

BYLAWS

BROTHERHOOD OF THE BROWNOUT SAN DIEGO, CALIFORNIA FEBRUARY 28, 2018

ARTICLE I. NAME AND PURPOSE

Section 1 Name

The name of this association shall be Brotherhood of the Brownout. The business of the association may be conducted as Brotherhood of the Brownout, The Brotherhood of the Brownout, Brownout Brotherhood, or Brownout.

Section 2 Purpose

Brotherhood of the Brownout is a non-profit association and shall operate exclusively for educational and charitable purposes within the meaning 501(c) (19) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Brotherhood of the Brownout's purpose is to promote the social welfare of the veteran community and to provide social and recreational activities for members.

We provide veteran transition education through the hosting of lecture and networking events with civilian aviation professionals, corporate leaders, and prominent members of the community to aid in the transition of veterans from military to civilian life. We also provide social events to enhance the camaraderie and esprit d corps of the local veteran community.

We also conduct various fundraising activities to raise funds in support of other charitable organizations with purposes of furthering the rights and welfare of the veteran community

Section 3 Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, Brotherhood of the Brownout recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

Section 1 Criteria

The members of the Association shall be the Board of Directors plus due paying members so welcomed by the association. All membership applications shall be approved of by a majority vote of the board of directors. At a minimum 90% of all members shall be War Veterans as defined by Internal Revenue Service 501(c)19. Honorary members may be designated by the Board but will not be entitled to voting rights.

Section 2 Revocation

Any member whose actions dishonor or jeopardize the existence of the Association will be subject to review and possible expulsion from the Association by the Board of Directors. Unpaid dues are also grounds for revocation of membership.

ARTICLE III. BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of the association, and may exercise and delegate any and all of the powers of the association as it sees fit, subject only to restrictions imposed by statute, the Articles of Association, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve officer appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

Section 2 Number of Directors, Compensation, and Positions

The board of directors shall have 5 members. The board receives no compensation. The positions of the board are as follows: Co-Chairman of the Board, Co-Chairman of the Board, Secretary of the Board, Director of the Board, and Director of the Board.

Section 3 Term

Founding Directors shall have lifetime appointments and their position can only be terminated by their resignation. Other board members shall be elected to two-year terms and are eligible for election for up to three consecutive terms. Following their 3rd consecutive term, Directors may run for service on the board following a minimum one-year absence from the board. Service to the association as a simple member or on the Executive Committee is not limited by time except under the provisions below.

Section 4 Elections

Elections for Director positions shall be held at the monthly member October meeting of the year prior to an expiring term or per a special election as needed due to terminations or resignations. The President of the Executive Committee will be responsible for the conduct of Director elections. Any member of the Brotherhood may run for a vacant Director position. A winning candidate shall obtain a majority vote of a sample that consists of at least 75% of all Brotherhood members. Directors so elected shall serve a term beginning on the first day of the next calendar year or starting the 1st day of the month following a special election.

Section 5 Quorum

A quorum will consist of 4 out of 5 of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6 Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, by the Co-chairman or Secretary of the Board.

Section 7 Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of twenty (20) days notice.

Section 8 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9 Resignations, Termination and Absences

Resignation from the board must be in writing and received by the Co-chairman. Any Director, except a Founder, can be terminated at any time by a unanimous vote of the other Directors. Director absences from required attendance events shall be approved by a Chairman. Excessive absence may be grounds for termination from the Board.

Section 10 Vacancies

A board position shall not be vacant for more than three months without a special election held to fill the vacancy. The winner of a special election will serve out the remainder of the term of position filled and will require reelection by the normal process thereafter. Fulfillment of a position filled by a special election does not count toward term limitations addressed in Section 3.

ARTICLE IV. EXECUTIVE COMMITTEE OFFICERS

Section 1 General

The Executive Committee of this Association shall consist of the duly elected Officers in the positions of President, Vice President, Treasurer, Consigliere, Marketing, Fundraising, and Recruitment.

Section 2 Election and Terms of Office

All officers shall be elected for a two (2) year term with no more than three (3) consecutive terms in the same office. Dual-hatting of Officer positions shall be approved by the Board of Directors.

Elections for Officer positions shall be held at the monthly member October meeting of the year prior to an expiring term or per a special election as needed due to terminations or resignations. The Secretary of the Board of Directors will be responsible for the conduct of Officer elections. Any member of the Brotherhood may run for a vacant Officer position. A winning candidate shall obtain a majority vote of a sample that consists of at least 75% of all Brotherhood members. Officers so elected shall serve a term beginning on the first day of the next calendar year or starting the 1st day of the month following a special election. All elected officers shall be confirmed by the Board who can veto the results of the election with a unanimous vote of all Board members.

