

**AMENDED AND RESTATED BYLAWS
of the
TAN SON NHUT ASSOCIATION, INC.**

ARTICLE I—THE ASSOCIATION

Section 1—Name. The name of the corporation shall be: Tan Son Nhut Association, Inc. (“Association”).

Section 2—Authority. The Association was incorporated 3 October 1995 under provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes (“Statute”). Any conflict or ambiguity with respect to these Bylaws shall be resolved in favor of and with reference to the Association’s Articles of Incorporation and the Wisconsin Statute.

Section 3—Purposes. Article III of the Articles of Incorporation states the general purposes of the Association. Specific purposes are: (1) to perpetuate the history of Tan Son Nhut Air Base, Republic of Vietnam, especially as it existed from 1959 to 1975; (2) to recognize and honor those who served at or were affiliated with this air base during that period of its history, with particular tribute to those who gave the last full measure of devotion in its defense; and, (3) to conduct benevolent, cultural, educational and social programs of benefit to the Association’s members as well as others.

Section 4—Supersedes. This amended/restated version of the Bylaws supersedes all previous versions.

Section 5—Principal Office. The principal office of the Association shall be decided by each elected President. Notice of a change in the location of the principal office shall be given to all members, posted on the web site, and filed with the State Corporation Commission of Wisconsin.

Section 6—Registered Agent. A member who is a resident of Wisconsin must serve as Registered Agent.

ARTICLE II—MEMBERS

Section 1—Membership. Membership is limited to natural persons. Only active members in good standing shall be entitled to vote, serve as a director, hold office or chair committees.

a. Criteria. Any veteran of any branch of service who had direct or indirect assignment to, or temporary duty with, any of the units and activities at Tan Son Nhut Air Base, Saigon, Republic of Vietnam during the period 1959 through 1975 is eligible for membership, provided the applicant was not separated from military service under other than honorable conditions. Family members of individuals otherwise qualified for membership, civilian employees and contract personnel who served at the base, as well as others who share an interest in the purpose of this Association are encouraged to apply.

b. Good Standing. Good standing shall mean those active members who: (1) have been accepted for membership; (2) have paid and continue to pay required dues; and, (3) support the Association’s governing documents as well as its goals, objectives, policies and practices.

c. Loss of Good Standing. The President may declare a member “not in good standing” based upon clear and convincing evidence that the member: (1) has failed to pay amounts due the Association within the established ninety-day grace period; or, (2) has acted in a manner that has caused or may cause irreparable harm to the spirit, intent or purposes of the Association; or, (3) has been convicted of a criminal or civil act that would tend to discredit the Association; or, (4) has engaged in behavior that is clearly disruptive of the business of the Association.

d. Hearing. A member facing loss of good standing is entitled to an administrative hearing conducted by three or more Directors appointed by the President, provided that the member submits a request to the

Secretary for such hearing and provides sufficient evidence to justify a hearing as judged by the President. If a hearing is held, the decision of the Board is final.

Section 2—Honorary Members and Trustees. The Board may confer honorary life membership or honorary trustee status upon noteworthy, deserving individuals nominated by one or more members. Honorary life members and honorary trustees participate in the affairs of the Association but are not entitled to vote or hold office. The Board shall establish criteria and procedures for these appointments.

Section 3—Nondiscrimination. No person shall be rejected for membership in the Association on the basis of sex, age, race, color, religion, national origin, handicap or sexual orientation.

ARTICLE III—MEMBER MEETINGS

Section 1—Member Meetings. The Board shall schedule and notify members of biennial meetings of the membership. Membership meetings shall include: (1) the annual report of the President; (2) election of Directors/officers; (3) a hearing on the proposed budget for the next fiscal year; (4) general business of the Association; and (5) other business matters as needed.

Section 2—Special Meetings. A special meeting of the Association’s members may be called by the Board or by a written petition signed by a majority of the Association’s members.

Section 3—Notice. The biennial meeting of the members shall be held at a location, date and time selected by the Board. Notice of member meetings, including special meetings if necessary, shall comply with notice requirements of the Wisconsin Statute.

Section 4—Quorum. Ten percent of members in good standing who are present to vote in person or who are represented by proxy or mailed ballot shall constitute a quorum. A majority of said quorum shall be necessary for adoption of any matter presented for vote. The act of a majority of members in good standing at a meeting at which a quorum is present shall be considered the act of members.

