

BY-LAWS OF STATE DEFENSE FORCES ASSOCIATION OF MISSISSIPPI
d/b/a Mississippi State Guard Association (A Mississippi Nonprofit Corporation) 27 Oct 2017

ARTICLE I. OFFICES

The principal office of the corporation shall be located in the State of Mississippi. The corporation may have such other offices within the State of Mississippi as the board of directors may designate or as the business of the corporation may require. The corporation shall continuously maintain in the State of Mississippi a registered office that may be the same as its principal office and which may be changed by the board of directors, and a registered agent.

ARTICLE II. MEMBERS

SECTION 1. Election of Members. The corporation may admit any individual as a member. An affirmative vote of a majority of the board of directors shall be required for admission. Other requirements for admission may be set forth in a resolution adopted by the directors. No person shall be admitted as a member without his or her consent.

SECTION 2. Rights and Obligations of Members. Each member is entitled to one vote on each matter voted on by the members. All members shall have the same rights and obligations with respect to voting and any other matters.

SECTION 3. Initiation Fees and Annual Dues. The board of directors may determine the amount of the initiation fee, if any, and the annual dues payable by members. Dues shall be payable in advance on the tenth day of January in each fiscal year. Dues of a new member shall not be prorated.

SECTION 4. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the directors. Such certificates shall be signed by the president or vice president, and by the secretary or an assistant secretary, and may be sealed with the corporate seal. All certificates evidencing membership shall be consecutively numbered or otherwise identified. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the corporation. In the case of a lost, destroyed, or mutilated certificate, a new one may be issued upon such terms and conditions as the directors may prescribe.

SECTION 5. Transfer of Membership. No member may transfer a membership or any right arising therefrom, with the exception of a proxy as set forth in these by-laws.

SECTION 6. Resignation of Member. A member may resign at any time by filing a written resignation with any corporate officer. The resignation does not relieve the member from any obligations the member may have to the corporation.

SECTION 7. Default and Termination of Membership. When any member shall be in default in the payment of dues, his membership shall be terminated by the board of directors. No member may be expelled or suspended, and no membership may be terminated or suspended, except pursuant to the procedure provided herein. The affected member must receive notice as set forth in these by-laws of the adverse action and the reasons therefore, and an opportunity to be heard by the directors, orally or

in writing, not less than five days before the effective date of the adverse action. Any proceedings challenging an adverse action, including an allegation of defective notice, must be commenced within one month after the effective date of the adverse action.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held for the purpose of electing the board of directors and for the transaction of such other business as may properly come before the meeting. At the annual meeting, the president and chief financial officer shall report on the activities and financial condition of the corporation, and the members shall consider and act upon such other matters as may be raised consistent with these by-laws. If the day fixed for the annual meeting shall be a legal holiday in the State of Mississippi, such meeting shall be held on the next business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible. The failure to hold an annual meeting at the time stated in or fixed in accordance with the corporation's by-laws does not affect the validity of any corporate action.

SECTION 2. Special Meetings. The corporation shall hold a special meeting of members on call of its board of directors, the president, or if the holders of at least 50% of the voting power sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The 30th day before delivery of the demand for a special meeting is the record date for determining whether the five percent requirement of this section has been met. If notice for a special meeting demanded under this section is not given pursuant to these by-laws within 30 days after the date the written demand is delivered to a corporate officer, regardless of any other requirements of Article III Section 3 of these by-laws, a person signing the demand may set the time and place of the meeting and give notice pursuant to Article III Section 4.

SECTION 3. Place of Meeting. The board of directors shall designate any place in the State of Mississippi for any annual meeting or for any special meeting of members. If a special meeting is called, it shall be held within the State of Mississippi. Unless the notice of the meeting states otherwise, members' meetings shall be held at the corporation's principal office.

SECTION 4. Notice of Meeting. The corporation shall notify members of the place, date, and time of each annual meeting and any special meeting not fewer than 10 nor more than 60 days before the meeting date. The corporation shall give notice only to members entitled to vote at the meeting. Notice of an annual meeting must include a description of the matter or matters which must be approved by the members. Notice of a special meeting must include a description of the matter or matters for which the meeting is called. Only those matters that are within the purpose or purposes described in the notice may be conducted at a special meeting. If an annual or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. However, if a new date for the adjourned meeting is or must be fixed under Article III Section 5 of these by-laws, notice of the adjourned meeting must be given under this section to the members of record as of the new record date.

