



BY-LAWS OF THE REGIONAL NATIONAL CEMETERY IMPROVEMENT CORPORATION

As amended May 9, 2015

ARTICLE I - NAME

The name of this organization is the Regional National Cemetery Improvement Corporation, sometimes identified by the acronym RNCIC.

ARTICLE II - PURPOSES

Section 1. The purposes for which the Regional National Cemetery Improvement Corp is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 2. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 3. To plan, arrange, organize and operate a program to provide for the enlargement and improvements of the Fayetteville National Cemetery located in Fayetteville, Washington County, Arkansas.

Section 4. To build, buy, sell, own, hold, mortgage or otherwise encumber, lease or otherwise hold, and to dispose of by sale or gift, real and personal property necessary or deemed useful to this corporation and/or to the humanitarian object for which it is organized.

Section 5. To accept all gifts, pledges, or monies from any and all persons who wish to contribute anything of value to the principal purposes of improving said Fayetteville National Cemetery.

Section 6. To accept and receive gifts, bequests and devises, and to become the beneficiary of any trusts and through its Board of Directors, serve as trustee for any funds or property and to manage, control and dispose of the same in the promotion and performance of the objects and purposes herein set forth.

Section 7. To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of said purposes.

Section 8. To cooperate with any and all government bodies and agents by giving property owned by the corporation or held by the corporation in any manner to the government bodies for the extending of the cemetery.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in The Regional National Cemetery Improvement Corporation shall be open to all individuals and organizations in sympathy with its purposes. In the case of an organizational member, dues shall be paid by the organization.

SECTION 2. Each individual and organizational member shall be entitled to one vote.

SECTION 3. An annual meeting of the membership of the organization shall be held in January of each year for the purpose of election of directors and for the transaction of such other business as may come before the meeting. Members shall be notified in writing of the date, time and place of the annual meeting at least ten days prior to the date of such meeting.

SECTION 4. A special meeting of the membership of the organization may be called at any time by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall manage the affairs of the organization, including the disbursement of its funds.

SECTION 2. The Board of Directors shall consist of twelve members. Directors shall be elected at the annual membership meeting and shall hold office until their successors are elected and qualified. Initially, four directors shall be elected to serve a three-year term, four directors shall be elected to serve a two-year term, and four directors shall be elected to serve a one-year term. Thereafter, all directors shall be elected to serve a three-year term.

SECTION 3.A. Members of the Board of Directors shall be nominated by a nominating committee composed of three persons who are members of The Regional National Cemetery Improvement Corporation, but who are not necessarily members of the Board of Directors. Nominees must be individual members of the organization in good standing and must give their prior consent to be nominated. Any member of the organization in good standing may also make a nomination from the floor at the annual membership meeting, provided that the nominee is present and agrees to serve.

SECTION 3.B. The Fayetteville National Cemetery Director, or one of the Director's representatives, may serve as ex-officio member of the organization's Board of Directors.

SECTION 4. The Board of Directors shall hold regular monthly meetings, one of which shall immediately follow the annual membership meeting and the others to be at such dates, times and places as the Board of Directors shall determine. A special meeting may be called by the President at any time.

SECTION 5. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board. The act of a majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except to the extent that the Bylaws may require a greater number.

SECTION 6. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a quorum of the members of the Board or committee consent in writing or by email to taking the action without a meeting and two-thirds (2/3) of those who so consent approve the specific action.

SECTION 7. Vacancies arising on the Board of Directors shall be filled by appointment to fill the part of the term remaining. Such appointments shall be made by the remaining members of the Board.

SECTION 8. Any Board of Directors member who fails to act in the interest of the RNCIC or who fails to attend four consecutive Board meetings may be removed by a vote of the Board.

ARTICLE V - OFFICERS

SECTION 1. The officers of the organization shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. The officers shall be elected from among the Board members for a term of one year by the Board of Directors at the Board meeting which shall immediately follow the annual membership meeting. The officers shall hold office until their successors are appointed and qualified.

SECTION 3. The President shall preside at all meetings of the Board of Directors, appoint all committees with the approval of the Board, and provide leadership within the organization and for the organization in the community at large.

SECTION 4. The Vice-President shall assist the President and perform the duties of the President in the President's absence.

SECTION 5. The Secretary shall record attendance, take minutes at all meetings of the Board of Directors, maintain membership records and conduct the correspondence of the organization.

SECTION 6. The Treasurer shall keep and maintain accurate financial records of the organization, file required governmental reports and receive and disburse funds with the approval of the Board of Directors.

ARTICLE VI - FUNDS

SECTION 1. The fiscal year of the organization shall be the calendar year.

SECTION 2. All funds of the organization shall be deposited in accounts at such banks, brokerage companies or other depositaries as the Board of Directors may select.

SECTION 3. Categories of membership and membership dues shall be established by the Board of Directors .

SECTION 4. An audit committee composed of three persons who are not officers of the organization shall conduct an annual review of the financial records kept by the treasurer. The audit committee shall report the results of its review at the January annual meeting.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided prior notice of the proposed amendment is given at least one meeting prior to the meeting at which action is taken on the proposed amendment.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Revised, when not in conflict with these By-Laws or with the laws of the State of Arkansas, shall govern the proceedings of the organization.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government for exclusive public purposes.

ARTICLE X - OATH OF OFFICE

Repeat after me, stating your name where I use mine:

I, (full name), having been duly elected to office in the Regional National Cemetery Improvement Corp., do solemnly pledge to uphold the Constitution and Bylaws of the organization.

I further pledge to perform the duties of my office to the best of my ability. I also pledge that at the conclusion of my term of office, I will turn over to my successor all books, papers, records, and documents that are the property of the Regional National Cemetery Improvement Corp.

During my elected term of office, I will not use my position for any personal gain. I will work for the improvement of the Regional National Cemetery Improvement Corp.

**Section III B added and approved at the May 9, 2015 Board of Directors' meeting.*