Section 3 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the association will be served, any officer may be removed from office by the affirmative vote of fourth-fifths (4/5) of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the Chairman of the Board.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it should be filled temporarily by a member appointed by the Board of Directors until a special election can be held. A special election shall be had within 3 months of an Officer vacancy.

Section 5 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

- a. The President shall:
 - Preside at all meetings of the membership and all meetings of the Executive Committee.
 - Carry out the strategic intent as directed by the Board of Directors
 - Present to the Board new proposals and initiatives

- b. The Vice President shall
 - In the absence of the President, perform the duties of the President
 - Enforces the policies, bylaws, and objectives set forth by the Board
 - Manages the day to day activities of the organization
 - Preserve good order and decorum

- c. The Consigliere shall:
 - Serve as the association's in-house legal counsel, and as such be a member of the bar in the state which they reside.
 - Execute any legal duties which may befall the association and advise the Executive Committee and Board of Directors on any applicable courses of action
 - Ensure the Brotherhood is compliant with the state and federal guidelines to operate as a non-profit.
 - Execute contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of Brotherhood.
 - Prepares and distributes the minutes of all member and Executive meetings

- d. The Treasurer shall:
 - Act as the custodian and overseer of the Brotherhood budget
 - Prepares and delivers a quarterly financial review to the Board and distributes a monthly update on the status of funds to all members
 - Ensures the Brotherhood's financial obligations are met in a timely manner.
 - Collect all membership dues, contributions and donations.
 - Has day-to-day authority for managing the finances of Brotherhood.

- e. The Fundraising Officer shall:
 - Coordinate all external and internal fundraising activities
 - Develop and execute the Brotherhood's annual fundraising plan
 - Identify new potential donors and organize initiatives to solicit funding.

- f. The Communications Officer shall:
 - Oversee all internal and external Brotherhood communication mediums
 - Send monthly e-update to all members
 - Maintain the Brotherhood's website
 - Interfaces with media as necessary
 - Coordinate the development of Brotherhood media materials

- g. The Recruitment Officer shall:
 - Develop and execute the annual recruitment campaign plan
 - Maintain a database of all current members in order to maintain current member rolls

- Be responsible for all external recruiting events, including public appearances, recruiting drives and work in conjunction with the communications officer to maximize recruitment efforts
- Liaise with local colleges, social organizations and military units to invite prospective members in.
- Present potential member packages to the Board for consideration.

ARTICLE V. COMMITTEES

Section 1 Committee formation

The Board or Executive Committee may create special committees as needed. A committee chair shall be appointed to lead the committee and provide updates on its progress.

Section 2 Executive Committee

Board officers serve as members of the Executive Committee. Except for the power to amend the Articles of Association and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VI. EXECUTION OF DOCUMENTS

Section 1 Documents, Obligations and Disbursements

Policies regarding documents, obligations and disbursements are set forth in the association's operations policies which shall be reviewed on an annual basis by the board.

ARTICLE VII. ASSOCIATION FISCAL YEAR

Section 1 Fiscal Year

The designated fiscal year of this Association shall be January 1st to December 31st.

ARTICLE VIII. LIMITATION OF LIABILITY

Section 1 Limitation of Liability

Officers, directors and other persons who perform services for the association and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the association in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result

of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the association pursuant to this act or the association charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Association is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE IX. AMENDMENTS

Section 1. Amendments

Amendments to the Bylaws can be made at any time. The Board of Directors shall review the Bylaws semi-annually. Officers and members shall present proposed amendments to the President who will then present proposals to the Board. The Bylaws shall be amended by a 3/5 vote of the Board of Directors.

ARTICLE X. MEETINGS AND EVENTS

Section 1 Frequency

The Association should strive to hold a monthly meeting where all members are invited to attend. The Executive Committee shall meet in-person or via phone on a monthly basis. The Association should strive to have one large fundraising event per quarter that can also serve as monthly meeting of members.

Section 2 Event Coordination

The Vice President will designate members accordingly to serve as lead logistical planners for all meetings and events.

Section 3 Meeting Agenda

The monthly member meeting agenda shall be set by the Vice President and should allow for Officer reports on the status of their program, future and ongoing commitments, election information, member motions, potential member introductions, Board announcements, and social activity.

Bylaws certified by Board of Directors:

Dated: _____

Co-Chairman, Board of Directors

Co-Chairman, Board of Directors