

**The Bylaws
Of The
Mobile Riverine
Force
Association**



**As Amended, Adopted and Approved by vote
By the Board of Directors at the 2017
Reunion/Convention**

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As amended, adopted and approved by vote
of the Board of Directors of the I.R.C.
November 1954

ARTICLE I - GENERAL PROVISIONS

SECTION I - HEADQUARTERS

The National Headquarters of the Mobile Riverine Force Association (hereinafter "MRFA" and/or "Association"), shall be located in the home of the President.

As a non-profit North Carolina corporation, the name and address of the currently serving President shall be reported annually to the office of the North Carolina Secretary of State.

SECTION 2 - OBJECTIVES

The objectives of the MRFA are:

- A. To promote the growth, development, self-respect, self-confidence and usefulness of all members of the MRFA and its affiliates.
- B. To eliminate discrimination suffered by Vietnam Veterans and to develop channels of communication which will assist them to maximize self-realization and enrichment of their lives and enhance life-fulfillment.
- C. To further the bonds and friendships of those who served in/or with the Mobile Riverine Force in the Republic of Vietnam.

SECTION 3 - MEMBERSHIP

- A. Individual membership in the MRFA is open to any veteran of the military service of the United States who served on active duty with the Mobile Riverine Force or any other elements associated with same.
- B. Unless provided for elsewhere, the MRFA should have the ability to waive dues for certain members or affiliates (i.e. Widows, Gold Star Mothers, Wives, etc., and active duty personnel).

Prospective members shall provide military records sufficient to verify their service in the Mobile Riverine Force, and agree to be bound by all Association Bylaws as posted on www.mrfa.org.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1 - FUNDS AND AFFAIRS

A. Except as otherwise provided by law or these By-Laws, the control and management of the MRFA, its funds and affairs, shall be vested in its Board of Directors.

SECTION 2 - GOVERNANCE

A. The Board of Directors shall be comprised of at least 15 and no more than 21 members, including the President, Vice-President, Secretary, and Treasurer/Membership Chairman of the Association. Said Board Members and officers shall be elected at each bi-annual Convention as set forth herein. Board Members may have titles as appropriate to their assignment of duties by the President or Board of Directors.

B. A vacancy on the Board of Directors shall arise on the death, resignation, inability, or refusal of a Director to serve. Any vacancy among the At-Large members of the Board of Directors shall be filled for the unexpired term thereof by the majority vote of the remaining Directors. Biographies and qualifications of potential Board Members shall be submitted to the Board prior to a vote.

C. A quorum of the Board of Directors shall be two-thirds of the number of Directors, as determined by the presiding officer at any board meeting. Except as otherwise provided herein, the affirmative vote of the majority of the Board members present and voting shall constitute the official act of the Board of Directors.

D. The Board of Directors shall meet at each bi-annual Convention, and other times at the call of the President, or on the request of a majority of its members.

E. Notice of special meetings of the Board of Directors, called by the President or a majority of Board members, and specifying the subjects to be considered at such meeting, shall be given, in writing, by first class mail or by email or other electronic communication, at least 10 days prior to the day of such meeting to the Board of Directors. Such meetings may be conducted by conference call or other electronic communications where each Board Member can hear each other Board member's contribution to the discussion of the vote. The President or Secretary shall establish that a quorum is present online, and pole each Board Member for their vote.

F. In the intervals between Conventions, the President may refer and submit by email to all Board members, specific questions or issues relating to the affairs or management of the Association, or for elections to fill vacancies, which in the opinion of the President require immediate attention on the part of the Board.

In the event that the President submits a question to the Board of Directors, or an election, as set forth above, the President shall immediately prepare a report of the Board action to be provided to the Board by email and to the general membership by a posting in the next issue of *River Currents*.

SECTION 3 - OFFICERS

A. At each Convention the Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer/Membership Chairman. The officers shall have such powers and authority and shall perform such duties as are prescribed by these bylaws and otherwise as they pertain to such offices, and shall have such other powers and duties as assigned to them by the Board of Directors. The Officers shall be members of the Board of Directors with full voting rights thereon, and shall serve for a term of two (2) years.

B. Directors shall be elected by the entire Board at each Bi-annual Convention for a term of two years. Officers and Directors may serve consecutive terms with no term limits. A Board Member who has served their term, and may not be as fully active on the Board as required of a Board Member, may be appointed to a Board Member Emeritus position with full voting rights.

C. Any officer may be suspended by the Board of Directors whenever in its judgment the best interests of the MRFA would be served thereby. Such suspension shall be by majority vote of the members of the Board. An Officer may only be removed by the Board of Directors for cause, and only by a vote of two-thirds of the members of the Board of Directors. Except as provided herein a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by a vote of two-thirds of the members of the Board of Directors, for the unexpired portion of the term.

D. The President shall be the principle executive officer of the Association, and shall supervise and control all of the regular ongoing business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and General Membership meetings. The President may sign, with the Treas-

urer, or other designated officer, any 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 these Bylaws. The President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors, and may assign to other Officers such duties as are deemed appropriate.

