

**U.S. MARINE CORPS FOOD SERVICE ASSOCIATION, INC.
BY-LAWS**

As Amended January 1, 2012

ARTICLE I: OFFICES

The registered office of the Semper Fidelis Association, a Corporation of the State of Delaware, (herein after referred to as the Association) shall be located at Suite 606, 1220 N. Market Street, in the City of Wilmington, County of New Castle. The registered agent is American Incorporators Ltd., whose address is the same.

The Association shall maintain a business office at 1296 Clubhouse Drive, Viera, Florida 32955 and the registered agent for the State of Florida shall be the duly elected Treasurer of the Association, Richard D. Bedford whose address is the same.

The Association shall also maintain a business office at 990 Little Lick Fork, East Point, Kentucky 41216 and the registered agent for the State of Kentucky shall be the duly elected Secretary of the Association, Michael W. Fishbaugh whose address is the same.

The Association may have such other offices, either within or without the States of Florida and Kentucky as the Board of Directors may designate as the business of the Association may require from time to time.

ARTICLE II: PURPOSES

The purposes of the Association shall be: To carry on programs to perpetuate the memory of United States Marines, to conduct programs for educational purposes, and to provide social and recreational activities for its members.

ARTICLE III: MEMBERS

SECTION 1. Classes of Membership. There shall be three classes of membership which shall be Regular, Associate and Honorary.

(a) Regular Members. Regular Membership is open to Active Duty, Retired, Reserve and former US Marine Corps Officers, Warrant Officers, Staff Non-Commissioned Officers, Non Commissioned Officers and other Enlisted personnel, who serve or have served in the US Marine Corps, their Spouses, Widows and Widowers. Regular Members are entitled to all rights and privileges of membership including the right to hold elective and appointed office in the Association and the right to make motions, vote in all elections and on all matters coming before the membership at regularly scheduled and special meetings of the membership as set forth elsewhere herein.

(b) Academic Members. Academic Memberships are awarded to the top three Marine graduates of courses conducted by MCFSC, Fort Lee, VA. as recognition of exceptional academic performance. Academic memberships are awarded for periods of one, two and three years based on academic standing at graduation. Graduates who maintain 100% academic standing are awarded Life

membership in the Association. Academic Members are entitled to all rights and privileges of Regular Membership including the right to make motions, vote and hold elective and appointed office.

(c) Associate Members. Civilian Government Employees who are or have been employed by the US Marine Corps at Grade Levels GS-5 or above, their Spouses, Widows or Widowers shall be entitled to Associate membership in the Association. However, Associate members are not eligible for life membership but do enjoy all the privileges of regular membership except the right to make motions, vote or hold elective or appointed office in the Association.

(d) Honorary Members. Honorary Membership may be granted to any deserving individual when recommended by a member in good standing and approval by a two thirds vote of the National Board of Directors or by approval of two thirds of those members present at a regularly scheduled or special members meeting. Honorary members may participate in all activities and functions of the Association including the right to hold elective and appointed office in the Association and the right to make motions, vote or otherwise participate in the business of the association. hold elective and appointed office in the Association and the right to make motions, vote in all elections and on all matters coming before the membership at regularly scheduled and special meetings of the membership as set forth elsewhere herein.

SECTION 2. Eligibility. Eligibility requirements shall be modified and adopted by resolutions duly adopted by the Board of Directors of the Association or by such rules and regulations as may be prescribed by the Board of Directors. Such resolutions or rules and regulations adopted by the Board of Directors shall be affixed to the by-laws of the Association, shall be deemed to be a part thereof and may prescribe, with respect to all members , the amount and manner of imposing and collecting any initiation fees, dues, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

SECTION 3. Biennial Meeting. A Biennial meeting of the members shall be held on a date(s) and at a location approved by the Board of Directors of the Association in each odd numbered year, beginning with the year 2003, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the biennial meeting shall be a legal holiday in the State in which the Board of Directors has selected for the meeting, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any biennial meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. At each biennial meeting of Members, the Board of Directors shall present a Biennial Report of Board Activities since the previous Biennial Meeting of Members. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Biennial Meeting of Members.

