



CONSTITUTION WORLDWIDE ARMY RANGERS, INC

ARTICLE I

GENERAL

1.0 NAME: The name of this corporation is the Worldwide Army Rangers, Inc., (hereinafter referred to as ("Association"), and incorporated in the State of Georgia, as a tax-exempt, non-profit organization. It is approved by the Internal Revenue Service (IRS) under the Internal Revenue Code 501 (c) (19), as exempt from federal income tax (EIN: 26-0038251.)

1.1 Headquarters. The headquarters office of the Worldwide Army Rangers, Inc shall be determined by the Board of Directors at such place permitted by law and the Certificate of Incorporation, State of Georgia, Certificate Number 020922. Regional offices may be established at such places as may be determined by the Board of Directors.

1.2 Duration. The duration of the Association is perpetual.

1.3 Purposes and Objective. The purposes of the Association are as stated in the Association's Certificate of Incorporation. The objective of the Association is the perpetuation of the esprit de corps of the Ranger community and to unite fraternally, veterans of all branches of the United States Armed Forces who, since the beginning of World War II have conducted or supported "Ranger Operations" and;

To commemorate fittingly the memory of all those who have given their lives in defense of the Free world and to those who served in Ranger units and are still unaccounted for as POW/MIA; and

To promote patriotism throughout the communities of the country; and

To educate its members and the citizens of the United States in the proper development of Ranger Operations, and to keep abreast of new developments in the field of Ranger Operations, as is consistent with security regulations; and

To encourage every member of the Association toward a closer personal relationship and a friendly spirit of mutual cooperation; and

Be a source of inspiration, for all Ranger Operational Units; now and in the future.

1.4 The Association is not organized for profit nor does it contemplate any monetary gain or profit to its Members.

ARTICLE II

MEMBERSHIP

2.0 Status and Qualifications: Membership in the Association is available worldwide to US/Allied Rangers, direct support units, and other persons similarly qualified in non combat support roles, who are assigned to Ranger Operational Units. The voting membership of the Association shall be

the General Members. The non-voting membership status of the Association shall be Associate Member and Operational Associate Member.

Privileges, responsibilities and qualifications of membership shall be set forth in the Association's Bylaws and/or other appropriate governing documents.

2.1 Admission. Applicants shall be admitted to membership in the Association in such manner as the Board of Directors may direct.

2.2 Obligations. All members of the Association must subscribe to the Certificate of Incorporation, Constitution, Bylaws, Ranger Creed and other governing documents of the Association.

ARTICLE III

SEPERATIONS FROM MEMBERSHIP and DISCIPLINARY PROCEEDINGS

3.0 Resignation. Any member of the Association may tender a resignation.

3.1 Disciplinary Proceedings. Any member of the Association may be subject to disciplinary proceedings, following notice and an opportunity to be heard, in accordance with procedures adopted by the Board of Directors.

3.2 Expulsion. Any member of the Association may be expelled by affirmative vote of not less than 2/3 of the Board of Directors.

ARTICLE IV

FEEES and DUES

4.0 Schedule. A schedule of annual dues and fees shall be established by the Board of Directors.

ARTICLE V

MANAGEMENT

5.0 Board of Directors. The corporate powers of the Association shall be vested in the Board of Directors. The Board of Directors shall be responsible for the supervision, control and management of the Association. The Board of Directors shall provide Bylaws for the regulation and conduct of the Association's powers and affairs. The Board of Directors shall manage the affairs of the Association in accordance with the applicable laws and provisions of the Association are governing documents.

5.1 Executive Committee. The Executive Committee shall exercise such part of the authority of the Board of Directors as delegated and permitted under applicable laws and the Association's governing documents.

5.2 Chapter Boards. Chapters shall be governed by Chapter Boards which shall provide advice to the Board of Directors and manage the affairs of the Chapter in accordance with the provisions of the governing documents of the Association and of the Chapter.

1 **ARTICLE VI**

2 **OFFICERS and DIRECTORS**

3 **6.0 Board of Directors.** The Board of Directors shall consist of nine (9)
4 directors. The directors shall be members of the Association. These directors shall
5 be the President, the Vice-President, the Secretary, the Treasurer, and five (5)
6 Placed Directors.

