

By-Laws of the 385th Bomb Group Association (385 BGA)
As Amended through 6 October 2006

ARTICLE I
Membership

Section 1. Veteran Members in this Association shall be either former veterans, or their wives or widows, who served with the 385th Bombardment Group (H), 8th AAF, and to veterans of other units assigned or attached for support purposes, who were stationed at Great Ashfield RAF Station 155, Great Ashfield, Suffolk, England during World War II.

Section 2. Associate Members shall be other family members of veterans and/or those persons or organizations who have an interest in the activities and purposes of the 385 BGA.

Section 3. Honorary Membership(s) may be awarded by the Executive Board to (an) individual(s) for exceptional contributions to the 385 BGA or its purposes. Honorary Membership may be awarded for either one year or for life.

Section 4. Members who have paid for Life Membership shall retain that status until their death. No new Life Memberships shall be offered.

Section 5. The word Member(s) in all documents shall include Veteran Member(s), Life Member(s) and Associate Member(s). Any Member may hold office and vote. No one is considered a member unless he has paid the current dues.

Section 6. The Veteran Membership shall meet the requirements of Section 501 (c)(19) of the Internal Revenue Code of 1954 as follows:

At least seventy five (75) percent of the Veteran and Life Members shall be war veterans, and substantially all (at least nearly ninety (90) percent), shall be veterans, or Cadets, or wives, husbands, widows, or widowers of war veterans.

ARTICLE II

Meetings of the Membership

Section 1. Meetings should be held annually, but in no case at periods longer than two years. The geographic location of meetings should be dispersed around the USA, if possible, but the meetings will be held at locations and dates determined by the members or the Board. But if a personal meeting is not feasible, a mail meeting of the members may be called by the President for a specific and definite time.

Section 2. Notice of meeting dates and locations will be published in the Newsletter prior to the meeting. Meetings are normally, but need not be, at a reunion.

Section 3. A quorum at any member meeting shall consist of the members voting.. A majority vote shall decide any question.

Section 4. Members may vote either in person, by e-mail or by postal mail. No vote received after the meeting adjournment time, announced by the President, shall be counted.

ARTICLE III

Committees

The President may appoint any committee and name its chairman and scope. This chairman shall appoint his own committee members. Committees shall report to the Executive Board.

ARTICLE IV

Executive Board

Section 1. The Executive Board shall consist of: The President, The Vice President, Secretary, Treasurer, the Editor of the Newsletter, Three Board Members, and the immediate Past President. The President shall act as Chairman of the Executive Board. If an individual holds more than one office, he shall have only one vote. Advisors to the Board may be appointed by the President, but do not vote.

Section 2. Any vacancy, however occurring, in the Executive Board, may be filled by a majority vote of the remaining members of the Board.

Section 3. The Executive Board shall meet in person as called by the Chairman or by a majority of the Executive Board members; however, meetings may be conducted by teleconferencing or by email. Meetings by email are deemed to be in continuous session.

Section 4. The Executive Board may decide any question, item or business concerning the 385 BGA, by majority vote of those voting, except it may not act contrary to the intent of the Constitution.

Section 5. A quorum of the Board shall consist of a majority of officers of the Board. For email, no reply within two weeks of posting of the question shall be construed to mean, "abstain" on the vote(s).

Section 6. Members of the Executive Board shall not be paid any regular wages, salaries or reimbursements for any expenses for attending any meeting of the Board.

ARTICLE V

Finances

Section 1. The moneys of the 385 BGA shall be deposited in the name of the 385 BGA in such bank or banks as the Treasurer shall designate, and shall be drawn out by check signed by the Treasurer or an officer or officers as the President determines.

Section 2. The fiscal year shall be the calendar year, 1 January to 31 December.

Section 3. Annual dues for members shall be \$35/year, domestic and foreign.

Section 4. Funds of the 385 BGA shall be expended only for the purposes of the 385 BGA as stated in the Constitution, including, but not limited to the following:

(a) Funds for conducting the business of the 385 BGA such as telephone, postage, office supplies, printing and reproduction, stationery, and any other supplies or equipment normally associated with an office of this nature.

(b) Funds for compiling, printing, mailing and/or electronically sending the 385 BGA Newsletter, presently entitled *The Hardlife Herald*.

(c) Funds to search for, copy, buy and/or otherwise obtain historical 385th BG data, and/or artifacts to place in the Archives of the 385 BGA.

(d) Funds, if available and feasible, for memorials

(e) The reunions and other meetings of the 385 BGA should pay for themselves; however, seed funds may be made available to the Host, to be repaid to the 385 BGA after the reunion by the Host. Reunions shall charge only those attending

(f) Funds not enumerated above but whose expenditure will be necessary and proper for the purposes of the 385 BGA. Section 5. No part of the earnings of the Association shall inure to the benefit of any Officer, Member or private individual.

ARTICLE VI

Dissolution

Section 1. Although the duration of the 385 BGA is perpetual, if it is dissolved for any reason, the method of dissolution shall be either in the following manner:

- (a) Notice of the proposed dissolution shall be given to the members of the Executive Board in writing, and shall be published in the Association's newsletter, no less than sixty (60) days prior to the meeting at which the proposal is to be considered. A two thirds vote to dissolve is obtained at this meeting, or
- (b) Dissolution is approved by a majority of the remaining Executive Board members if it is no longer possible to hold a membership meeting.

Section 2. Upon approval of the dissolution, the Executive Board shall, after paying or making provisions for the payment of all liabilities, dispose of the total assets, giving them to an organization or organizations which qualifies as an IRS tax exempt organization as follows:

- (a) Data, artifacts and other items in the 385 BGA Archives will be given to the Eighth Air Force Historical Society, (located: 175 Bourne Street, Pooler. GA 31233.)
- (b) All other assets and moneys shall be distributed as deemed appropriate by the Board in compliance with the current IRS code.

Section 3. As its final act, the Executive Board shall report to the membership and the IRS in writing or in a final issue of the Newsletter:

- (a) a statement of the 385 BGA dissolution, and
- (b) an account of the disposition of the Association assets, to whom, and the amount(s).

ARTICLE VII

Severable

Any provision, section or item of these By Laws, or any amendment or alteration thereof, which may be interpreted by a lawful authority to be in violation of any law, shall not render the remaining provisions invalid.

ARTICLE VIII

Amendments

Section 1. By Laws may be adopted, amended, or repealed in whole or part by the Executive Board by majority vote of those voting. The members may also adopt, amend or repeal the By Laws at a meeting of the members by majority vote of those voting, provided due notice and a copy of the proposed amendment is given in the Newsletter prior to the meeting.

Section 2. All amendments passed will be published in the Newsletter.

