

**BYLAWS OF THE
"WARRANT OFFICERS HERITAGE FOUNDATION"**

Revised October 24, 2008

**ARTICLE I
GENERAL**

Section 1. Name. The name of this non-profit, nonstock corporation shall be the "Warrant Officers Heritage Foundation" hereinafter referred to as the "Corporation."

Section 2. Registered Office. The resident and registered office of the Corporation shall continuously be in the Commonwealth of Virginia.

Section 3. Corporate Nature. The Corporation is operated exclusively for purposes beneficial to the interests of the United States to serve those individuals who are interested and concerned regarding the history of the United States Army Warrant Officers Corps.

**ARTICLE II
CORPORATE PURPOSES**

Section 1. General. The Corporation is organized and shall be administered and operated exclusively to receive, administer and expend funds for among such other objectives and illustrative purposes only, and not by way of limitation, the following educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as it may be amended from time to time:

(a) To instill in the public a sense of the history of the United States Army Warrant Officer Corps;

(b) To assume accountability and responsibility for donations held in the United States Army Warrant Officers Association "Warrant Officer Museum Fund".

(c) To assist in the development, creation and maintenance of a repository presenting the history of the United States Army Warrant Officer Corps;

(d) To develop fund raising methodology to support the programs of the foundation;

(e) To distribute funds raised in a manner that supports the goals of education of the general public on the history of the Warrant Officer Corps

Section 2. Specific.

(a) The Corporation shall have, without any limitation and by way of illustration, all those powers the law authorizes and as may be enumerated within the Virginia Nonstock Corporation Act as it may be revised from time to time.

(b)..The Corporation may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. However, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Corporation's primary purpose.

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**ARTICLE III
DIRECTORS**

Section 1. General Powers; Number; Tenure. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts that are not otherwise by law, the Articles of Incorporation or these Bylaws directed or required to be exercised or performed. The initial number of directors of the Corporation shall be not less than three (3) nor more than five (5), the exact number to be determined from time to time by resolution of the Board of Directors. No later than first annual meeting of the Corporation's Board of Directors in October 2003, the President of the United States Army Warrant Officers Association (USAWOA) shall appoint up to three directors so as to constitute from amongst the members of the United States Army Warrant Officers Association, a majority of the directors of the Corporation authorized by these Bylaws; and at the annual meeting such directors shall, as necessary elect or reelect the remainder of the directors of the Corporation authorized by these Bylaws.

(a) Each director shall hold office for two years, until that annual meeting of the Board of Directors, or until his/her successor shall have been appointed or elected and shall qualify.

(b) Beginning in 2005 a Nominations Committee will propose individuals for election or reelection to the Board of Directors.

(c) Beginning in calendar year 2007 the number of Directors is increased to seven (7). The Chairman, Vice Chairman, and two (2) Directors who are not Corporate Officers, as external Directors, shall perform oversight of the President, Secretary, and Treasurer who are also Directors and conduct the day-to-day business of the Foundation and the Corporation.

(d) An Annual Meeting of the Corporation's Board of Directors shall be held during the 30 days preceding the U.S. Army Warrant Officers Association Annual Meeting of the Members or at such other date and time as shall, from time to time, be designated by the Corporation's Board of Directors and stated in the notice of the meeting. At such meeting, the Board of Directors shall transact such business as may properly be brought before the meeting.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors shall be filled by a majority of the directors then in office. Each Director so chosen shall hold office until the next annual meeting of the Board of Directors or until his successor shall have been elected and shall qualify.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law or the Articles of Incorporation, at a meeting of the Board of Directors called expressly for the purpose of removing one or more directors, any director may be removed, with or without cause, by a vote of the members of the Board of Directors.

(b) Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the Commonwealth of Virginia.

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Section 5. Annual Meeting. An organizational meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of the Board of Directors, and no notice of such meeting to the newly elected directors shall be necessary in order to legally constitute the meeting provided a quorum shall be present.

Section 6. Regular Meetings. Additional regular meetings of the Board of Directors may be held at such time, place, and method as may from time to time be determined by the Board of Directors or may be called by the Chairman of the Board of Directors or the President on twenty-four hours notice to each Director.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or President on twenty-four hours notice to each director, if such notice is delivered personally or by such form of communication as otherwise may be provided by these Bylaws. Special meetings shall be called by the Chairman of the Board or President in like manner and on like notice on the written request of one-half or more of the number of Directors then in office. Any such notice need not state the purpose or purposes of such meeting except as provided in these Bylaws.

Section 8. Quorum; Adjournments. At all meetings of the Board of Directors a majority of the number of Directors elected under these Bylaws shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 9. Compensation. Directors shall not be entitled to such compensation for their services as directors but may be reimbursed, if approved in advance, for any reasonable expenses incurred in attending Directors' meetings as may from time to time be fixed by the Board of Directors.

Section 10. Action by Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 11. Telephonic/Video Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or any committee by means of conference call, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting. When such a meeting is conducted, written minutes shall be made of any action taken. Incidental motions and proposed actions may be initiated and voted via email provided that no member of the Board of Directors tables the item pending a teleconference or other meeting with all members for the purpose of further discussion. Printed copies of the email traffic will be filed with the other Board minutes and restated in the minutes of the next regularly scheduled Board meeting.

**ARTICLE IV
COMMITTEES**

Section 1. Corporate Officers. The Corporate Officers, President, Secretary, and Treasurer, shall conduct the day-to-day business of the Foundation in lieu of an Executive Committee.

Section 2. Powers. The Corporate Officers shall have and may exercise all of the rights, powers and authority that the Board of Directors shall specifically determine and authorize from time to time.