SECTION 4. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than ten percent (10%) of all the members of the Association entitled to vote at the meeting.

SECTION 5. Place of Meeting. The Board of Directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any biennial meeting or for

any special meeting. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, the place of meeting shall be the business office of the Association.

SECTION 6. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than (10) ten nor more than (60) sixty days before the date of the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the membership rolls of the Association, with postage thereon prepaid.

SECTION 7. Fixing of Record. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Association may provide that the membership books shall be closed for a stated period, but not to exceed in any case sixty (60) days. If the membership rolls shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such rolls shall be closed for at least (10) ten days immediately preceding such meeting. In lieu of closing the membership rolls, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than (60) sixty days and, in case of a meeting of members, not less than (10) ten days, prior to the date on which the particular action requiring such determination of members is to be taken. If the membership rolls are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 8. Voting Lists. The officer or agent having charge of the membership rolls for the Association shall make a complete list of the members entitled to vote at each meeting of members or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

SECTION 9. Quorum. A majority of the outstanding memberships of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the outstanding memberships are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 10. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by

which all persons participating in the meeting can hear each other, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 11. Voting of Members. Each member in good standing and entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

SECTION 12. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 13. Member not in Good Standing. Any member, including directors and officers of the Association which fails to render payment, in a timely manner, of initiation fees, dues, assessments, fines or penalties or who is under suspension by the Board of Directors or whose membership has been terminated by the Board of Directors or who has resigned his or her membership, or whose conduct is otherwise prejudicial to good order and/or discipline, may be declared "a member not in good standing" by a majority of the Board of Directors and is not eligible to vote in any election or other matter, or attend meetings until and unless the issue in question has been fully resolved to the satisfaction of the Board of Directors.

SECTION 14. Order of Business. The order of business at all meetings of the Board of Directors shall be as follows:

Directors "Call to Order"
Prayer
Standing "Pledge of Allegiance"
Roll Call of Officers and Directors
Reading of minutes of preceding meeting
Officer Reports
Designation of election Inspectors (when required)
Election of Directors (when required)
Election of Officers (when required)
Old Business
New Business
Meeting Adjourned

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The first director of the Corporation shall be as named in the Certificate of Incorporation who shall appoint no less than three additional directors which together shall hold office until the first regularly scheduled Meeting of Members and until his successor shall have been elected and qualified as prescribed elsewhere herein. Subsequently, the total number of directors shall be fixed by the Board of Directors, but in no event shall be less than three (3). Each director shall hold office until the next biennial meeting of members and/or until his successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the biennial meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least five (5) days previous thereto by written notice delivered personally or mailed to each director at his business address, by telegram, or by electronic mail (email) and shall be deemed to have been delivered when deposited in the United States Mail with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by electronic mail such notice shall be deemed to be delivered when confirmation is received by return email that the notice has been received. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

SECTION 10. Compensation. Being a not-for-profit Corporation, duly constituted under the laws of the state of Delaware, all Directors and Officers of the Association will serve without compensation or salary of any kind. However, by resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors. No other compensation of any kind will be paid.

SECTION 11. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V: OFFICERS

SECTION 1. Number. The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary which may not be held by the same person. Officers must be directors and members of the Association.

SECTION 2. Election and Term of Office. Only directors of the Association are eligible for election and/or appointment as officers of the Association. Directors terms of office shall be staggered in order to provide continuity for management of the Association. The first elected president, Secretary/Treasurer and one director appointed under Article IV, Section 2. shall serve for a period of two years only, which will cause election of three new directors at the members meeting scheduled for July 23, 2003. All future directors shall be elected for a period of four years and all officers shall serve for two years. Officers of the Corporation shall be elected biennially by the Board of Directors at the first meeting of the Board of Directors held after the biennial meeting of the members. The Board of Directors shall elect the President, Vice-President and Secretary/Treasurer to serve for a period of two years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members and of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. He may sign certificates of membership in the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Association, or shall be required by law to be otherwise

signed or executed and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the president or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no such rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership rolls of the Association; and (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 9. Salaries. All Officers and Directors of the Semper Fidelis Association serve without salary or compensation of any kind. Only expenses resulting from printing and distribution of the Association Newsletter shall be reimbursed.

