

BYLAWS
of the
531 GRAY GHOST SQUADRON
of the
MARINE CORPS AVIATION ASSOCIATION

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ADOPTION OF THESE BYLAWS BY THE BOARD OF DIRECTORS OF THE 531 GRAY GHOST SQUADRON OF THE MARINE CORPS AVIATION ASSOCIATION

CERTIFICATE OF ADOPTION OF BYLAWS

CERTIFICATE OF ACKNOWLEDGMENT OF THESE BYLAWS BY THE MARINE CORPS AVIATION ASSOCIATION

BYLAWS
of the
531 GRAY GHOST SQUADRON
of the
MARINE CORPS AVIATION ASSOCIATION

ARTICLE ONE: Name

- 1.1 Squadron Name. The full name of this organization is the "531 Gray Ghost Squadron of the Marine Corps Aviation Association". The 531 Gray Ghost Squadron of the Marine Corps Aviation Association is referred to in these Bylaws as the "Squadron".
- 1.2 Parent Organization. The Squadron is chartered by the Marine Corps Aviation Association (MCAA), which is the parent organization of this Squadron.

ARTICLE TWO: Mission

- 2.1 Mission Statement. The mission of the Squadron is to honor all those who have served in all eras of the Marine Aviation Squadron 531 and to perpetuate the spirit of comradeship traditional among those who have served honorably in military service. The Squadron will accomplish this mission through a program of ongoing communication and recognition, by promoting a variety of events and services to include an annual reunion and business meeting and by encouraging a commitment to support and participate in the future of Marine Corps Aviation.
- 2.2 Mission Objectives. The Squadron Mission Objectives are to:
 - (a) Establish and maintain a non-profit, not-stock veterans association.
 - (b) Foster and encourage interest in Marine Aviation and the 531 Gray Ghost Squadron.
 - (c) Recognize and reward meritorious and outstanding professional achievement by or for members of the Squadron.
 - (d) Take such action as is feasible to seek the reactivation or maintain the activation of Marine Aviation Squadron 531 as an active or reserve Marine Corps Aviation Squadron.
 - (e) Actively seek means of preserving and furthering the unique role of Marine Aviation in the National Defense Policy of the United States of America.
 - (f) Support the Marine Corps Scholarship Foundation (MCSF); and seek worthy scholarship candidates from the children and grandchildren of former or current members of Marine Aviation Squadron 531 or of the 531 Gray Ghost Squadron.
- 2.3 Relationship to Parent Organization. To the extent possible, this Bylaws and any Amendments thereto should not be in violation of, or contradictory to, the terms of the Bylaws of the MCAA. The squadron shall support the purposes of the MCAA and create and nurture a lifelong relationship between the MCAA with the intended result of supporting, advancing, and enriching both organizations' members.

ARTICLE THREE: Membership

- 3.1 Regular Members. For purposes of this Bylaws, the term "Regular Member" means and includes all those who have served or are serving with any era of Marine Aviation Squadron 531 including Marines or members of other Armed Forces of the United States or its Allies, whose entire character of military service has been honorable, and who are also in good standing. Regular Members shall enjoy all the rights and privileges of membership, including the right to vote and hold office.

