

Bylaws of the Thailand-Laos-Cambodia Brotherhood, Inc (TLCB)

(Effective September 23, 2017)

ARTICLE I: MEMBERS

SECTION 1. CLASSIFICATION.

There shall be one classification of membership: Regular.

A. Qualifications.

To qualify for regular membership, with full rights and voting privileges, the individual shall complete an application, accept and support the objectives and other provisions of these Bylaws and governing documents, and remit annual dues as set by the Board of Directors (BOD).

B. Status.

Membership may exist in the following conditions:

1. Active. Application is accepted and dues are current.
2. Inactive. More than three months have elapsed in the new year and dues have not been paid. Member is not eligible to vote, nor enjoy member benefits.
3. Lapsed. Member has been inactive and not paid dues for at least one year. Member is not eligible to vote. Member may be removed from rolls at the discretion of the BOD

SECTION 2. DUES.

A. Annual Dues.

Annual dues for the TLCB, shall be set by the BOD; shall be due and payable during January of each year; and shall become delinquent if not received by February 1.

B. Change in Member Status.

There is no refund of any dues that have been paid when a member resigns, or whose status is inactive, or has lapsed.

C. Dues Adjustment.

Dues may be adjusted by a two-thirds vote of the BOD, and shall take effect on January 1, provided notice has been given to the membership no later than November 1 of the year in which the dues were adjusted. Dues already paid for future years are considered final, and need not be supplemented— nor will refunds be given if the dues rate is lowered.

SECTION 3. NEW MEMBERSHIP.

A. Application.

Application for membership in the TLCB shall include information required by the BOD, a signed agreement to support the four Objectives of the Corporation and abide by the Articles of Incorporation and the Bylaws, and be accompanied by a full payment for the dues. Should the application not be accepted, the payment will be returned.

B. Acceptance to Membership.

New applicants are accepted to membership when they meet the requirements of this Article. Former members are readmitted when they meet the requirements of this Article and any required waiting period has elapsed or has been waived as provided for in these Bylaws.

SECTION 4. TERMINATION OF MEMBERSHIP.

Membership may end in three ways and may be reinstated, as provided herein, as follows:

A. Resignation or Death.

This refers to voluntary termination of membership or death of a member. If a member resigns, membership terminates upon receipt of proper notice by any BOD member or the Membership Committee Chair, unless otherwise specified by the resigning member.

Upon notice of death of a member and at the discretion of the Chaplain, a death notice or obituary may be published on the website and/or in the newsletter. Although dues are not usually refunded, in the event of a member's death dues may be refunded at the discretion of the Treasurer.

B. Lapsed Status.

A member shall be automatically terminated for non-payment of dues after one year from the due date, unless waived by the BOD.

C. Expulsion of a Member.

Upon confirmation by the BOD of a formal written complaint from any member that another member, including a board member, is willfully violating the Articles of Incorporation or Bylaws, or is conducting him/herself in a way contrary to the objectives of the TLCB, or is injurious to the TLCB, or brings disrespect to the TLCB, the BOD may expel the offending member through the expulsion process. A member in an expulsion status has no voting privileges and such membership ceases to exist.

1. Expulsion Procedure and Decision.

After due investigation of a formal request from a member asking for the expulsion of another member for cause, as described above, the President shall call a special meeting of the BOD (to be conducted in executive session) to render a decision within sixty (60) days from receipt of the complaint.

2. Expulsion Procedure - Voting.

The BOD may terminate a membership only by unanimous vote by written ballot. If the President asks for a poll of the membership in lieu of unanimous vote by the BOD, a vote of 67 percent of active members is required to expel a fellow member. The BOD will select the voting method.

SECTION 5. REINSTATEMENT.

A former member, regardless of classification, where twelve months have passed since the end of the previous active membership, may apply for reinstatement - subject to approval by the BOD. This waiting period, or any portion of it, may be waived by the President. Waiver authority may be delegated to the Membership Committee Chair.

SECTION 6. CONFLICT RESOLUTION.

All members shall have the right to file a comment, concern, or complaint, whether it pertains to any member of the TLCB or to the BOD in general, and the BOD shall take action to address the submission and resolve any problems.

A. Procedures.

The procedures for conflict resolution (vs. Expulsion) apply when the written submission does not allege a violation of the Articles of Incorporation or the Bylaws. A member must request the conflict resolution procedures in writing to the Secretary.

B. Filing Requirements.

The member shall submit the comment, concern, or complaint in writing within six months of the date of its occurrence. Anonymous submissions will not be accepted.

C. Review Requirements.

The BOD shall have up to 45 days to review the submission, at which time it shall either:

- (1) Announce its findings and disposition, or
- (2) Declare that further BOD action is needed, and provide a timetable for final disposition.