ARTICLE VI: INDEMNITY

The Association shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the

indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

(b) The Association shall provide to any person who is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII: FINANCE

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. Dues.

DUES SCHEDULE

TERM	ACTIVE DUTY	ALL OTHERS
1 YEAR	\$20.00	\$25.00
2 YEARS	\$33.50	\$43.00
3 YEARS	\$47.50	\$62.00
5 YEARS	\$72.50	\$95.00
LIFE *	\$192.50	\$255.00
LIFE over age 60 *		\$205.00

* Associate Members are not eligible for Life Membership.

(b) Membership Renewal. Each member's anniversary month will be established as the month in which the member first applies for membership or makes payment for same. Thereafter, each member will receive an annual membership renewal notice from the Secretary at least one month prior to expiration of membership. Renewal dues are payable at any time prior to or during the members anniversary month. Membership may be extended at any time by payment of appropriate dues which will be credited to the members membership account.

(c) Failure to Pay Dues. Failure to pay dues on time may result in suspension of Association Membership and the loss of all voting rights, provided that notice is given to the member that his name is being removed from Association Membership Rolls.

(d) Certificates of Membership. Each Member shall be issued a Membership Certificate upon acceptance into the Association. Such membership shall be non-transferable and a statement to that effect shall be noted on the certificate. Certificates representing membership in the Association shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or by the Secretary or by such other officers authorized by the Board of Directors so to do, and sealed with the corporate seal. All certificates of membership shall be consecutively numbered or otherwise identified. The name of the person to whom the membership is issued, with the number of the certificate and date of issue, shall be entered on the certificate and the membership rolls of the Association. All certificates that are lost, destroyed or mutilated may be replaced and reissued upon such terms and indemnity to the Association as the Board of Directors may prescribe.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st Day of December of each year.

ARTICLE IX: CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal which shall be circular in form and shall have inscribed thereon "Semper Fidelis Association, NOT FOR PROFIT, DELAWARE, SEAL 2001. The Corporate Seal of the Corporation shall be held for use by the Secretary of the Association as authorized and/or directed by the President and/or the Board of Directors.

ARTICLE X: WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Association under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: RULES OF ORDER

The latest edition of "Robert's Rules of Parliamentary Procedure and all subsequent revisions of same shall govern the conduct of all meetings when not in conflict with the by-laws.

ARTICLE XII: AMENDMENTS

These bylaws may be altered, amended or repealed and new by-laws adopted by the Board of Directors at any regular or special meeting or by "Consent in lieu of Meeting" by the Board of Directors. Alterations, amendments deletions and/or additions shall be duly recorded, filed and distributed as prescribed herein. All amendments directed by the Board of Directors will be incorporated into the by-laws of the Association and filed in the Associations record book immediately preceding the Minutes

and posted for review by all interested parties on the website of the Association found at www.usmcfsa.org.

ARTICLE XIII: DIRECTORY OF RESOLUTIONS

All RESOLUTIONS adopted by the Sole Incorporator, and Subsequent Directors including all past, present and future Boards of Directors shall be recorded by the Secretary in a directory entitled "Directory of Resolutions" and each Resolution shall be dated as of the date of adoption, sequentially numbered and inserted in the minute book of the Corporation directly preceding the by-laws of the Association.

ARTICLE XIV: COMMITTEES

SECTION 1. The following Committees have been authorized by the Board of Directors:

(a) REUNION COMMITTEE. The Reunion & Business Meeting Committee shall be composed of a Chairman and two additional members and will be governed by instructions contained in these by-laws and the final Reunion/Business Meeting Plan and Budget approved by the Board of Directors.

(b) NEWSLETTER COMMITTEE. The Newsletter Committee shall be composed of a Chairman, Editor/Publisher and one additional member is authorized and will be governed by instructions contained herein and by Guidelines approved by the Board of Directors.

