

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

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

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

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

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

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

ARTICLE THREE
Board of Directors

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

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

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

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

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

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

Director to participate in such meeting including, but not limited to email, telephone, video or similar conferencing.

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

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

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

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

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

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

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

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

ARTICLE FOUR Officers

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

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

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

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

ARTICLE FIVE The Chairman and Vice Chairman of the Board

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

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

Section 3. Budget. Within thirty (30) days after the Fiscal Committee's Meeting, the Chairman of the Board shall submit the budget for the ensuing year, as recommended by the Fiscal Committee, to the Board of Directors. The Annual Budget approved by the Board of Directors at the duly called meeting shall

constitute authorization for the Chairman and President to cause the expenditure of corporate funds for the purpose set forth therein.

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

ARTICLE SIX
The President and Vice President(s)

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

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

ARTICLE SEVEN
The Executive Director

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

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

ARTICLE EIGHT
The Secretary

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

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

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

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

ARTICLE NINE

The Treasurer

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

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

ARTICLE TEN

The Standing Committees

Section 1. Standing Committees. The Standing Committees of the Board of Directors shall consist of the Audit Committee, Fiscal Committee, Advisory Committee, Investment Committee, Governance Committee, Development Committee, Fundraising Committee, Business Planning Committee, and such other permanent committees as the Board of Directors shall establish from time to time.

Section 2. Duties. The Board of Directors shall prescribe the duties of each Standing Committee and the method of appointment and removal of the members of such committees. The Board may delegate to a Standing Committee the authority to act for the Corporation in specified matters in the intervals between meetings of the Board of Directors.

Section 3. Minutes. Each Standing Committee shall keep written minutes, and when possible, the Secretary, or Assistant Secretary, shall attend and keep such written minutes. The minutes of any meeting of all committees shall be furnished to the Chairman of the Board, the President and the Secretary, and presented to the Board of Directors at the next meeting, together with a written report of the actions of each Standing Committee. Minutes concerning the Audit Committee, Fiscal Committee, Investment Committee and Advisory Committee shall also be provided to the Executive Director, Treasurer and applicable Vice President(s).

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

ARTICLE ELEVEN

The Audit Committee

Section 1. Audit Committee. The Audit Committee shall consist of at least four (4) members who are not Officers of the Corporation and who are not members of the Fiscal Committee. The committee shall include at least two voting members of the Board of Directors and one or more members of the Advisory Committee. The Chairman of the Board shall appoint all members of the committee. The Treasurer and Secretary shall serve as advisors on the Audit Committee.

Section 2. Duties. The Audit Committee shall:

- (a) after consultation with the Chairman of the Board, President, Treasurer and the Vice President with the financial oversight, select the independent Certified Public Accountant who shall perform the Annual audit of the financial affairs of the Corporation; meet at least once after the annual audit to review the report of the annual audit;
- (b) encourage the independent auditor's communication with the committee concerning:
 - (1) significant accounting policies,
 - (2) sensitive accounting estimates,
 - (3) disagreements with the officers of the Corporation,
 - (4) difficulties in performing the audit,
 - (5) Irregularities or other reportable conditions.
- (c) prepare and render a written report to the Board of Directors at the Annual Meeting.

ARTICLE TWELVE
The Fiscal Committee

Section 1. Fiscal Committee. The Fiscal Committee shall consist of the President serving as chairman, the Vice Chairman of the Board, two additional Board Members and one or more members of the Advisory Committee selected by the Chairman of the Board. The Treasurer, the Vice President overseeing financial affairs, the Executive Director and Secretary and such other officers as may be appointed by the Chairman of the Board shall serve as advisors on the Fiscal Committee.

Section 2. Duties. The Fiscal Committee shall:

- (a) approve a proposed Annual Budget for each ensuing Fiscal Year that the Treasurer shall submit to each member of the Board of Directors at least thirty (30) days prior to the a meeting of the Board of Directors called to consider the proposed budget. Such meeting shall be held prior to the beginning of the fiscal year for which the Annual Budget is proposed;
- (b) at the request of the Board Chairman or the President, review and approve or disapprove interim expenditures not to exceed \$25,000 which must be made before the next Annual Meeting and which are not provided for by the Annual Budget previously adopted by the Board of Directors. Any such expense will be reported to the Board within sixty (60) days for review and approval;
- (c) review the report of the independent Certified Public Accountant of the books and records of the Corporation for the preceding fiscal year and submit a written report reflecting their review to the Board of Directors.