- 3.2 Associate Members. For purposes of this Bylaws, the term "Associate Member" means and includes any person who has expressed an interest in Marine Aviation Squadron 531 or the 531 Gray Ghost Squadron and its goals, who are also in good standing. Associate Members shall enjoy all rights and privileges as Regular Members except they shall not be entitled to vote nor to hold office. Associate Members may be considered Regular Members and granted the rights to vote and to hold office after their annual membership dues have been paid for the third consecutive year for as long as they remain in good standing. Approval by a majority of the Board of Directors shall be required before any Associate Member can be granted Regular Member standing. Annually, the Treasurer will identify each qualified person and present a list of names for approval to the Board of Directors at its regularly scheduled meeting.
- 3.3 Honorary Members. For purposes of these Bylaws, the term "Honorary Member" means and includes any person who has made a significant contribution to Marine Aviation Squadron 531 or the 531 Gray Ghost Squadron as recognized by the Squadron Board of Directors. This automatically includes spouses of deceased Regular Members. Honorary Members shall have all the rights and privileges of Regular Members except that they shall not be entitled to vote or hold office. Honorary Members shall not be required to pay annual dues unless they desire to receive the Ghost Lore publication. Honorary Members who choose to pay dues will be considered Associate Members and granted the rights to vote and hold office after their annual membership dues have been paid for the third consecutive year for as long as they remain in good standing and are approved by the Board of Directors in the manner listed for Associate Members above.
- 3.4 Members in Good Standing Defined. Members are considered "in good standing" if their dues are paid up-to-date or are no more than 90 days late.
- 3.5 Active Squadron Members. If Marine Aviation Squadron 531 is re-activated, current attached members will be considered Honorary Members and shall have all the rights and privileges of Regular Members except that they shall not be entitled to vote or hold office. They shall not be required to pay annual dues, but they will be entitled to receive the Ghost Lore publication. Those members who choose to pay dues will be considered Regular Members and granted the rights to vote and to hold office.
- 3.6 Membership in Parent Organization. Squadron members are not automatically members in the MCAA While not a prerequisite for membership, Squadron members will be strongly and continuously encouraged by the Squadron Board of Directors to maintain active membership in the MCAA.

ARTICLE FOUR: **Board of Directors**

- 4.1 Government of Squadron. The affairs and activities of the Squadron will be locally governed and controlled by and conducted under the authority of the Squadron Board of Directors. The Squadron Headquarters and its mailing address will be designated by the Squadron Commander and will generally be that of the Squadron Secretary. All Directors will serve without pay.
- 4.2 Eligibility for Squadron Board of Directors. Membership on the Squadron Board of Directors is limited and restricted to Regular Members.
- 4.3 Number of Directors. The authorized number of Directors constituting the Squadron Board of Directors is a maximum of twelve (12).
- 4.4 Composition of Squadron Board of Directors. To the extent possible, the Squadron Board of Directors should be representative of a broad cross-section of the Regular Membership in regard to service areas, ranks, and geographical areas.
- 4.5 Term of Directors. The term of office for each Director is for a period of three (3) years. Each term will commence on the date of election at the annual membership meeting, or a date as determined by the Board of Directors, and will expire on the date of the annual membership meeting on the third consecutive year or a date as determined by the Board of Directors.

- 4.6 Election of Directors. Four (4) Directors, which constitutes one-third (1/3) of the authorized Directors of the Squadron Board of Directors shall be elected annually. The Regular Members of the Squadron shall elect the Directors. Any Regular Member may make nominations. Nominations should be submitted to any member of the Nominating Committee, usually in July of each year. The Board of Directors shall submit a slate of candidates to each Regular Member in good standing noting their recommendations on the slate. Voting may be conducted in any manner elected by the Squadron Board of Directors but must be conducted by secret written ballot upon the request of any one (1) Director. Usually, voting will be conducted by the use of ballots emailed (or regular mail for those without email) to all Regular Members in Good Standing during August of each year. Such ballots may also be enclosed as inserts to the Ghost Lore publication. Each Regular Member is entitled to cast one (1) vote for each Director position for which a term is expiring. A Regular Member may not cast more than one (1) vote for any candidate. Nominees receiving the most number of votes for the available Director positions shall be deemed elected. Any Director who desires to run for reelection must submit his or her name to the Commander on or before the date designated, usually July of the year their term is expiring. If no such date is designated, however, such Director must submit his or her name to the Commander at least three (3) months prior to the date of voting for the positions of the Squadron Board of Directors for which terms are expiring.
- 4.7 Vacancies on the Squadron Board of Directors. A person selected by the Executive Committee will fill any vacancies on the Squadron Board of Directors resulting from the resignation or death of a director or from any other cause or reason. If the Executive Committee fails to select a person to fill such vacancy within sixty (60) days after the date such vacancy occurs, such vacancy may be filled by the vote of at least a majority of the remaining Directors. Any person designated or elected to fill a vacancy on the Squadron Board of Directors will hold such vacant office until the normal term of such office expires.
- 4.8 Meetings of the Squadron Board of Directors. The Squadron Board of Directors shall hold a minimum of one (1) meeting each fiscal year, usually at the annual Squadron reunion. Meetings will be held at a time and place established by the Commander in consultation with the Executive Committee. The date of these meetings may be changed, and additional meetings of the Squadron Board of Directors may be scheduled and held, upon the determination of the Commander. Notice of all meetings will be provided to all Directors as far in advance of each meeting as reasonably possible. The 531 Gray Ghost Squadron shall keep written Minutes of the Board of Director's meetings. The Squadron's Secretary shall maintain these Minutes. Copies of these minutes shall be delivered to each Director for review and correction within one month after the meeting. The Squadron Board of Directors shall vote upon minutes of the meeting for approval before being considered official.
- 4.9 Attendance at Meetings of the Squadron Board of Directors. All Directors shall endeavor to attend all meetings of the Squadron Board of Directors. Directors may also call in to a Board Meeting (via phone, Face Time, Zoom, etc...) for the purpose of establishing quorum. Such Directors will be considered to be present until they disconnect from the Board Meeting. Squadron members are welcome to attend the Board of Director's meetings but are excluded from voting. The attendance by any other individuals shall occur only with the consent of the majority of the members of the Squadron Board of Directors in attendance at the meeting or by invitation of the Commander.
- 4.10 Quorum and Voting. A majority of the authorized number of Directors, represented in person or by proxy at the meeting of the Squadron Board of Directors shall constitute a quorum of the Squadron Board of Directors for purposes of voting and the transaction of the business of the Squadron. The affirmative vote of a majority of the Directors represented and voting at a duly held meeting at which a quorum is present shall be the act of the Squadron, unless a greater number of votes are required by other provisions of these Bylaws. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken (other than adjournment) is

