

ARTICLE I: Name

Section 1. The name of this corporation shall be the United States Marine Corps Ground Ordnance Maintenance Association Inc. (the "Association").

Section 2. The Association shall also be known USMC Ground Ordnance Maintenance Association, USMC GOMA and GOMA.

ARTICLE II: Purpose

Section 1. The purpose of the USMC Ground Ordnance Maintenance Association is to support the Marine Corps by disseminating knowledge of Ground Ordnance Maintenance among Marines, to provide professional development opportunities for Marines, to foster the spirit and preserve the traditions of the Marine Corps and to offer special benefits to USMC GOMA members!

Section 2. Nonprofit purpose. This corporation is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III: Status

Section 1. The Association shall be a nonprofit corporation, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors, and appointed officials shall not receive any stated compensation for their services; however the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. The Association shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall incur or be distributed to members.

Section 4. The Association may use its funds (not to exceed 10% of the balance in the general fund at time of award decision) to support the established USMC GOMA Scholarship Program. This program is open to all active members in good standing, their wives, children, step-children and grandchildren who is qualified and applies when the application announcement is made on the USMC GOMA Website or other media that the board deems appropriate.

Section 5. In the event of dissolution of the Association, and after the discharge of all its liabilities, the remaining assets shall be given to the Marine Corps Heritage Foundation.

ARTICLE IV: Membership

Section 1. The Board of Directors will, from time to time, establish classes of persons affiliated with the Association and referred to as "members". Additionally, the Board will establish dues payable by persons affiliated with the Association.

Section 2. Regular and Lifetime membership shall be open to Marines currently serving, or having formerly honorably served, in the active or reserve components of the United States Marine Corps, and who have been awarded a Ground Ordnance Maintenance Military Occupational Specialty (MOS) by competent authority in accordance with Marine Corps

directives in effect at the time of their service and have honorably served as a Ground Ordnance Maintenance Marine. Initially, a Plank Owner Membership was offered as an option when the Association was established to help build the foundation, but was shut down on March 1, 2012 as an option for new members to preserve its auspicious status of those who chose to accept that status and remains a valid membership for life.

Section 3. Associate and Associate Lifetime membership shall be open to anyone that does not meet the membership requirements stated above in Article IV, Section 2. Associate and Associate Lifetime membership entitles the member to all rights, privileges and benefits of regular membership in the Association, except such member may not hold elective office (specifically Chairman, Vice Chairman, Secretary, and Treasurer) within the Association, nor any elected or staff offices at the local or national level. An Associate or Associate Lifetime member in the Association may hold appointed positions.

Section 4. Any eligible person may apply for membership in the Association. Applications shall be in writing on forms provided by the Association for that purpose, and signed by the applicant or submitted electronically at the Official USMC GOMA Website (www.usmcgoma.org). The Board of Directors shall have final authority in determining membership

a. Auxiliary members are widows and widowers of any deceased member, who upon application will be exempt from dues and have no voting privileges, however, will enjoy the benefits of regular membership in the Association. This includes the surviving spouse of a Marine deceased prior to establishment of the Association, providing the Marine satisfied membership requirements had the Association existed at the time.

b. Honorary Membership: An individual currently or previously eligible for Regular or Auxiliary membership is not eligible for Honorary membership unless the individual currently holds an elective or appointive office at the national, state, or local level, in which case he/she may be granted Honorary membership during his/her tenure of office. The Board of Directors may also grant Honorary membership to certain foreign individuals. Honorary membership shall not convey any voting rights and shall not entail any requirement for the payment of dues.

c. Lifetime Membership (Purple Heart): Any individual, having honorably served as a Ground Ordnance Maintenance Marine, and having been wounded and permanently disabled as a result of hostile action in support of military or anti-terrorism actions, operations or campaigns is eligible for Lifetime membership. Subject to the approval of the Board of Directors, Lifetime membership may be granted and conferred upon (1) verbal request, with or without written application, by the prospective member, or (2) on the recommendation of a Regular, Lifetime, Associate, Associate Lifetime and Plank Owner member. Such membership conveys voting rights and full membership privileges for life, but shall not entail any requirement for the payment of dues.