(c). MEMBERSHIP COMMITTEE. The Membership Committee shall be composed of a Chairman and one other member and shall be governed by instructions contained elsewhere in these by-laws and Guidelines approved by the Board of Directors.

(d) SCHOLARSHIP COMMITTEE. The Scholarship Committee shall be composed of a Chairman, President and such other members as may be recommended by the Committee Chairman and approved by the Board of Directors. The Scholarship Committee will be guided in the performance of its duties and responsibilities by instructions contained in Articles XV and XVI of these by-laws and by special instructions received from the Board of Directors from time to time.

ARTICLE XV: SCHOLARSHIP PROGRAMS

SECTION 1. SCHOLARSHIP PROGRAMS.

(a). AUTHORIZATION. The Association Board of Directors will fund the activities of the Scholarship Programs from contributions and membership dues received by the Association from any authorized source. Funds allocated from the general account and funds specifically contributed to each Scholarship Program will be held by the Treasurer in accounts dedicated solely for that purpose and will not be co-mingled with other funds of any type or description.

(b). SCOPE. Three Scholarship Programs are authorized to provide educational assistance and opportunities to dependent children and grandchildren of Association Members. Applicants will be considered for awards in each of the programs funded for the applicable year. However, only one award per applicant per academic year is allowed.

1. **Colonel Willis R. "Bill" Lucius USMC Scholarship Program.** Funding of this annual program will be provided from association funds allocated by the Board of Directors and from contributions specifically made to the Lucius Scholarship Fund.

2. **Memorial Scholarship Program:** Memorial Scholarships may be established in the name of a loved one as tangible recognition of the life accomplishments of the individual so honored or as an expression of love, devotion and respect for the memory of the loved one. Both Perpetual and Annual Memorial Scholarships are authorized with minimum endowments of \$5,000 and \$500 respectively. Endowments may be increased in \$1,000 and \$500 increments respectively with no limit. Scholarship awards will be for a minimum of \$500 annually for each established endowment.

(a) **The Rosalie Bonner Ritenour Memorial Scholarship Award**, was established by Resolution of the Board on May 24, 2004 under the provisions outlined in paragraph 2. preceding.

3. **Honorary Scholarship Program:** Honoring an individual or organization through public acknowledgement of exceptional accomplishment and selfless support of a worthwhile cause through the establishment of an Honorary Scholarship is an appropriate tribute that links the individual, organization or corporation to the worthy purpose of educating our young people. Both Perpetual and Annual Honorary Scholarships are authorized for minimum endowments of \$5,000 and \$500 respectively. Endowments may be increased in \$1,000 and \$500 increments respectively with no limit. Scholarship awards will be for a minimum of \$500 annually for each endowment.

(c). **ACCOUNTING.** The Association Treasurer will prepare and distribute appropriate reports in June and December of each calendar year providing the Board of Directors and the Scholarship Committee with information as to the balance of such accounts and availability of funds for Scholarship purposes.

(d). **FUNDING.** The Board of Directors acknowledges its inherent fiduciary responsibilities to seek funding in support of the Scholarship Program and relies heavily on the generosity of members, other individuals, foundations, and corporate America for support.

(e). **AUTHORITY.** The Board of Directors hereby authorizes the Secretary and Treasurer to jointly conduct ongoing programs to perpetuate annual funding of the Scholarship Programs outlined herein.

SECTION 2. Eligibility. Any dependent child or grandchild of any member in good standing of the Association may apply for consideration by the Scholarship Committee. Applicants must meet all requisite qualifications for entering the college, vocational or technical school of their choice and must be a current year high school graduate or be currently enrolled in an institution of higher learning, vocational or technical school. (Specifically excluded from eligibility for consideration are the children and grandchildren of members of the Associations Scholarship Committee.