approved by at least a majority of the Directors that are required to constitute a quorum. Matters that the Board of Directors considers to be of such importance may be referred to the Regular Members for voting. When such referral is made, voting by the Regular Members may be conducted in any manner elected by the Squadron Board of Directors. A majority of the votes cast by the Regular Members will be considered the act of the Squadron unless a greater number of votes is required by other provisions of this Bylaws.

- 4.11 Ex-Officio Squadron Board of Directors Members. The immediate past-Commander of the Squadron shall be an ex-officio member of the Squadron Board of Directors for a period of three (3) years commencing on the expiration of such person's term as Commander if such past- Commander is not otherwise serving as a current member of the Squadron Board of Directors. Ex-officio members of the Board of Directors shall not have any voting rights on the Board.
- 4.12 Recall of Directors. Any Director who fails to assume the responsibilities of the office, or perform the duties of the office may be removed from office by a two-thirds (2/3) majority vote of the Squadron Board of Directors present at a duly called meeting of the Squadron Board of Directors.
- 4.13 Directors as Committee Chairs. Though not required, it is highly preferred that each Board Member who is not an Officer assumes the Chair of one of the Squadron Committees. Any applicant to be a Board Member can expect to be assigned as a Committee Chair by the Executive Committee. This paragraph is not meant to require that Committee Chairs/Members are required to be Board Members.

ARTICLE FIVE: **Officers**

- 5.1 Officers. The Officers of the Squadron shall be the Commander, Deputy Commander, Treasurer and Secretary.
- 5.2 Eligibility for Office. To be eligible for any Office of the Squadron, a person must be a member of the Squadron Board of Directors at the time such person is elected as an Officer and at all times that such person serves as an Officer. No Officer may simultaneously hold more than one (1) Office. Except for the Commander, Officers are eligible for reelection to the same office. Former Commanders can serve as Commander after a gap in office of at least 3 years (one term).
- 5.3 Term of Office. The term of each Officer is for a period of three (3) years. Each term will commence on the date of election at the annual membership meeting, or at a date as determined by the Board of Directors, and will expire on the date of the annual membership meeting on the third consecutive year or on a date as determined by the Board of Directors.
- 5.4 Election of Officers. The Commander, Deputy Commander, Treasurer and Secretary shall be elected by a vote of the Regular Members of the Squadron. Any Regular Squadron member who satisfies the eligibility requirements and who desires to run for the office of Commander, Deputy Commander, Treasurer or Secretary must submit his/her name to the current Commander of the Squadron on or before the date designated by the Nominating Committee. If no such date is designated, however, such Director must submit his or her name to the Commander of the Squadron at least three (3) months prior to the date of voting for the positions of Officers on the Squadron Board of Directors for which terms are expiring. Voting will take place at a meeting of the Squadron every third year and will usually be held on the last meeting before the end of the calendar year. The Executive Committee will submit a written ballot to each regular member. Each regular member is entitled to cast one (1) vote for each office of Commander, Deputy Commander, Treasurer or Secretary. Voting may be conducted in any manner chosen by the Squadron Board of Directors but must be conducted by secret written ballot upon the request of any one (1) member of the Squadron Board of Directors. The person receiving the most number of votes for each of such Offices shall be elected.
- 5.5 Squadron Commander. Subject to the control and direction of the Squadron Board of Directors, the Commander will supervise, manage and preside over the affairs and activities of the Squadron, and will be the principal representative of and spokesperson for the Squadron. The Commander will preside at all