SECTION 5. Closing of Transfer Books or Fixing of Record Date. The board of directors may fix a date as the record date for determining the members entitled to notice of a members' meeting, to vote at a members' meeting, or to exercise any rights in respect of any other lawful action. A record date may not be more than 30 days before the meeting or action requiring a determination of members occurs. If

no such record date is fixed by the board, said record date shall by default be 30 days before the meeting or action requiring a determination of members occurs.

SECTION 6. Voting Lists. After a record date for a notice of a meeting is fixed, the corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address of each member entitled to vote at the meeting. The list of members must be available for inspection and copying by any member or his proxy at a reasonable time and at the member's expense.

SECTION 7. Quorum. 10% of the votes entitled to be cast must be represented at a meeting of members to constitute a quorum. Unless one-third or more of the voting power is present, the only matters that shall be voted upon at an annual meeting of members are those matters described in the meeting notice.

SECTION 8. Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form which shall become effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for the time period stated therein, however no proxy shall be valid for more than three years from its date of execution. An appointment of a proxy is revocable by (1) the member appointing the proxy attending any meeting and voting in person, or (2) by the member signing and delivering to the secretary or other officer or agent authorized to tabulate votes a writing stating that the appointment of the proxy is revoked, or (3) by executing a subsequent proxy appointment form.

SECTION 9. Voting of Members. If a quorum is present, the majority vote of the votes represented and voting is the act of the members.

SECTION 10. Informal Action by Members. (a) Action required or permitted to be approved by the members may be approved without a meeting of members if (1) the action is described and approved by members, with evidence acceptable to the corporation of the signatory's authority to consent, (2) is signed by those members representing at least 51 percent of the voting power, and (3) is delivered to the corporation for inclusion in the minutes or filing with the corporate records. The record date for determining members entitled to take action without a meeting is the date the first member signed such consent. Written notice of member approval pursuant to this section shall be given to all members who have not signed the written consent.

(b) Except as provided otherwise, any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action, and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. All solicitations for votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of directors, and (3) specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

SECTION 11. Corporation's Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation shall accept it and give it

effect as the act of the member. The corporation is entitled to reject a vote, consent, waiver, or proxy appointment if an officer or agent authorized to tabulate votes has reasonable basis for doubt about the validity of the signature or the signatory's authority to sign for the member.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors. Also members elected as directors should strive to be known to the members of the association by attending drills and social occasions at least quarterly.

SECTION 2. Number, Election, Tenure, and Qualifications. (a) There shall be seven members of the board of directors. Five of the seven directors shall be elected by the members at each annual meeting. The other two directors, being the Quartermaster and IT director, shall be non-voting members of the board and shall be appointed by the directors to serve at their pleasure.

(b) Upon implementation of these by-laws, the terms of the initial directors shall expire after the third annual members' meeting at which directors are elected. There will be five voting directors elected for a three year terms by members. The five voting members of the board of directors shall be composed of one director from each of the three brigades, and two directors at large, who may be either active members of MSSG, or retired or inactive with at least 10 years' service in MSSG. In order to stagger the elections, the directors' first terms will be as follows: (1) the directors representing the first brigade and the second brigade shall be elected for a one year term, (2) one of the at large directors and the director representing the third brigade shall be elected for a two year term, and (3) one of the at large directors shall be elected for a three year term.

(c) The at large board members shall be voted on by the entirety of the membership entitled to vote at the time of the election. The board member from each brigade shall be chosen by each brigade by vote of the brigade members entitled to vote at the time of the election.

(d) After initial elections, the term of each director shall be three years. The term of a director filling a vacancy shall expire at the next election of directors. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualifies. At the implementation of these by-laws all current terms of directors will remain in effect until a complete election can be held, at such time the duly elected directors will assume their duties.

SECTION 3. Resignation of Directors; Removal of Directors by Members. (a) A director may resign at any time by delivering written notice to any other director. Such resignation is effective when delivered unless the notice specifies a later effective date. The directors shall fill such vacancy, and may fill the pending vacancy before the effective date if the directors provide that the successor does not take office until the effective date. Any appointed successor must fulfill the same qualifications as the resigning director.

(b) The members may remove one or more directors with or without cause, but only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors by those members eligible to vote for the director. A director may be removed by the members only at a meeting called for that specific purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

(c) The board of directors may remove a director if a majority of the directors then in office vote for the removal.