E. The Vice President shall, in the absence of the President or their inability or refusal to act, perform all duties of the President. The Vice President shall, upon the death, resignation, or removal of the President, assume the position of the President for the remaining term until the next Convention or such time as a special election may determine a replacement President and Vice President.

F. The Secretary shall: keep the minutes of the meetings of the Board of Directors and of the General Membership meetings at the Conventions in one or more books provided for that purpose; ensure that all notices are given in accordance with Bylaws and, in general, perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors. The Secretary shall provide a copy of said minutes to each Board member within 30 days of the board meeting, whether by mail, email, or other electronic form of communication.

G. The Treasurer/Membership Chairman shall have charge and custody of all funds and securities of the MRFA and all funds and securities in any way generated, collected, or obtained in connection with MRFA activities. The Treasurer shall: be responsible for all such funds and securities and the receipt and disbursement thereof; shall keep full and accurate accounts of receipts and disbursements in books belonging to the MRFA; and shall deposit all moneys and other valuable effects in the name of and to the credit of the MRFA in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the MRFA as may be ordered by the Board, making proper vouchers for all such disbursements; and shall render to all Board members an accounting of all transactions and the financial condition of the MRFA, and a full-financial report based on the books and the accounts audited annually by a certified or other public accountant or an audit committee. Upon resignation of the Treasurer or the election of a new Treasurer, all books, receipts, and moneys shall be tendered to the President, and audited by the Board of Directors or an independent auditor so ordered by the Board. Upon acceptance of all books, receipts, and moneys, they shall immedi-

ately be rendered to the newly elected Treasurer. Surety bonds shall be provided for signatories of all financial books and records of the association. The Treasurer shall also be responsible for filing with the MRFA banking institutions the minutes of recent elections containing the names of all officers qualified to sign any banking documents, immediately following the election of said officers. The President, Vice-President, Treasurer, and Treasurer's appointed business agent, would have signatory rights.

SECTION 4 - CONVENTIONS

A. The MRFA shall hold a bi-annual Convention in odd numbered years at such times, dates, and places as may be designated by the Board of Directors. The President shall preside as the Chairperson of the MRFA at the Convention.

B. The Board of Directors shall conduct the official business of the Association at the Convention.

SECTION 5 - COMMITTEES

A. There shall be established by the President, subject to the approval of the Board of Directors, three Convention committees:

1. Nominating Committee - shall generally supervise the election process, to include receiving nominations for officers and Board members, and distributing the names of candidates to the Board for its vote.

2. Convention Planning Committee - shall examine and recommend to the Board of Directors a specific plan concerning the logistics of upcoming Conventions, including location, dates, speakers, entertainment, and other such plans and manage the facility during any current convention.

3. Audit Committee - shall oversee the accounting and auditing practices of the Association. It is responsible for retaining and consulting with outside auditors, reviewing the audit report and other financial statements, and approving internal procedures and controls. This committee should be composed solely of directors not involved in the day to day operations of the Association, and

should be independent of any Financial dealings of the Association.

4. Committees shall conduct business via emails and conference calls, and report on results of same to the Board. The Board may also create additional committees as deemed necessary to conduct the business of the Association.

5. Ad Hoc committees may be appointed as necessary by the President and/or the Board of Directors.

ARTICLE III - MISCELLANEOUS PROVISIONS

SECTION 1 - FINANCE

A. The MRFA shall conform to all Federal, state, local laws, these Bylaws, and the rules and directives of the Board, as concerns the reporting of any financial activities of the MRFA. An annual report shall be filed at the close of the fiscal year to the Board.

B. Copies of all bonds or other sureties, obtained as a result of the requirements of the Bylaws or otherwise, shall be filed, together with any renewal thereof, with the MRFA.

C. The MRFA shall obtain annual audits, prepared in accordance with customary accounting practices and procedures, by an independent certified public accountant and further obtain a review and report of the financial records prepared in a similar fashion, and shall distribute copies of said audits and reports to the Board of Directors.

D. The Fiscal year of the MRFA shall begin on the first day of April and end on the last day of March in each year.

SECTION 2 - RESTRICTED ACTIVITIES

A. No member of the MRFA may, without the express written consent of the Board of Directors, engage in any conduct which might be construed to be detrimental to the interests of the MRFA, receive any compensation, by gift of or otherwise, from the MRFA, or own any interest in any organization which receives such compensation. For purposes of this subsection, reimbursement of reasonable expenses incurred while conducting the business of the MRFA

shall not be deemed to be compensation. No member shall use the property of the MRFA, except in the course of Association business. Notwithstanding the provisions of this section, the President shall have the discretion to provide incidental expenses, such as a donut/lunch fund to the members of the work party of the CCB-18, and replenish such funds as necessary from time to time. Gifts such as hats/t-shirts, etc. may also be given from time to time by the President as an incentive to member's work for the organization.

SECTION 3 - DISSOLUTION

In the event the MRFA is dissolved or ceases to exist, no person or persons shall obtain or profit from any funds or properties in the possession or control of the Association. All remaining funds or properties shall be disbursed observing all Federal, state, and local laws that apply. All remaining funds and properties shall be donated to a not-for-profit veteran's charity selected and agreed upon by the Board of Directors.

Approved this 30 day of August 2017 by the Board of Directors.

Secretary



President