meetings of the Squadron Board of Directors. The Commander will serve as Chairperson of the Executive Committee and as an ex-officio member of all other Committees of the Squadron. The Commander should regularly meet with or otherwise contact chairpersons of each committee. The Commander will have such other powers and duties as may be prescribed by the Squadron Board of Directors or by this Bylaws.

- 5.6 Deputy Commander. The Deputy Commander will assist the Commander by acting as a spokesperson for the Squadron in addition to or as a substitute for the Commander in his or her absence. The Deputy Commander will fill any vacancy in the office of the Commander. The Deputy Commander will serve as a member of the Executive Committee. The Deputy Commander will have such other powers and duties as directed by the Board of Directors or by these Bylaws.
- 5.7 Treasurer. The Treasurer will:
- (a) Plan, manage, coordinate and oversee the financial operations and activities of the Squadron,
 - (b) Manage, coordinate and oversee the creation, development and implementation of long-range financial plans and goals of and for the squadron, and
 - (c) Assess and evaluate the Association's financial resources and commitments in light of the purposes, plans and goals of the Squadron.
- The Treasurer will serve as a member of the Executive Committee. The Treasurer will have such other powers and duties as may be prescribed by the Squadron Board of Directors or by these Bylaws.
- 5.8 Secretary. The Secretary shall keep minutes of all meetings of the Squadron Board of Directors and of the annual Membership Meeting, serve as Squadron Parliamentarian. The Secretary shall submit records of any significant action taken that effects the MCAA including an updated Squadron membership database for each fiscal year. The Secretary will serve as a member of the Executive Committee. The Secretary will have such other powers and duties as may be prescribed by the Squadron Board of Directors or by these Bylaws.
- 5.9 Vacancy in Office. The Deputy Commander, whether resulting from the resignation or death of the Commander or from any other cause or reason, will automatically fill any vacancy in the office of the Commander. Any vacancy in the office of the Deputy Commander, Treasurer or Secretary, whether resulting from the resignation or death of any such Officer, or from any other cause or reason, will be filled by the person selected by the Squadron Board of Directors. This person will serve on an interim basis until such time that an election can be held for the office in accordance with the procedure for the election of the Officers of the Squadron set forth in paragraph 5.4 of these Bylaws.
- 5.10 Recall of Officers. Any Officer who fails to assume the responsibilities of the office, or perform the duties of the office may be removed from office by a two-thirds (2/3) majority vote of the Squadron Board of Directors present at a duly called meeting of the Squadron Board of Directors.

ARTICLE SIX: Committees

- 6.1 Executive Committee. The Squadron shall have an Executive Committee. The purposes of the Executive Committee are to:
- (a) Plan, manage, coordinate and oversee the operations and activities of the Squadron,
 - (b) Manage, coordinate and oversee the creation, development and implementation of long-range plans and goals of and for the Squadron,
 - (c) Identify, recruit, & develop suitable candidates for membership on the Squadron Board of Directors;
 - (d) Recruit and develop suitable current members of the Squadron Board of Directors for the offices of Commander, Deputy Commander, Treasurer and Secretary;
 - (e) Coordinate and preside over the election of the Board of Directors and the Officers of the Squadron;
 - (f) Select and appoint Chairpersons and other members of Squadron Committees; and
 - (g) Assess and evaluate the Squadron's commitment to and achievement of the purposes, plans and goals of the Squadron.