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8 **6.1 Executive Committee.** The Executive Committee shall consist of the President,
9 the Vice-President, the Secretary, the Treasurer and one Placed Director, as
10 appointed by a majority vote of the board of Directors.

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12 **6.2 Terms.** The term of office for the President is three (3) years, for the Vice
13 President is three (3) years, for the Secretary is three (3) years, for the Region
14 Directors is three (3) years. One third of the Members of the Association's Board
15 of Directors shall be elected every year for a three year term on a staggered base
16 year, as prescribed by the Association's By-Laws.

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18 **6.3 Officers.** The officers of the Association shall be the President, the Vice-
19 President, the Secretary and the Treasurer.

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21 **ARTICLE VII**

22 **GEOGRAPHIC CHAPTERS and ELECTIONS**

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24 **7.0 Chapters and Elections.** The Board of Directors shall establish
25 constituency-based Chapters for the purpose of electing the Placed Directors,
26 nominating candidates for President, and for such other purposes as defined in
27 the Bylaws.

28 **ARTICLE VIII**

29 **MEETINGS**

30 **8.0 Annual General Membership Meeting.** The Association shall hold at
31 least one (1) business meeting annually, termed the Annual General Membership
32 Meeting (AGMM,) on a date fixed in the Bylaws. The quorum for the AGMM shall
33 be twenty-five (25) voting members. The Association may hold additional
34 business meetings as provided in the Bylaws.

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36 **8.1 Board of Directors Meetings.** Meetings of the Board of Directors shall be held
37 as determined by the Board of Directors, but the Board of Directors shall hold at
38 least two (2) meetings annually.

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40 **8.2 Executive Committee Meetings.** Meetings of the Executive Committee shall be
41 held as deter-mined by its chair.

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43 **ARTICLE IX**

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2 **COMMITTEES, INSTITUTES, ACADEMIES, GEOGRAPHIC UNITS,**
3 **FOUNDATIONS, AFFILIATED and OTHER ORGANIZATIONAL ENTITIES**

4 **9.0 Organizational Entities.** Committees, Institutes, Academies, Geographic
5 Units, Foundations, Affiliated and other organizational entities of the Association
6 may be established or terminated by the Board of Directors as defined in the
7 Bylaws.

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9 **ARTICLE X**

10 **ADMINISTRATIVE PROVISIONS**

11 **10.0 Exempt Purposes.** The Association is organized exclusively for
12 charitable, educational, literary and scientific purposes within the meaning of
13 Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (or the
14 corresponding provision of any future United States Internal Revenue Code)
15 (herein-after, the "Code"). The Association shall not carry on any activities not
16 permitted to be carried on by a corporation exempt from Federal income tax
17 under Section 501(c) (19) of the Code.

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19 **ARTICLE XI**

20 **AMENDMENTS**

21 **11.0 Certificate of Incorporation and Constitutional Amendments.**

22 **11.0.1 Proposal.** An amendment to the Certificate of Incorporation or
23 Constitution may be proposed in two (2) ways:

24 **11.0.1.1 Petition.** By petition; stating the general content of the
25 proposed amendment and signed by not less than two-thirds (2/3)
26 of the voting Association members from each of at least two-thirds
27 (2/3) of the Chapters. Petitions must be presented to the Secretary
28 not less than sixty (60) days in advance of the Board of Directors
29 meeting at which the amendment will be considered.

30 **11.0.1.2 Board of Directors.** By the Board of Directors, by two-thirds
31 (2/3) vote of those present and voting, providing written notice
32 containing the general content of the proposed amendment was sent
33 to each member of the Board of Directors at least thirty (30) days
34 prior to the meeting.

35 **11.0.2 Consideration.** Any proposed amendment shall be considered by the
36 Board of Directors at its next regularly scheduled meeting provided written
37 notice containing the exact content of the proposed amendment was sent to
38 each member of the Board of Directors at least thirty (30) days prior to such
39 meeting and further provided at least thirty (30) days notice of the
40 consideration of the amendment was sent to the Association membership.