Section 5. Regular, Lifetime, Purple Heart, Plank Owner, Associate, Associate Lifetime or Auxiliary members shall submit recommendations for Honorary membership in writing to the Board of Directors. The Board of Directors shall be empowered to accept or reject any application or recommendation for Honorary membership.

Section 6. The Board of Directors may drop any member from its roles for good and sufficient cause by a majority vote.

Section 7. The honor student of each Ground Ordnance Maintenance Course (Basic) will be granted membership in the Association for one year, dues free, in recognition of his/her accomplishment. A certificate will be presented to the honor graduate of the Basic and Advanced courses at the graduation ceremony.

Section 8. The Recipient of the USMC Ground Ordnance Maintenance Association annual awards as specified in Marine Corps Order 1650.58 will be granted membership in the Association for one year, dues free, in recognition of his/her accomplishment. A certificate and appropriate plaque will be presented at an appropriate ceremony.

Section 9. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 10. Any active member, who refers two other candidates that ultimately join the Association as members, will receive the option to gift one new annual membership or extend their own membership for a period of one year to run concurrent to their active membership period if they are an annual member. Referrals must be noted by the candidate when joining on the application and will be tracked by the Membership Chairman.

ARTICLE V: Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

Section 2. Only Regular, Lifetime, Purple Heart, Plank Owner, Associate and Associate Lifetime members in good standing shall be entitled to vote.

Section 3. Proxy voting shall be permitted at any meeting of the Association.

Section 4. Elective officers shall be determined by a general election of Regular, Lifetime, Purple Heart, Plank Owner, Associate and Associate Lifetime members in good standing. The election date shall be set to coincide with the annual meeting on the years that a replacement is required. Eligible members may cast their vote for officers by:

- a. Casting a ballot at the Meeting.
- b. Submitting an approved USMC GOMA Absentee Ballot prior to the Meeting.
- c. Assigning another member to vote on your behalf by proxy.
- d. If an Election is to be held outside of an annual meeting, voting can be executed electronically if approved by the Board. Voting and will be managed by an appointed Election Chairman who is not currently a Board Member.

Section 5. Only Regular, Lifetime, Purple Heart, Plank Owner, Associate and Associate Lifetime members in good standing, shall be eligible to vote on future meeting sites.

Section 6. Items of business shall normally be voted upon only by Regular, Lifetime, Purple Heart, Plank Owner, Associate and Associate Lifetime members in good standing, actually present at a meeting or by proxy. In such cases, voting on the issue shall be in accordance with the procedures set forth for voting for elective officers in Section 4, above.

ARTICLE VI: Dues

Section 1. Dues for membership are as follows:

- a. Regular Annual - \$30
- b. Regular Bi-Annual (two years) - \$55
- c. Regular Tri-Annual (three years) - \$75
- d. Associate Annual - \$30
- e. Associate Bi-Annual (two years) - \$55
- f. Associate Tri-Annual (three years) - \$75
- g. Lifetime - \$225
- h. Lifetime - \$200 (if initiated by an active annual member upon renewal)
- i. Associate Lifetime - \$225
- j. Associate Lifetime - \$200 (if initiated by an active annual member upon renewal)
- k. Plank Owner - \$300 (was only available until March 1, 2012 and provides the same benefits as a Lifetime membership)

Section 2. All annual dues are required in full amount based upon membership type at time of application submittal. Renewal of annual dues shall become due on the month and day on the member's anniversary date.

Section 3. Any member who fails to pay his/her dues shall forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for nonpayment of dues may be reinstated upon re-application for membership and payment for the annual dues for the current year. Membership account numbers will be permanently retired after a period of one year of non-payment.

ARTICLE VII: Meetings

Section 1. There shall be an annual meeting of the Association for the receipt of annual reports, adoption of amendments to the bylaws, the transaction of other business and the election of the Board of Directors, if required. Notice of the meeting shall be mailed or electronically mailed to each member at his/her last recorded address or email address.