The Commander of the Squadron will serve as a member and as the chairperson of the Executive Committee. The only other members of the Executive Committee shall be the Deputy Commander, the Treasurer and the Secretary of the Squadron.

6.2 Reunion Committee. The Squadron shall have a Reunion Committee. The purposes of the Reunion Committee are to:

- (a) Create, develop, plan, and coordinate the annual Squadron reunion and business meeting activities to foster and encourage a relationship between Squadron members and members of the MCAA, and
- (b) Create and activate a volunteer network to assist in the planning, coordination, and staging of the annual Squadron Reunion and Business Meeting.

Any Squadron member in good standing can serve on this Committee. The Executive Committee will appoint the Chairperson of the Reunion Committee annually and will normally be the person coordinating the upcoming Squadron reunion. Preferably, the Vice-Chairperson of the Reunion Committee will be the person coordinating the following year's Squadron reunion. The Executive Committee and/or the Reunion Committee Chairperson will select the other members of the Reunion Committee. The Commander will be an ex-officio member of the Reunion Committee.

6.3 Communications Committee. The Squadron shall have a Communications Committee. The purposes of the Communications Committee are to:

- (a) Assess, evaluate, improve, and expand the methods and vehicles of communication used by the Squadron to and concerning its members;
- (b) Assist other Committees of the Squadron in generating proper, adequate, communications, notices, and exposure for Squadron related events, scholarship award recipients, other award recipients, donors and volunteers;
- (c) Promote, foster, and encourage coverage and reporting of news and information of and pertaining to members of the Squadron;

Any Squadron member in good standing can serve on this Committee. The Executive Committee will appoint the Chairperson of the Communications Committee. The Executive Committee and/or the Communications Committee Chairperson will select the other members of the Communications Committee. The Ghost Lore Editor will be a permanent member of the Communications Committee. The Commander will be an ex-officio member of the Communications Committee.

6.4 Membership Committee. The Squadron shall have a Membership Committee. The purposes of the Membership Committee are to:

- (a) Continuously attempt to locate potentially eligible members;
- (b) Encourage and solicit active participation in the Squadron by all eligible persons;
- (c) Ensure newly eligible persons are afforded the opportunity to join the Squadron;
- (d) Continuously attempt to locate and solicit active participation by former Regular Members who are out of good standing.

Any Squadron member in good standing can serve on this Committee. The Executive Committee will appoint the Chairperson of the Membership Committee. The Executive Committee and/or the Membership Committee Chairperson will select other members of the Membership Committee. The Commander will be an ex-officio member of the Membership Committee.

6.5 Financial Audit Committee. The Squadron shall have a Financial Audit Committee. The purpose of the Financial Audit Committee is to annually review the financial operations and activities of the Squadron. Other than as specified at the end of this paragraph, any Regular Member can serve on this Committee. The chairperson of the Financial Audit Committee shall be selected by a two-thirds majority of the Squadron Board of Directors. The other members of the Financial Audit Committee shall be such other persons as are selected by a majority vote of the Squadron Board of Directors. No Officers of the Squadron may serve on the Financial Audit Committee for a period of at least three years from the completion of their term as Officers.