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Section 3. Procedure; Meetings. The Corporate Officer shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the Corporate Officer shall provide.

Section 4. Quorum. A majority of the Corporate Officers shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Corporate Officers.

Section 5. Other Committees. The Board of Directors, by resolutions adopted by a majority of the directors at a meeting at which a quorum is present, may appoint such other committee or committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe.

Section 6. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation. Members of any committee shall not be entitled to compensation for their services as members of any such committee but may be reimbursed, if approved in advance, for any reasonable expenses incurred in attending committee meetings as may from time to time be fixed by the Board of Directors.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed before such action by all members of such committee. Such written consent shall be filed with the minutes of its proceedings.

**ARTICLE V
NOTICES**

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice unless otherwise specifically provided, but such notice may be given in writing by mail addressed to such director at his address as it appears on the records of the Corporation with postage thereon prepaid. Such notices shall be deemed to be given at the time they are deposited in the United States mail or such notices may be given by private commercial overnight package service in which case notice will be deemed to be given when such notice is accepted for delivery by said package service. Notice to a director may also be given personally or sent to his electronic (e-mail) address as it appears on the records of the Corporation.

Section 2. Waiver; Effect of Attendance. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, any Director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of the meeting, unless such director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE VI
OFFICERS**

Section 1. Designations. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Secretary and a Treasurer. The Board of Directors shall also

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choose a Chairman of the Board and a Vice-Chairman of the Board and such other officers and agents, as it shall deem necessary or appropriate. The President of the Corporation may appoint other officers and/or agents, as deemed necessary or appropriate. The Board of Directors may not delegate to the President of the Corporation the authority to appoint the Corporation's Secretary or Treasurer. The election or appointment of any officer of the Corporation shall not of itself create contract rights for any such officer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices may be held by the same person unless the Articles of Incorporation or these Bylaws shall otherwise provide.

Section 2. Term of Office; Removal. The Board of Directors after its annual meeting may choose a President, a Secretary and a Treasurer, if such action has not been otherwise taken during the course of the preceding year. The Board of Directors may also similarly choose a Chairman of the Board and a Vice-Chairman and such other officers and agents, as it shall deem necessary or appropriate. Each officer of the Corporation shall hold office until his successor is chosen and shall qualify. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the Directors then in office. Any officer or agent appointed by the President pursuant to authority delegated to the President by the Board of Directors may be removed with or without cause at any time whenever the President in his absolute discretion shall consider that the best interests of the Corporation shall be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors or by the President in the case of a vacancy occurring in an office as to which the President has the authority to make appointments.

Section 3. Compensation. The salaries, if any, of all officers of the Corporation, except individuals who serve as elected or appointed directors, shall be fixed from time to time by the Board of Directors.

Section 4. The Chairman of the Board. The Chairman of the Board shall perform such executive, supervisory and management functions and duties as may be assigned to him from time to time by the Board. He shall, if present, preside at all meetings of the Board of Directors. In the absence of the Chairman, the Vice Chairman will assume the above duties and responsibilities of the Chairman

Section 5. The Vice Chairman of the Board. In the absence of the Chairman of the Board, the Vice Chairman will temporarily perform the duties of the Chairman as show in Section 4 above.

Section 6. The President.

(a) have general charge of the business affairs and property of the Corporation and general supervision over its other officers and agents. In general, he/she shall perform all duties incident to the office of President and shall ensure that all orders and resolutions of the Board of Directors are carried into effect.

(b) Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other organizations in which the Corporation may hold securities. At such meeting the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a format to be kept for that purpose and shall perform like duties for the Executive Committee or other committees, if required. He shall give, or cause to be given, notice of all regular and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors and the Chairman of the Board. The Secretary shall have custody of the seal of the Corporation, and he, or an Assistant

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Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his signature.

Section 8. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, if any, the President and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

The Corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the Virginia Nonstock Corporation Act.

**ARTICLE VIII
GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year of a given year or as determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and identify the state of incorporation as Virginia.

Section 3. Gender. The use herein of any term indicating gender shall be deemed to be or include the corresponding term indicating the other gender wherever appropriate.

Section 4. Headings. The headings and captions in this document are for convenience of reference only and shall not be used in interpreting, construing or enforcing any of its provisions.

Section 5. References. Sections of the Internal Revenue Code referred to in these Bylaws are to provisions of the Internal Revenue Code, as amended, as those provisions as are now enacted or to corresponding provisions of any future United States internal revenue law.

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**ARTICLE IX
AMENDMENTS**

The Board of Directors shall have the power to make, amend, alter and repeal these Bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the whole Board, provided that notice of the proposal to make, amend, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the Board of Directors at which such action takes place.

**ARTICLE X
LIMITATION ON ACTIVITIES**

Section 1. General. The Corporation is organized and operated exclusively for educational purposes within the meaning of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on.

Section 2. Funds. The Corporation shall use its funds only to accomplish the objectives and purposes as permitted in these Bylaws, and no part of the net earnings of the Corporation shall inure to the benefit of nor be distributable to its directors, officers, or other private individuals, or other organizations organized and operating for profit, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE XI
DISSOLUTION**

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories or recipients as the Board of Directors shall determine:

(a) a nonprofit organization or organizations, which may have been created to succeed the Corporation as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law; and/or

(b) a nonprofit organization or organizations having similar aims or objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under the Internal Revenue Code or the corresponding provision of any future federal tax law.

Approved by the Board of Directors at the Annual Board Meeting this 24 day of October 2008.

Attest

/ original signed /
Thomas A. Piatti
Secretary