Section 5-Assemblies. General assemblies of various members or Directors for social events, special programs, or while in attendance at meetings of other organizations, are encouraged; however, such gatherings shall not constitute a meeting of the members unless so designated.

ARTICLE IV—MEMBER VOTING

Section 1—Member Voting. Members in good standing may vote on any matters presented as a motion at any member meeting. Votes found to be cast by members not in good standing are invalid and will not be counted. The most recent member list available shall serve to identify members in good standing. Each member in good standing shall be entitled to cast one vote on each matter presented. Cumulative voting is not allowed.

Section 2—Voting Methods. Members may vote by any one of the following means:

a. In person. Members in good standing who have not submitted a mailed ballot or signed a proxy may vote in person at any meeting of the members.

b. By Mail. Members in good standing who will not be voting in person or who have not signed a proxy authorizing another member to vote for them, may vote by mailed ballot, provided that the ballot is signed and dated by the member and received before the established time and date of the vote count.

c. By Proxy. Members in good standing who will not be voting in person or who do not wish to vote by mailed ballot may vote by authorizing another member in good standing to vote for them, provided that

the proxy is signed and dated by the member and is received before the established time and date of the vote count. A proxy shall be revocable at the pleasure of the member who signed it, provided that it is revoked prior to the vote count. Election proxies expire the moment vote counting is concluded.

Section 2--Board Voting. Only Directors of the corporation are entitled to vote on matters during a meeting of the Board.

ARTICLE V—DIRECTORS

Section 1—Board of Directors. The Board of Directors (“Board”) is responsible for governance and management of the Association. Minimum membership of the Board shall include four elected officers and one director. Not more than four additional Directors may be elected from time to time, provided that the total number of Directors at any given time does not exceed nine. Directors shall serve without compensation or honorarium.

a. Terms. Terms of elected Directors shall be from two to four years, as decided by the member elected at the time of election. Directors may be re-elected for up to two terms. Directors who served two terms are eligible to run again after a one-year period.

b. Nominations. At least five months prior to a scheduled meeting of the members, the Board shall appoint a Nominating Committee of members in good standing. The committee shall be responsible for identifying and recommending to the Board candidates willing to run in the next election.

c. Elections. A printed election ballot that includes a proxy provision shall be mailed to all members in good standing at least thirty days prior to each election date. Mailed ballots and proxies received before the established deadline shall remain unopened until counted by the appointed Holders of Election. Mailed ballots or proxies received after the date of the election shall be declared invalid.

e. Resignations. A director may resign at any time by submission of a written letter of resignation to the Secretary or President. The resignation is effective when accepted by the Board. The director vacancy created by the resignation will be filled by a qualified member who is appointed to the Board by the other Directors to fill the unexpired term.

f. Removal. An elected director can be removed only by majority vote of the members voting. Directors appointed by the Board to an unexpired term can be removed for cause by the Board.

Section 2—Declaration of Policy. Declaration of Association policy is reserved by the Board. Individual members shall not make nor declare policy on behalf of the Association.

Section 3—Conduct, Conflict of Interest and Indemnification

a. Standard of Conduct. Directors shall discharge their duties, including duties as an officer of the corporation, in accordance with their good faith judgment of what is best for the Association. Any member alleging a violation by a director or officer of this standard of conduct shall have the burden of proving the alleged violation of the standard.

b. Conflict of Interest. A conflict of interest transaction is any business with or on behalf of the Association in which a director has a direct or indirect personal interest and stands to gain from the transaction. Any director who has reason to believe that he or she has a potential conflict of interest is required to present for the Board’s consideration the material facts of the proposed transaction and an explanation of the individual’s personal interest in the matter. The Board shall then decide whether the transaction will be fair to and in the best interests of the Association or whether the potential conflict of interest or the appearance of a conflict of interest outweighs any benefit to the Association.

c. Indemnification. The Association shall, to the fullest extent of the Wisconsin Nonstock Corporation Act and the IRS Code, save, indemnify and hold harmless any person who was or is a party, or is threaten to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a director against all of the liabilities, expenses, including attorney fees actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in her or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Association shall be authorized but not required to purchase liability insurance for Directors and officers.