- 6.6 Past-Commanders Committee. The Squadron shall have a Past-Commanders Committee. The purposes of the Past-Commanders Committee are to promote and insure the continued involvement of all members and to assist the Squadron's achievement of its plans and goals by providing insight and continuity. The immediate past-Commander of the Squadron will serve as the chairperson of the Past-Commanders Committee. The other members of the Past-Commanders Committee must have previously served as the Squadron Commander. The current Commander will be an ex-officio member of the Past-Commanders Committee.
- 6.7 Nominating Committee. The Squadron shall have a Nominating Committee. The purposes of the Nominating Committee are to:
- (a) Encourage/solicit nominees for the Squadron Board of Directors by all qualified persons, and
 - (b) govern the nomination and balloting procedures during annual elections.
- The Nominating Committee, consisting of present Officers and past Commanders, shall present a list of proposed Officers and Directors to the entire Board of Directors. The Board of Directors will then prepare a recommended slate and present it to the regular membership.
- 6.8 Historical Committee. The Squadron shall have a Historical Committee. The purposes of the Historical Committee are to:
- (a) take such actions as necessary to preserve the history of the Squadron, and
 - (b) conduct research as directed by the Executive Committee regarding the history of the Active Squadron, and
 - (c) maintain historical documents and items of the Squadron.
- The Chairperson of the Historical Committee shall be selected by the Executive Committee. The Executive Committee and/or the Historical Committee Chairperson will select the other members of the Historical Committee.
- 6.9 Scholarship Committee. The Squadron shall have a Scholarship Committee. The purposes of the Scholarship Committee are to:
- (a) act as a liaison between the Squadron and the Marine Corps Scholarship Foundation (MCSF), and
 - (b) in conjunction with the Communications Committee, advertise Squadron Scholarship Opportunities, and
 - (c) assist all Scholarship applicants with the MCSF online application process, and
 - (d) upon completion of the MCSF Scholarship Award process, advise the Squadron Executive Committee of the results of Squadron Scholarship Applications to the MCSF, and
 - (e) make recommendations to the Board of Directors regarding the awarding of internal Squadron Scholarships to applicants not awarded a Scholarship by the MCSF.
- The Chairperson of the Scholarship Committee shall be selected by the Executive Committee. The Executive Committee and/or the Scholarship Committee Chairperson will select the other members of the Scholarship Committee.
- 6.10 Ghost Lore Editor. The Squadron shall have an Editor for the Ghost Lore. The Ghost Lore Editor is equivalent to other Committee Chairpersons and shall be responsible for:
- (a) preparing and publishing the Ghost Lore - which is the Squadrons primary means of communicating and informing its members, and
 - (b) soliciting articles for publishing in the Ghost Lore, and
 - (c) disseminating to the membership items as directed by the Executive Committee (such as ballots).
- The Ghost Lore Editor shall be selected by the Executive Committee. The Executive Committee and/or the Ghost Lore Editor will select the other Ghost Lore Staff members.
- 6.11 Term and Appointment of Committee Chairpersons. The term of each person appointed as the chairperson of any committee of the Squadron is at the discretion of the current Executive Committee. Each term will commence upon appointment by the Executive Committee, or on a date as determined by the Executive Committee. The chairperson of each committee of the Squadron (other than the Executive

Committee, the Past-Commanders Committee and the Nominating Committee) shall be selected and appointed as delineated in these Bylaws. There is no limit on the length a person may serve as the chairperson or member of any such committee of the Squadron. The chairperson of each committee of the Squadron (other than the Executive Committee, the Past-Commanders Committee and the Nominating Committee) can be removed by a majority vote of the current Executive Committee.

- 6.12 Reports of Committee Meetings. The chairperson of each Committee of the Squadron shall provide or deliver a written or digitally transmitted report to the Secretary regarding all meetings and activities of such committee to include a list of the current Committee membership at or prior to the next Squadron Board of Directors Meeting or annual Business Meeting.
- 6.13 Other Committees. Additional committees of the Squadron may be created, established or disbanded as determined by a majority vote of the Squadron Board of Directors. The Squadron Board of Directors will determine the purpose of such new committee at the time of creation.

