

Bylaws of the 91st Infantry Division League

As amended on the date shown below.

GENERAL

EIN: 94-6079318

State Charity Registry number: CT 032667

California Corporation No: C0266630

ARTICLE I

Name, Office, and Duration

1. Name. The name of this corporation is 91st Infantry Division League (League).
2. Location. The principal place of business and administrative office shall be located at 953 East Windsor Circle, Fresno, CA 93720
3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

- A. Preserve the history and legacy of the 91st Infantry Division.
- B. Provide academic scholarships to Division League members, their children, grandchildren or other lineal descendant authorized at the sole discretion of The Board..
- C. Provide financial or other assistance to the dependents of Division soldiers or civilians wounded or killed in action and provide assistance to Division League members and their families when determined to be appropriate by a 2/3's vote of the Board.
- D. Provide charitable, educational or other services which are within the meaning of IRC Section 501(c)(3) which from time to time may occur and are determined by a majority of the Board to be appropriate to the mission and vision of the League.

ARTICLE III

Membership

The Corporation shall have no members.

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ARTICLE IV

Board of Directors

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.
2. Number. The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3) or more than seven (7).
3. Qualifications. To serve as a Director, an individual shall be an active or past member of the 91st Infantry Division, have general business or entrepreneurial experience and a desire to selflessly serve the league by providing the benefit of their knowledge, experience and skills.
4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of California, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the Corporation such powers as they deem appropriate.
5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including video or phone conference calls, annual meetings or special meetings otherwise called by a majority of the Board of Directors.
6. Special Meetings. Special meetings may be called by the Chair or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
7. Annual Meetings. Directors will meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing. Such meetings may be conducted telephonically or by video meeting (Zoom, etc.).
8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
9. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.
10. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of

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Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

11. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

12. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the Chair, Vice Chair, Secretary and Treasurer and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators and shall serve for three years. One person may hold more than one office except that there must be a minimum of no less than three individuals to hold all offices.

2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors and shall serve for one year or until their replacements are elected and qualified.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation shall not receive compensation for their services.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

A. Chair: The Chair is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The Chair will perform all duties incident to the office of Chair and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Vice Chairman: The Vice Chair will perform all duties and exercise all powers of the Chair when the Chair is absent or is otherwise unable to act. The Vice-Chair will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other

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duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The treasurer will have charge and custody of all funds of this Corporation and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

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E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII

Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX

Statement of Nondiscrimination.

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

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ARTICLE X

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the dates below:

Daniel C Balough, Major General, US Army, Retired



Date: 11 November 2023

Arthur G. Moore, Command Sergeant Major, US Army, Retired



Date: 11 November 2023

Louis B. Lallo, Colonel, US Army Retired



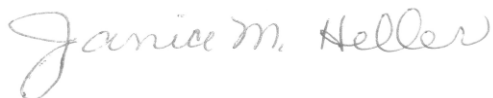
Date: 14 November 2023

James J. Bonato Colonel, US Army Retired



Date: 14 November 2023

Ms. Janice M. Heller, DAC, Retired



Date: 14 November 2023