D. Offenses Occurring in a Meeting.

The procedures specified in Disciplinary Procedures, *Robert's Rules of Order Newly Revised*, shall prevail, as appropriate.

SECTION 7. MEMBER RESPONSIBILITY.

Members are responsible for keeping their contact information current by contacting the Membership Chair. This must include a physical address, and may also include e-mail, telephone, and emergency contact information.

SECTION 8. MEMBERSHIP MANAGEMENT.

The Treasurer and the Membership Chair shall coordinate the application/dues payment process. The Membership Chairman is responsible for maintenance of the master membership roster.

ARTICLE II: BOARD OF DIRECTORS (BOD)

SECTION 1. BOARD COMPOSITION.

The BOD shall consist of five officers, and four Members-at-Large. No person may hold two of these positions simultaneously. The officers are: President, Vice-President, Secretary, Treasurer, and Chaplain. All active members in good standing shall be eligible to serve on the BOD.

SECTION 2. POWER AND AUTHORITY.

The BOD shall have full power and authority over all affairs and activities of the TLCB.

SECTION 3. TERMS OF OFFICE

A. The term of office for all board members shall be 2 years. Terms of various BOD members shall be staggered so that half of the BOD shall stand for election each year:

Even-numbered years - President, Treasurer, and two Members-at-Large

Odd-numbered years - Vice-President, Secretary, Chaplain, and two Members-at-Large.

B. No member of the BOD, except the Chaplain, may serve more than three (3) consecutive terms in any office.

SECTION 4. VACANCY IN OFFICE BETWEEN ANNUAL MEETINGS.

A. Office of the President.

If this position becomes vacant for any reason, the Vice-president shall serve as President for the remainder of the term.

B. All positions except the presidency.

A vacancy in any other officer position, except Chaplain, shall be filled by appointment by the President from among the Board Members-at-Large. A vacancy of a Member-at-Large, or Chaplain, shall be filled by appointment by the President, with the approval of the BOD, from among the general membership.

SECTION 5. DIRECTOR RESPONSIBILITIES.

A. Participation.

All directors shall participate in BOD meetings and their assigned committee meetings.

B. Communications.

All members of the BOD must be able to communicate via electronic means.

SECTION 6. OFFICIAL BOD NOTICES

The *Mekong Express Mail* is the official record of the TLCB. This publication shall be printed and mailed to members except those who elect to receive it electronically. It shall be published at least four times per year and shall also be posted on the TLCB Website.

ARTICLE III: OFFICERS

SECTION 1. OFFICERS.

The elected officers of the TLCSB shall be a President, Vice-President, Secretary, Treasurer, and Chaplain.

SECTION 2. QUALIFICATIONS.

All officers must be members in good standing, support the objectives of the TLCSB, acknowledge, in writing, the statutory responsibilities of the office to which they are being nominated, and be able to communicate via computer and email. In addition, it is desirable that they have the following experience, knowledge, or skills appropriate to the position:

A. President and Vice-President.

Leadership and managerial skills or have served on the board.

B. Secretary.

Able to maintain the official records and documents, hardcopy and electronically, or have a background in information processing and have good organizational skills.

C. Treasurer.

Able to produce and maintain financial records to comply with state and federal tax laws.

D. Chaplain.

Is able to care for the spiritual health and needs of the TLCSB. Is not required be an ordained minister.

SECTION 3. DUTIES OF OFFICERS.

The officers shall perform the duties as prescribed in this article, as well as other duties as may be prescribed by the Board, or otherwise identified in Virginia law, and governing documents of the TLC Brotherhood, Inc.

A. Duties of the President.

1. Is the chief executive officer and official spokesperson for the TLCB.
2. Presides over and controls meetings of the BOD and the membership.
3. Serves as or appoints a member or BOD member to serve as parliamentarian for the TLCB and shall be responsible to ensure the membership meetings are conducted according to *Roberts Rules of Order, Newly Revised*, current edition, and requirements imposed by the Articles of Incorporation, the Bylaws, and laws of the State of Virginia.
4. Votes only in case of a tie of the voting directors or members.
5. May appoint committee chairmen except as provided in these Bylaws, and is an ex-officio member of all committees, except for the Nominating Committee and special committees.
6. Appoints a secretary *pro tem* in the absence of the elected Secretary, for the purpose of taking minutes at meetings.
7. Serves as one of the signatory authorities on the TLCB bank accounts.
8. Serves as chairman of the Executive Committee.
9. Presents an annual report at the Annual Meeting.