ARTICLE SEVEN: **Miscellaneous**

- 7.1 Policy Statement. This Squadron shall be strictly non-partisan and neither its name nor its influence shall be used, directly or indirectly, in connection with party politics or any form of political action. To foster a closer fraternal atmosphere for all members, no one shall be referred to by his or her rank other than General Officers, Sergeants Major and those currently in Active or Reserve military Service.
- 7.2 Dues. Annual dues will be charged for membership in the Squadron to offset costs and allow for the normal functioning of the Squadron. The amount of dues charged shall be determined and may be changed only upon a two-thirds vote of the Squadron Board of Directors. The dues year for the Squadron shall go from October 1st to the following September 30th.
- 7.3 Annual Business Meeting. There shall be an annual Business Meeting and reunion as determined by the Board of Directors. Where possible, it shall be held in conjunction with the Annual Convention and Symposium of the MCAA.
- 7.4 Actions without Meetings of the Squadron Board of Directors. The Squadron Board of Directors may undertake actions and approve the actions of the Officers and/or the Squadron in person, by telephone, by conference call, in writing, by electronic mail or by any other medium of communication deemed sufficiently reliable by the Squadron Board of Directors. Any such approval shall be duly noted by the Commander of the Squadron who shall document the action or actions that were directed or approved and shall certify that all Members of the Squadron Board of Directors voted, abstained, refused to vote or failed to respond to an issue presented to the Squadron Board of Directors. The documentation of the action(s) shall be included with the Minutes issued by the Secretary at or prior to the next Squadron Board of Directors Meeting.
- 7.5 Robert's Rules of Order. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of the Squadron Board of Directors.
- 7.6 Approval and Amendments. These Bylaws shall be approved by a two-thirds (2/3) majority of the Squadron Board of Directors. They may be amended or repealed, or new Bylaws may be adopted, by the vote of at least two-thirds of the members of the Squadron Board of Directors unless the Bylaws require an alternative method of alteration or adoption, in which case that particular provision shall control. These Bylaws shall supersede and prevail over all previous Bylaws of the Squadron.
- 7.7 Record of Amendments. Whenever an Amendment or new Bylaw is adopted, it shall be copied in the book of the Bylaws with the original Bylaws, in the appropriate place, and a copy provided to the MCAA. If any Amendment or Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book and a copy provided to the MCAA.
- 7.8 Official Seal and Insignia. The seal and insignia will represent the squadron's association with Marine Aviation Squadron 531 and the MCAA.

- 7.9 Fiscal Year. The fiscal year of the Squadron shall cover the twelve months ending on September 30th.
- 7.10 Annual Audit. The financial records of the Squadron shall be audited annually at the end of each fiscal year no later than December 31st by the Financial Audit Committee. The Committee shall report, in writing, to the Squadron Board of Directors the results of said audit. A report by the Financial Audit Committee shall be provided to the Squadron membership.
- 7.11 Dissolution of the Squadron. The Squadron can only be dissolved by a five-sixths (5/6) majority of the Squadron Board of Directors (e.g., 10 of 12). To attain a quorum of such a vote, at least two-thirds (2/3) of the maximum number of Board members must be present (i.e. minimum of 9 Board Members).
- 7.12 Distribution of assets upon dissolution. At such time as the Squadron shall be dissolved, its operating assets shall be converted to cash and distributed in equal shares to the current Regular Members. Assets in the Scholarship Fund shall be submitted to the MCSF.

ADOPTION OF THIS CONSTITUTION BY THE BOARD OF DIRECTORS OF THE 531 GRAY GHOST SQUADRON OF THE MARINE CORPS AVIATION ASSOCIATION

The undersigned, constituting all of the members of the Squadron Board of Directors of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION, hereby adopt and ratify the foregoing Bylaws of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION as of this 11th day of September 2024.

Richard Elliott, Commander

Roy Alan Pearson, Treasurer

Danette Wurd, Director

Richard M. Nieder, Director

Mani Mani, Director

John R. Poore, Director

Mark A. Jun, Deputy Commander

R. N. Kelen, Secretary

R. N. Kelen, Director

Michael S. Sherrill, Director

Kenneth G. Sample Jr, Director

_____, Director

CERTIFICATE OF ADOPTION OF BYLAWS

This is to certify that the foregoing Constitution of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION was approved and adopted as the Bylaws of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION by a vote of a majority of the members of the Squadron Board of Directors of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION at a regular meeting of such Squadron Board of Directors held on this 11th day of September 2024.

Officers of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION

Richard Elliott, Commander

Mark A. Jun, Deputy Commander

Roy Alan Pearson, Treasurer

R. N. Kelen, Secretary

**CERTIFICATE OF ACKNOWLEDGEMENT OF THESE BYLAWS BY THE MARINE CORPS
AVIATION ASSOCIATION**

This is to certify that the foregoing Bylaws of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION are acknowledged as the Bylaws of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION by a vote of a majority of the Members of the Squadron Board of Directors of the 531 GRAY GHOST SQUADRON of the MARINE CORPS AVIATION ASSOCIATION.

Signed this _____ day of _____, 2024 by the appropriate representative(s) of the MARINE CORPS AVIATION ASSOCIATION.