SECTION 3. Application. Beginning January 1, 2003 and each subsequent year, students may request applications from Association Headquarters or download the application from the Associations website. Applications must be received no later than April 30 each year. Applications postmarked after April 30 or that fail to provide all information requested will not be considered. Applications received become the

property of the Association and will not be returned. The following fully completed forms and information must be submitted with each application for Scholarship:

- a. Personal Information – Form 10110.1–FSA, page 2.
- b. Educational Information – Form 10110.1–FSA, page 3.
- c. Work Experience & Supporting Documents–Form 10110.1–FSA, page 4.
- d. Applicant Liability Release – Form 10110.1 – FSA, page 5.
- e. Enrollment Verification – Form 10110.1 – FSA, page 6.
- f. One 2”x 3” Student Photo

SECTION 4. Criteria for Selection: The following Point System will be used for selecting the most qualified and deserving applicants.

- a. Scholastic Achievement / Grade Point Average. Maximum Points = 40
 - GPA 4.0 = 40 Points
 - GPA 3.5 = 35 Points
 - GPA 3.0 = 30 Points
 - GPA 2.5 = 25 Points
- b. Extracurricular ActivitiesMaximum Points = 15
 - Student Government = 5 Points
 - Community Related Services = 5 Points
 - Other (including work experience) = 5 Points
- c. Essay, 300 WordsMaximum Points = 10
 - Submit 300-word essay on “What America Means to Me”, evaluated on form, content and clarity.
- d. Student Counselor/Instructor Reports.....Maximum Points = 10
 - Counselor’s Report = 5 Points
 - Instructor’s Report = 5 Points
- e. Financial Need *Maximum Points = 25
 - * Based on Financial data submitted by applicant.

SECTION 5. Notification. Candidates will be notified at the earliest possible date as to the decision of the Scholarship Committee. However, distribution of funds will be withheld pending independent verification of each winner’s enrollment for the Fall Semester.

SECTION 6. Funding. Grants awarded each year will be funded by the Association as recommended by the Scholarship Committee, based on the availability of funds as approved for this purpose by the Board of Directors. The number of grants and the dollar amount of each award submitted to the Board of Directors by the Scholarship Committee for approval will be based on availability of funds as determined by the Board of Directors.

ARTICLE XVI: AWARD PROGRAMS

SECTION 1. Purpose. The Association Awards Program is established to provide incentives for the recruitment of new members and raising funds for the Association Scholarship Programs.

SECTION 2. Eligibility. All members of the association are eligible to participate in the Award Programs.

(a) Recruiting Awards: The member or members that recruit three (3) or more members during any calendar year will receive a one-year membership extension. The member that recruits the greatest number of new members into the Association between reunion dates will receive a three-year membership extension and a Certificate of Appreciation from the Board of Directors during the reunion.

(b) Fundraising Awards: The member who contributes or solicits the highest combined monetary contribution to the Association Scholarship Fund during the calendar year will receive a one-year membership extension. The member who contributes or solicits the highest combined monetary contribution to the Association Scholarship Fund between reunion dates will receive a three (3) year membership extension and a Certificate of Appreciation from the Board of Directors during the reunion.

SECTION 3. Records. The Secretary will establish procedures and maintain records to support the awards program and develop appropriate Certificates of Appreciation for presentation.

ARTICLE XVII: PETTY CASH FUND

SECTION 1. POLICY: It is the policy of the Association, Inc to authorize a limited petty cash fund for the Secretary when the offices of the Secretary and Treasurer are physically located and registered in separate states.

SECTION 2. PURPOSE: To enable the Secretary to make small purchases required in the course of conducting the business of the Association.

SECTION 3. GENERAL INFORMATION:

a. The Treasurer may establish a petty cash fund under the direct control of the Secretary when required for the orderly conduct of the business of the association in a timely manner.

b. When requesting establishment of a petty cash fund the Secretary must submit written justification for the request and: (1.) Specify the location of the fund (2.) Specify the duration of the fund (3.) Specify the amount of the fund being requested. (4.) Certify that the Secretary will administer the requested funds as prescribed by ARTICLE XVII, of USMCFSA by-laws.

c. Examples of acceptable justification include purchases of small dollar items. Purchases from the fund may not exceed \$100.00 per purchase. Purchases in excess of \$100.00 must be processed by Special Check Requests prior to the purchase.