Section 2. The Chairman or a majority of the Board of Directors may call special meetings of the Association. Notice of any special meeting shall be mailed or electronically mailed to each member at his/her last recorded address or email address with information as to the subject or subjects to be considered.

Section 3. A Majority of the board along with any members possessing voting rights present will constitute a quorum (physically present, telephone or by proxy) at any member meeting of the Association

Section 4. A conference or meeting among the Directors which may include members by any means of communication through which the participants may simultaneously hear each other during discussions constitutes a meeting of the Board of Directors or Association. In addition, a Director or member may participate in a meeting by any means of communication through which the other Directors or members physically present at the meeting may simultaneously

hear each other during the meeting. Participation in a meeting by these means constitutes personal presence at the meeting.

ARTICLE VIII: Board of Directors

Section 1. The Board of Directors shall be composed of the elective officers: Chairman, Vice-Chairman, Secretary, Treasurer, and the immediate Past Chairman.

Section 2. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers granted appoint such agents as it may consider necessary.

Section 3. The Board of Directors shall be authorized to adopt resolutions or to establish positions in the name of the Association.

Section 4. The Board shall meet upon call of the Chairman at such times and places as he/she may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the Board of Directors shall be mailed or electronically mailed to each member of the Board at his/her last recorded address or email address.

Section 5. A majority of the entire Board shall constitute a quorum at any meeting of the Board.

Section 6. All questions coming before the Board shall be decided by a majority vote, with each member of the Board actually present or present by telephone or video conference being entitled to one vote. Proxy voting shall not be permitted.

Section 7. A member of the Board of Directors may be removed, at any time, with or without cause, with the concurrence of $\frac{3}{4}$ of the members voting during a meeting of the membership. A successor will then be elected for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented setting forth the reasons of the Board for such expulsion. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented setting forth the reasons of the Board for such expulsion.

Section 8. In the event a board member resigns, the remaining board members may appoint a replacement by a majority vote of board members present and the appointee may serve in that capacity until that billet was due for re-election.

Section 9. The board shall have in place an Association Conflict of Interest Policy that will protect this tax-exempt organization's (Ground Ordnance Maintenance Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE IX: Officers

Section 1. The elective officers shall be Chairman, Vice-Chairman, Secretary, and Treasurer; each of who shall be shall be any voting member as listed in the membership paragraph above.

Section 2. The elective officers shall be elected every two years by the General membership at the annual meeting. Each elective officer shall take office following his/her election and shall serve for a term of two years or until his/her successor is duly elected and installed. Every effort should be made to stagger the election of officers. Accordingly, the Chairman and Secretary will be elected in even years starting in 2014 and the Vice-Chairman and Treasurer will be elected in odd years beginning in 2015.

Section 3. No member shall serve more than two consecutive two-year terms as Chairman.

Section 4. A vacancy in the office of the Chairman shall be filled automatically by the Vice-Chairman. A vacancy in the office of the Vice-Chairman or other offices shall be filled as the Board of Directors may decide.

Section 5. The Chairman shall be the Chief Executive Officer of the Association; shall preside at meetings of the Association and of the Board of Directors; and shall be a member ex-officio, with the right to vote, of all committees except the Nominating Committee. He/she shall also, at the annual meeting and at such other times as he/she may deem proper, communicate to the Association or to the Board of Directors information or proposals, which in his/her opinion would help in achieving the purposes of the Association. Further, he/she shall perform such other duties as are necessarily incident to the office of the Chairman.

Section 6. In the event of the Chairman's temporary disability or absence, the Vice-Chairman shall perform the duties of the Chairman. In the event of the temporary disability or absence of both the Chairman and the Vice-Chairman, the Secretary shall perform the duties of the Chairman.