ARTICLE VI—OFFICERS

Section 3—Officers. There shall be four officers of the Association ordinarily, including a President, Vice President, Treasurer and Secretary. By majority vote of members voting, members may create additional officer positions from time to time as needed.

a. Selection. Officers shall be elected by the membership at a meeting of the Association. A Director cannot simultaneously hold more than one officer position.

b. Board Appointment of Officer. The Board may appoint an officer from among the Directors only when necessary to fill the remaining term of an officer position that becomes vacant. The period of appointment to the office expires as of the date of the next election.

c. Powers. Officers of the Association shall each have such general powers and duties as are customary for corporate officers and as generally pertain to their respective offices as well as such powers and duties as may be from time to time conferred upon an officer by the Board. Individual officers may not act independently of the Board except as the Board specifically delegates. Election or appointment of an officer shall not of itself create any contract rights.

d. General Responsibilities and Duties of Officers:

(1) President. The President: (a) serves as chief executive officer; (b) provides overall leadership; (c) ensures that the Association conforms to its governing documents; (d) ensures the effectiveness of the Board; (e) ensures that all resolutions and orders of the Board are carried out effectively; (f) presides at all meetings of the members and the Board; (g) signs written instruments on behalf of the Association; and, (g) performs all other customary duties and responsibilities of a President.

(2) Vice President. The Vice President assumes responsibilities and duties of the President when the President is unavailable or unable or refuses to perform and manages one or more operational functions of the Association as delegated by the President. Completes other delegated duties assigned by the President or Board.

(3) Treasurer. The Treasurer: (a) ensures the integrity and safekeeping of financial records; (b) exercises oversight of the financial processes and transactions of the Association; (c) accounts for and protects all funds; (d) prepares annual capital, operating and reserves budgets; (e) tracks all receipts and disbursements; (f) presents the financial status of the Association as directed by the Board; and, (g) performs all other duties ordinarily incident to the office of Treasurer of a corporation. The Treasurer also manages one or more operational functions and accomplishes other delegated duties assigned by the President.

(4) Secretary. The Secretary: (a) ensures the integrity and safekeeping of corporate records; (b) ensures that proper legal notice is give members of all meetings of members or the Board; (c) records or arranges recording of all election results and minutes of all meetings; (d) advises the Board and membership regarding required compliance with applicable statutes, the Articles of Incorporation and Bylaws; and, (e) performs other duties ordinarily incident to the office of Secretary of a corporation. The Secretary also manages one or more operational functions and accomplishes other delegated duties assigned by the President.

ARTICLE VII—OTHER CORPORATE RESPONSIBILITIES

Section 1—Chaplains. The Board shall appointment a Chaplain of the Association and may appoint one or more Associate Chaplains.

Section 2—Communications Director/Webmaster. The Board shall appoint a Director or other member to assume responsibility for public communications and to serve as webmaster of the Association.

Section 3—Revetments Editor-in-Chief. The Board shall appoint a Director or other member as Editor-in-chief and may appoint one or more Associate Editors for its newsletter, *Revetments*.

Section 4—Registered Corporate Agent. The Board shall appoint a registered agent who must be a member in good standing and a resident of Wisconsin.

Section 5—Other. The President may delegate to other Directors or other members responsibility for operational functions such as membership, public relations, fund raising, and other necessary functions.

VIII—DIRECTOR MEETINGS

Section 1—Directors' Meetings. The Board shall meet in person or electronically not less than twice each calendar year and more often as necessary as determined by the President. At the direction of the President, the Secretary shall notify Directors of the location, date and time for in-person and electronic meetings. Electronic meetings require that all communications be transmitted immediately to each participating director and that each participating director be able to immediately send messages to all other participants. The President shall conduct all meetings, or in the absence of the President, the next most senior officer participating shall chair the meeting.

Section 2—Special Meetings. A special meeting of the Board can be called by a majority vote of the Directors. Business at a special meeting shall be limited to addressing only the purpose for which the special meeting was called.

Section 3—Quorum. Participation of more than half of the Directors constitutes a Board quorum. Adoption of any matter requires a majority vote of those Directors voting. The act of a majority vote of Directors voting at a Board meeting at which a quorum is present shall be an act of the Board.

Section 4—Open Meetings. In-person meetings of the Board shall be open to members, except that the Board may vote to convene in executive session to discuss legal matters or possible proceedings against a member.

Section 5—Agenda. The agenda and procedural matters for Board meetings shall be prepared and distributed by the Secretary as directed by the President.

Section 6—Board Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by electronic means without a meeting of the Board, provided written consent is given by all Directors.

IX—COMMITTEES

Section 1—Appointment. The Board may create as many standing or ad hoc committees as considered necessary to assist in governance and management of the affairs of the Association. Committees shall be created or dissolved based upon vote of the Directors.