41 The Board of Directors may recommend the proposed amendment by two-
42 thirds (2/3) vote of those present and voting.

43 **11.0.2.1 Recommendation.** The recommended amendment shall be
44 considered on the ballot in an upcoming Association-level election.

45 **11.0.2.2 Non-Recommendation.**

46 **11.0.2.2.1 Petition.** If an amendment proposed by Petition is

not recommended by the Board of Directors, notice will be provided to the membership of the Association relative to this action.

11.0.2.2.1.1 Reintroduction of an Amendment Proposed by Petition. If not recommended by the Board of Directors, an amendment proposed by Petition may be reintroduced by the membership of the Association at either of the subsequent two (2) AGMM's held more than sixty (60) days after the Board action on the amendment proposed by Petition. To reintroduce the amendment proposed by Petition, additional petitions, signed by at least fifty (50) voting Association members from each of at least two-thirds (2/3) of the Chapters, shall be submitted to the Secretary at least ninety (90) days prior to an Annual Membership Meeting. An amendment proposed by Petition reintroduced in such a manner shall be included on the ballot in an upcoming Association-level election upon recommendation of two-thirds (2/3) of the voting Association members present and voting at the Annual Membership Meeting.

11.0.2.2.1.2 Board of Directors. If after consideration, an amendment proposed by the Board of Directors is not recommended, no further action is taken on the proposed amendment.

11.0.3 Action. Adoption of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of the ballots cast thereon by the Association membership in a Association-level election. A committee of Tellers,(Tally Committee) appointed by the President, shall supervise the tabulation of ballots, which shall be canvassed by the Board of Directors at its next meeting. An adopted amendment shall become effective at the conclusion of the meeting of the Board of Directors at which the ballots are canvassed, or date specified. If not adopted, an amendment may be re-proposed as set forth in this Article.

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11.1 Code of Ethics Amendments.

11.1.1 Proposal. An amendment to the Code of Ethics may be presented at any meeting of the Board of Directors, a quorum being present.

11.1.2 Notification. The Association shall publish proposed amendments to the Code of Ethics on the Association's Web site at least thirty (30) days prior to formal consideration by the Board of Directors.

11.1.3 Action. The Board of Directors may act on a proposed amendment at its next meeting, provided that meeting occurs at least seventy-five (75) days following the meeting at which the proposed amendment was received and further provided that the precise written form of the amendment is sent to the Board of Directors at least thirty (30) days in advance of the meeting. If the Board of Directors determines, by a vote with no more than two (2) Board of Directors members dissenting, that an emergency exists, the seventy-five (75) day interval between proposal and action may be waived. Adoption by the Board of Directors of a recommended amendment shall require the affirmative of two-thirds (2/3)

1 of those present and voting.

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3 **11.2 Bylaws Amendments.**

4 **11.2.1 Proposal.** An amendment to the Bylaws may be presented at any
5 meeting of the Board of Directors, a quorum being present.

6 **11.2.2 Notification.** Notification shall be sent to the Association Chapter
7 Boards and the Association membership at least thirty (30) days prior to
8 action of the Board of Directors on the proposed amendment.
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10 **11.2.3 Action.** The Board of Directors may act on a proposed amendment at
11 its next meeting, provided that meeting occurs at least forty-five (45) days
12 following the meeting at which the proposed amendment was received and
13 further provided that the precise written form of the amendment is sent to
14 the Board of Directors at least thirty (30) days in advance of the meeting. If
15 the Board of Directors determines, by a vote with no more than two (2)
16 Board of Directors members dissenting, that an emergency exists, the
17 forty-five (45) day interval between proposal and action may be waived.
18 Adoption by the Board of Directors of a recommended amendment shall
19 require the affirmative of two-thirds (2/3) of those present and voting.
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21 **ARTICLE XII**

22 **CORPORATE DISSOLUTION**

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26 **12.0 Dissolution.** Upon dissolution of this Association, its assets shall be
27 distributed to one or more organizations included in 501(c) (3) and 501(c) (19)
28 IRS Code, or the corresponding section of any future IRS Code
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31 **END OF WORLDWIDE ARMY RANGERS, INC CONSTITUTION**

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33 **NOTHING WRITTEN AFTER LINE 33**