B. Duties of the Vice-president.

1. Acts on behalf of the President when requested by the President, with such authority as described at the time of the request.
2. Fills an unexpired term of the President.
3. Serves as the national chairman of the Annual Meeting Committee.
4. Is the backup signatory authority to the two primaries on TLCB bank accounts.
5. Prepares an annual report to be presented at the Annual Meeting.
6. Responsible for other duties as assigned by the BOD.

C. Duties of the Secretary.

1. Records the business of the BOD. Prepares and maintains custody of minutes of the BOD and members' meetings, and reports minutes of the BOD meetings to the membership after approval by the BOD. Authenticates records of the corporation. Communicates on behalf of the TLCB, as requested by the BOD.
2. Is responsible for the filing of the Annual Report to the Commonwealth of Virginia, State Corporation Commission, and directs the Treasurer to pay the Annual Registration Fee. The Secretary, with the

approval of the BOD, is authorized to retain an attorney, licensed to practice law in the Commonwealth of Virginia, to facilitate this filing.

3. Maintains the official seal.
4. Maintains the Articles of Incorporation, minutes of all meetings, current motions list, standing and special rules lists, and any other documentation used in the operations of the TLCB. Stores these documents in the *Official Records* and maintains an online backup.
5. Makes the administrative records of the TLCB open for inspection by the members upon reasonable notice.
6. Presents the voting results when there is an election held by the BOD between annual meetings to fill vacancies on the board.
7. Prepares an annual report to be presented at the Annual Meeting.
8. Is responsible for other duties as assigned by the BOD.

D. Duties of the Treasurer.

1. Maintains the financial accounts and financial records of the TLCB.
2. Establishes and has primary signatory authority on all TLCB bank accounts, along with the President.
3. Collects dues as set by the BOD, and coordinates same with the Membership Chairman.
4. Advisor to the Budget Committee. Presents an annual budget to the BOD as proposed by the Budget Committee.
5. Reports cash flow, net worth balances, and major transactions to the BOD at least semiannually.
6. Is entrusted by the membership with maintaining financial eligibility for tax exempt status under the rules of the federal government and the State of Virginia.
7. Makes the financial records of the TLCB open for public inspection upon reasonable notice, or as required by law.
8. Presents an annual report at the Annual Meeting.
9. Responsible for preparing (or having prepared) and filing non-profit tax returns.
10. Transfers funds to overseas representatives, pays the TLCB financial obligations, receives and manages funds paid to the TLCB treasury and to the TLCB Exchange (BX).
11. Collects and disburses annual meeting funds.
12. Supervises activities of the TLCB Exchange (BX) and reports periodically to the BOD.
13. Provides a final report each year to the BOD after filing required tax returns, and is responsible for maintaining tax returns from previous years, as required by law.
14. Performs other duties as assigned by the BOD

E. Duties of the Chaplain.

1. Brings humanitarian and compassionate member issues before the BOD to see that these matters receive proper attention.
2. Reports on the death of members and sends condolences, on behalf of the TLCB, to family members or next of kin. Notifies the membership via the newsletter of member deaths.
3. May support the BOD with an opening invocation and closing benediction.
4. Presents an annual report at the Annual Meeting.
5. Performs other duties as assigned by the BOD.

ARTICLE IV: MEETINGS

SECTION 1. MEMBERSHIP MEETING.

A. Annual Meeting.

Once every calendar year, the BOD shall hold a meeting for all members for the purpose of electing officers, receiving reports, and transacting such other business that shall properly come before it. The location of the annual meeting will be announced at the preceding annual meeting.

B. Notice.

The Annual Meeting Chair is responsible for notifying the Secretary of the dates of the meeting at least 30 days before the June issue of the *Mekong Express Mail* (newsletter), and the Secretary will publish the notice of the location and dates of the meeting in the June edition of the *Mekong Express Mail*.

C. Quorum.

A quorum at an annual meeting shall consist of a majority of those in attendance at the annual meeting, including at least three officers and two other board members.

SECTION 2. BOARD MEETINGS.

A. Meetings.

The BOD shall meet at the Annual Meeting and from time to time as scheduled by the President.

B. Regular Board Meeting Notice.

The President shall provide notice, via email, to BOD members at least 7 days prior to the meeting. The President shall publish an agenda no later than 48 hours prior to the meeting.

C. Quorum.

A quorum shall consist of a majority of the BOD members, including at least 3 officers.

D. Special Meetings.

Any five members of the BOD may require the President to call a special meeting of the BOD. The meeting shall require notice of at least 15 days, unless it is an emergency meeting, in which case notice must be published as soon as possible. Notice may be by email or telephone. A quorum shall consist of at least five of the members who required the meeting.

E. Observers.

With the exception of executive sessions, members of the TLCB may attend BOD meetings as observers.

SECTION 3. COMMITTEE MEETINGS.