d. The Secretaries petty cash fund may be established either for a specific period of time or for an indefinite period of time if the requirements for the fund are of a permanent and continuing nature.

e. The Secretary shall be responsible and accountable for each transaction; the prompt submission of requests for reimbursement of the fund by the Treasurer; year end and other periodic reports required by the Treasurer; return of the cash by the agreed termination date; safeguarding of

the assets and reconciliation of the account at the end of the term of office for the Secretary and/or the Treasurer. When not in use, the cash must be secured in a locked area with limited access. Separate bank accounts are not authorized for petty cash.

f. Disbursements from petty cash funds are limited to \$100.00 Any petty cash reimbursement request over \$100.00 will be returned to Secretary who will submit a special check request form to obtain reimbursement from the Treasurer. Incremental purchasing (splitting one large purchase into several small purchases) is unacceptable and will not be reimbursed.

SECTION 4. PROCEDURE

a. The Secretary is the only authorized custodian of this petty cash fund and is required to sign a Petty Cash Receipt Acknowledgement Form to indicate their understanding of the responsibilities and requirements as custodian of a petty cash fund. In addition, the Secretary will also be required to sign, indicating his or her acknowledgment of the policies and procedures associated with the petty cash fund and a Signature Authorization Form must be completed and returned to the Treasurer. A copy of this Procedure will be distributed along with the petty cash funds. Access to the petty cash fund should be restricted to the custodian only. Petty cash funds are not transferable. Any change in the custodian requires reconciliation of the petty cash fund, the return of the fund balance and a subsequent reissue of the petty cash fund to the new custodian. The new custodian will be required to sign a new Petty Cash Receipt Acknowledgement Form.

b. Petty cash funds must be kept separate and apart from all other funds. They are not to be commingled with personal funds, miscellaneous cash receipts, or revenue of any type that has been collected. Petty cash funds may not be used to cash checks for anyone or any purpose.

c. When cash is advanced from the petty cash fund for purchases, the recipient is required to sign a Petty Cash Expense Form. Advances are limited to \$50.00 per purchase. Subsequent to purchase, the original vendor receipt must be attached to the petty cash expense form. The vendor receipt must be returned to the petty cash custodian no later than the following business day after receiving the advance.

d. Each petty cash expenditure must be supported by both an original vendor's receipt and a petty cash expense form. The form must be signed by the Custodian.

e. Vendor receipts and petty cash forms are to be kept in the petty cash fund until reimbursed. The total of (a) currency and coin on hand plus (b) the unreimbursed petty cash expense forms with vendor receipts attached should always equal the amount of the petty cash fund.

f. The Petty Cash Expense Form and the attached original vendor receipts must be submitted to the Treasurer within one week of the purchase to ensure that expenditures are accounted for on a timely basis. In addition, prompt submission ensures that funds are available for future expenditures. Reimbursement will not exceed the amount of the established petty cash fund.

g. The amount of a petty cash fund may be increased if justified, by submitting a written request to the Treasurer. A petty cash fund may be reduced and excess funds returned to the Treasurer if the total amount of the fund exceeds the actual needs of the Secretary.

h. All petty cash funds, regardless of whether established for a specific or an indefinite period of time, must be returned, after being reimbursed, to the Treasurer when the fund is no longer needed.

i. The Secretary will be required to confirm annually to the Treasurer: the amount of petty cash currency and coin on hand, and the amount of unreimbursed petty cash expense forms and receipts on hand.

j. To receive copies of the Petty Cash Receipt Acknowledgement Form, the Petty Cash Expense Form, or the Signature Authorization Form, contact the Treasurer at 804-386-6991 or by email at treasurer@usmcfsa.org. The Treasurer's office is located at 1296 Clubhouse Drive, Viera, FL 32955.

SECTION 5. RECORDS:

a. The Treasurer will maintain auditable records of all Petty Cash transactions in accordance with acceptable accounting procedures.”

The above by-laws are certified to have been adopted as a conformed copy of the Association by-laws by the Board of Directors of the Association on this 3rd day of March, 2008.

ATTEST:

Edwin T. Gray Secretary