Section 2—Charge, Rules and Guidelines. When appointing a committee, the Board shall present the committee's charge, legal requirements of the committee's work and guidelines for the committee. Committees may act only to the extent specified at the time of appointment. Committee members shall not speak or act for the Board, except when formally delegated such authority.

ARTICLE X—RULES OF ORDER

Section 1—Rules. The Board shall make and adopt Rules of Order for the conduct of meetings of the members and the Board.

Section 2—Robert's Rules. When an Association rule is deemed not sufficiently clear, the members and Directors shall rely on applicable provisions of Robert's Rules of Order.

ARTICLE XI—FISCAL MATTERS

Section 1—Dues. The amount of annual member dues shall be established each year by the Board and shall be based upon needs established and approved in the Association's annual capital, operating and reserves budgets. The Board may reduce annual dues for those members who elect to pay dues in advance for at least five years or for the member's lifetime.

Section 2—Uses of Income. Income shall be used exclusively for budgeted capital, operating and reserves expenses of the Association and for charitable, religious, scientific, or educational purposes approved by the Board. No part of the net income of the Association shall inure to the benefit of any member, director, officer, or any other individual.

Section 3—Special Assessments. To cover unusual or unforeseen costs of the Association, members may be charged a special assessment. Any special assessment proposed must be approved by two-thirds of the Directors and more than fifty percent of members voting on the matter.

Section 4—Fees. Individual participant fees shall be charged to cover costs related to member meetings, cultural, educational or social events.

Section 5—Budget. The Treasurer shall prepare and present to the Board proposed annual operating, capital and reserves budgets. Proposed budgets shall be published in *Revetments*. Members will be given thirty days to submit comments relating to draft budgets which will be considered by the Board before approval of the final capital, operating and reserves budgets for the next fiscal year.

Section 6—Disbursements. All disbursements and records of disbursements of the Association shall conform to the legal requirements of the Law, Articles of Incorporation and IRS. Disbursements that, if made, will exceed the approved budget, shall be made only by the Board and only when necessary for the operation and viability of the Association.

Section 7—Expense Reimbursement. Money paid to a director or contract employee for expenses incurred or services provided must have been previously approved in the budget for the fiscal year. All such payments must meet the strict requirements of the Articles of Incorporation.

XII-DURATION AND DISSOLUTION

Section 1-Duration. The duration of the Association shall be perpetual, unless dissolved by a method prescribed by Law.

Section 2-Dissolution. A recommendation by the Board for voluntary dissolution of the Association must be approved by at least two thirds of the Directors serving and must state clearly the reason(s) for the recommended dissolution. Approval of the Board’s recommendation for voluntary dissolution requires a majority of those members voting on the matter. Involuntary dissolution, as ordered by a court or other entity with powers to do so, shall not require a vote of members.

Section 3-Distribution of Assets. If dissolved, assets of the Association shall be distributed in the manner required by the Law.

Section 2-Legal Requirements. Procedures for dissolution of the Association must comply with requirements of the Association’s Articles of Incorporation and the Wisconsin Nonstock Corporation Law, Chapter 181 Wisconsin Statutes.

ARTICLE XIII-AMENDMENT

Section 1-Right to Amend. The Board reserves the right to amend these Bylaws, provided that such amendment conforms to the provisions of the Wisconsin Nonstock Corporation Act and the Articles of Incorporation.

Section 2-Petition. Any member in good standing may submit to the Board a petition to amend these Bylaws. Upon receipt of a petition, the Secretary shall determine whether the proposed amendment violates any governing document. The Board shall reject any petition that violates one or more governing documents.

Section 3-Approval. A petition for amendment that is not in violation of any governing document shall be considered by the Board and submitted to the members for comments. Following the established member comment period, the amendment shall be approved by the Board if a majority of Directors vote to adopt the amendment.

ARTICLE XIV-SEVERABILITY

All provisions of these Bylaws are severable. If any provision or portion herein is found to be unenforceable by arbitration or a court of competent jurisdiction, all other provisions shall remain in full force and effect.

I HEREBY CERTIFY that these Amended and Restated Bylaws were approved by resolution of the Board of Directors on _____ and that the foregoing is a full, true and correct copy.

WITNESS my hand and the seal of this corporation.

(Seal) _____
Wayne Salisbury, President

Date

(Seal) _____
Jerry Norville, Secretary Pro Tem

Date