Committee chairs shall hold meetings (which may be via electronic or telephonic means) as often as necessary to conduct business. A quorum is a majority of committee members.

SECTION 4. ELECTRONIC MEETINGS.

Membership of the TLCB is geographically dispersed, both within and outside the U.S. To the extent possible, and with the exception of the annual meeting (which is done in person), the BOD and committees may conduct the business of the TLCB through electronic means.

SECTION 5. VOTING.

A. Membership Meeting.

Election of Officers and BOD Members-at-Large shall be by ballot. Voting on other matters, including issues brought up at the annual meeting, may be by a show of hands.

B. Board Meetings.

Voting is by show of hands or by electronic means.

C. Committee Meetings.

The voting format may be as determined by a majority of the committee members.

ARTICLE V: COMMITTEES

SECTION 1. STANDING, AD HOC, AND SPECIAL COMMITTEES.

The standing committees are: Annual Meeting, Assistance, Membership, Communications, Public Relations, and History. *Ad hoc* committees are Nominating and Budget.

Except as herein provided, the President, with the approval of the BOD, shall appoint all Committee Chairs. The Committee Chair shall appoint all other committee members. The BOD may, for cause, remove any appointed Chair or committee member. Each year the Chair of each Committee shall report the activities of the Committee to the membership and the BOD at the Annual Meeting. Each Committee shall establish its own internal operating procedures.

A. Budget Committee.

The Budget Committee shall be composed of standing committee chairpersons (except Annual Meeting chair), and is responsible for planning all organization financial activities— except those of the Assistance Committee, the Annual Meeting Committee, and the BX. The Treasurer shall be *ex officio* advisor to the Budget Committee.

B. Annual Meeting Committee.

The Vice-President shall be the National Chair of the Annual Meeting Committee, who may appoint a local chairman. The location of the Annual Meeting shall be designated by the Board of Directors. The Committee is responsible for planning and carrying out the Annual Meeting.

C. Assistance Committee.

The Assistance Committee is responsible for planning and administering the charitable activities of the organization. The Committee, with the approval of the Board of Directors, shall adopt an operating procedure for carrying out its duties.

D. Membership Committee.

The membership Committee shall recruit new members, and work to retain existing members. To co-ordinate status of membership fees, the Treasurer shall be an ex-officio member of this Committee.

E. Communications Committee.

The Communications Committee shall be responsible for maintenance of the organization website and the *Mekong Express Mail* official newsletter, including (with the approval of Board of Directors) appointment of the Editor, and such other duties as may be assigned by the Board of Directors.

F. Public Relations Committee.

The Public Relations Committee shall be responsible for public promotion of the goals and activities of the organization. The *Mekong Express Mail* editor and History Committee will co-ordinate their activities with the Public Relations Committee.

G. History Committee.

The History Committee is responsible for gathering and disseminating information regarding the history of the organization and member participation in the war in Southeast Asia. The Committee Chair is the liaison with the Vietnam Archives project at Texas Tech University.

H. Nomination Committee.

Not less than 90 days prior to the annual meeting, the President (or in those years when the President is up for election, the Vice-President) shall appoint a nominating committee of at least three active members to prepare a slate of candidates for office. No current Officer, or member of the Board of Directors, shall serve on the nominating committee. The Board of Directors shall adopt a written procedure to be followed by the nominating committee in carrying out its duties. Nominations for any position up for election in the current year may be submitted to the nominating committee by any active member during the nomination period. Nominations shall be published by the committee not less than 60 days prior to the annual meeting.

SECTION 2: SPECIAL COMMITTEES.

The BOD may create Special Committees to carry out any duties it deems appropriate. The duties and tenure of any Special Committee are limited to those defined by the BOD at the time the committee is created. Unless otherwise provided for when the committee is created, all Special Committees shall be chaired by a member of the BOD, appointed by the President. The chair of any Special Committee shall appoint the other members. The Special Committee shall establish its own internal operating procedures.

ARTICLE VI: AMENDMENTS

Amendments to these Bylaws may be proposed by the BOD, or by any members by petition to the BOD, and signed by at least 20 percent of active members. Amendments to these Bylaws proposed by unanimous recommendation of the BOD shall be adopted if approved by a simple majority of the TLC Brotherhood, Inc. members. Amendments recommended by less than unanimous recommendation of the BOD, or by petition of the membership, shall be adopted if approved by a super-majority of two thirds of the TLC Brotherhood, Inc. membership.

Approved, by vote of the Membership, March 1, 2017, to be effective as of the Annual Meeting in Dayton, Ohio, September, 2017.

*Gary D. Beatty, President
(Chair, Bylaw Revision Committee)*

Paul Lee, Secretary