Section 7. The Secretary shall provide timely written notification of all meetings of the Association and Board of Directors, and shall maintain a record of all proceedings. He/she shall prepare such correspondence as may be required and shall maintain the Association's correspondence files. He/she shall safeguard all important records and documents and valuable equipment belonging to the Association. Further, he/she shall perform such other duties as are commensurate with his/her office or as may be assigned to his/her by the Board of Directors or the Chairman.

Section 8. The Treasurer shall maintain a record of all sums received and expended by the Association and shall make such disbursements as are authorized by the Association or the Board of Directors. He/she shall deposit all sums received in a financial institution approved by the Board of Directors, and funds may be drawn from only upon the signature of the Treasurer or the Chairman. He/she shall make a financial report at the annual meeting or when called upon by the Chairman. The funds, books, and vouchers in his/her hands shall at all times be subject to inspection and verification by the Chairman or any member of the Board of Directors.

Section 9. The Membership Chairman is an appointed position and the result of a vote establishing him/her at a scheduled board meeting when deemed necessary. This position is a voluntary one and not subject to term limits as long as he/she is willing to serve. He/she shall maintain the membership records, collect the members' annual dues turning them over to the Treasurer when appropriate, and create/mail all membership cards, documents and whatever else the board deems to be needed. He/she shall make a membership report at the annual meeting or when called upon by the Chairman. All records maintained his/her hands shall at all times be subject to inspection and verification by the Chairman or any member of the Board of Directors.

Section 10. Indemnification of Board Members

- a. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
- b. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- c. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- d. This Article constitutes a contract between the corporation and the indemnified officers, directors, and members. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or member under this Article shall apply to such officer, director, or member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE X: Committees

Section 1. The Chairman, subject to the approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the bylaws or as he/she may find advisable. Such committees shall have the authority of the Board of Directors in the management of the business of the Association to the extent provided by the assignment. Such committees shall at all times be subject to the direction and control of the Board of Directors.

Section 2. The standing committees of the Association shall include, but are not limited to Membership Committee, Annual Meeting Committee, Awards Committee, Marketing/Communication Committee and Scholarship Award Committee

Section 3. At least 120 days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of three regular members not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the Secretary, in writing, 60 days before the annual meeting, of its proposed slate of elective officers and directors for the next calendar year, and the Secretary shall mail or electronically mail a copy thereof, along with an absentee ballot, to each regular member at his/her recorded address or email address at least 30 days prior to the annual meeting.

ARTICLE XI: Geographical/Local Chapters

Section 1. The Board of Directors may authorize the creation of Geographical or Local Chapters which will exist and operate under strict compliance with these bylaws. Once a chapter is authorized an Association Charter will be issued.

Section 2. All membership dues will be paid to the Association. Funds raised by other sources may be retained by the chapter minus 50% which will be applied to the Ground Ordnance Maintenance Association Scholarship Fund

Section 3. The Board of Directors may, by a majority vote of those present at any regularly constituted board meeting, revoke the charter of any chapter for non-compliance with these by-laws. Any funds thereafter remaining in possession of the chapter shall be transferred. To the Ground Ordnance Maintenance Association Scholarship Fund.

ARTICLE XII: Amendments

Section 1. These bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote at any duly organized meeting of the Association, provided that a copy of any amendment proposed for consideration has been mailed or electronically mailed to each Regular and Associate member at his/her last recorded address or email address at least 30 days before the meeting.

ARTICLE XIII: Flags

Section 1. The American and U.S. Marine Corps flags shall be displayed and honored at all meetings of the Association.

ARTICLE XIV: Dissolution

Section 1. In the event the organization should dissolve the order of asset distribution will be repayment of all debt and all remaining assets will be donated to the Marine Corps Heritage Foundation.

The undersigned, as Chairman of the United States Marine Corps Ground Ordnance Maintenance Association, a nonprofit organization, hereby certifies that the foregoing Bylaws of the Association were adopted by resolution at a meeting of the Board of Directors held on the 12th day of May 2021.

James R. Towney
Chairman
USMC GOMA

A handwritten signature in black ink, appearing to read "J.R. Towney", with a long, sweeping horizontal stroke extending to the right.

12 May 2021