ARTICLE THIRTEEN
Advisory Committee

Section 1. Advisory Committee. The members of the Advisory Committee shall consist of the incumbent members of the National Board of the US Coast Guard Auxiliary.

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

ARTICLE FOURTEEN
Investment Committee

Section 1 Investment Committee. The members of the Investment Committee shall consist of the Chairman of the Board, the President, the Treasurer, the Vice President overseeing financial operations and three (3) other Board members.

Section 2. Duties. The Investment Committee shall be responsible for the overall review and operation of the financial investments for the Corporation. The members of the Committee shall periodically review the types, quantities and performance of the portfolio of Corporation investments and shall make such changes or investments as they deem necessary and proper to keep and maintain sufficient stability of capital with maximum earning capability commensurate with the risk involved.

Section 3. Other Duties. The Investment Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE FIFTEEN
Governance Committee

Section 1. Governance Committee. The members of the Governance Committee shall consist of the Chairman of the Board, the President, the Executive Director and at least three (3) other Board members.

Section 2. Duties. The Governance Committee shall be responsible for the overall review, development and compliance of the Corporation's governance policy. The members of the Committee shall periodically review governance policies including ethical considerations and procedures of the Corporation, review any issues that impact or could impact the Corporation and shall make such recommendations or reports as they deem necessary and proper to conduct the business of the Corporation in a manner that adheres to the best practices to benefit the members of the Corporation. The Committee shall make its recommendations or present its reports to the Board of Directors.

Section 3. Other Duties. The Governance Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE SIXTEEN
Development Committee

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

Section 2. Duties. The Development Committee shall be responsible for the overall identification, solicitation, review and make recommendations of prospective individuals to serve on the Board of Directors. The Committee shall institute its own process to identify, solicit, and receive nominations to allow the Board to conduct an election prior to the beginning of each fiscal year but no later than September 30th. The Advisory Committee may submit nominations to the Development Committee provided that at least twenty-five per cent (25%) of the Advisory Committee members sign/approve the nomination submission. The Development Committee shall then provide their recommendations of qualified candidates to the Board of Directors thirty (30) days prior to the election meeting of the Board. All nominees shall meet the requirements in the Articles of Incorporation and such other requirements as the Board may, from time to time, determine.

Section 3. Other Duties. The Development Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE SEVENTEEN
Fundraising Committee

Section 1. Fundraising Committee. The members of the Fundraising Committee shall consist of the Chairman of the Board, the President, the Treasurer as an advisor, and at least three (3) other Board members.

Section 2. Duties. The Fundraising Committee shall be responsible for the overall identification, solicitation, review and recommendation of fundraising opportunities for the Corporation.

Section 3. Other Duties. The Fundraising Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE EIGHTEEN
Business Planning Committee

Section 1. Business Planning Committee. The members of the Business Planning Committee shall consist of the Chairman of the Board, the President, and at least three (3) other Board members.

Section 2. Duties. The Business Planning Committee shall be responsible for the overall identification, review and recommendation of the business and operations of the Corporation.

Section 3. Other Duties. The Business Planning Committee shall have such authority and responsibilities as provided from time to time by the Board of Directors.

ARTICLE NINETEEN

Dues

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

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

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

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

ARTICLE TWENTY

Fiscal Policy

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

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

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

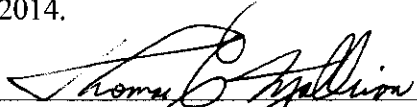
ARTICLE TWENTY ONE

Amendments

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

ADOPTED

These By-Laws of the Corporation were adopted by a vote of two-thirds (2/3) of the Board of Directors present in a legally constituted meeting held on September 15, 2014.



Thomas C. Mallison
Chairman of the Board

ATTESTED: 

Richard L. Lawrence
Secretary