SECTION 4. Regular Meeting. A regular meeting of the board of directors shall be held without other

notice at the same place and time as the annual meeting of members.

SECTION 5. Special Meetings. Special meetings of the board of director may be called by or at the request of the president or any two directors. Special meetings must be preceded by at least two days' notice of the date, time, place of the meeting, and the purpose of the special meeting. Due to the notice only being two days, said notice shall be provided in person, or by telephone, facsimile, e-mail, or other form of wire or wireless communication.

SECTION 6. Place of Meetings. The board of directors may hold regular or special meetings anywhere inside the State of Mississippi.

SECTION 7. Quorum. A quorum of the board of directors consists of a majority of voting members of the board immediately before the meeting begins. If less than such number necessary for a quorum is present at a meeting, the directors present shall adjourn the meeting without further notice.

SECTION 8. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. Should there be a tie vote, the usually non-voting Quartermaster shall have a vote to break the tie, and this is the only instance in which the Quartermaster has a vote on the board.

SECTION 9. Action Without a Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if all directors are notified in the manner set forth in these by-laws, and the action is taken by a quorum of the directors evidenced by written consent of the quorum describing the action taken and signed by each director constituting the quorum. This consent shall be included in the minutes. Action taken under this section is effective when the last director constituting the quorum signs the consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document.

SECTION 10. Compensation. The board of directors shall not receive any compensation.

SECTION 11. Executive and other Committees. The board of directors may create one or more other committees, and appoint directors and members at large to serve on them. Each committee shall have two or more members who serve at the pleasure of the directors. The creation of a committee and appointments to it must be approved by a majority of all directors in office when the action is taken. However, a committee shall not (1) authorize distributions, (2) approve or recommend to members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets, (3) elect, appoint, or remove directors, or fill vacancies on the board or on any of its committees, or (4) adopt, amend, or repeal the articles of incorporation or by-laws. Provisions of these by-laws governing meetings, action without meetings, notice and waiver of notice, quorum, and voting requirements of the directors, apply to committees.

SECTION 12. Participation by Telephonic or Other Means. The board of directors shall permit the directors to attend a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors from themselves by majority vote. Such other officers, assistant officers, and agents as may be deemed necessary may be elected or appointed by the directors.

SECTION 2. Election and Term of Officers. The officers shall be elected annually by the board of directors at the regular meeting of the directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as conveniently may be. Each officer shall continue to serve until his successor is elected and qualifies, or until his death, resignation, or removal.

SECTION 3. Resignation or Removal of Officers and Agents. An officer may resign at any time by delivering notice to any other officer. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The board of directors may remove any officer at any time, with or without cause, upon majority vote.

SECTION 4. Vacancies. A vacancy in any office may be filled by the board of directors from themselves by majority vote, with the officer so elected serving the unexpired portion of the term. If a resignation is made effective at a later date and the corporation accepts the future effective date, the directors may fill the pending vacancy before the effective date if the directors provide that the successor does not take office until the effective date.

SECTION 5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall have general supervision and control of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the directors.

SECTION 6. Vice President. In the absence of the president, or in the event of his death, inability, or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him by the president or the board of directors.

SECTION 7. Secretary. The secretary shall (1) prepare and keep the minutes of the directors' and members' meetings in one or more books provided for that purpose, (2) see that all notices are duly given in accordance with the provisions of these by-laws, (3) be custodian of the corporate records and seal, and see that any such seal is affixed to all documents executed on behalf of the corporation, (4) authenticate records of the corporation, (5) keep a register of the post office address of each member, which shall be furnished to the secretary by such member, (6) sign, with the president, certificates of membership in the corporation, if the issuance of certificates has been authorized by resolutions of the board of directors, and (7) in general perform all duties incident to the office of secretary.

SECTION 8. Treasurer. The treasurer shall (1) have charge and custody of, and be responsible for, all funds and securities of the corporation, (2) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected, (3) shall produce quarterly financial statements in lieu of yearly audit for the board, CG, and State CSM, and (4) in general perform all of the duties incident to the office of treasurer.

SECTION 9. Compensation. The officers shall not receive any compensation.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The board of directors may authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans of the Corporation; Loans to Officers and Directors. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors and approved by majority vote of all members. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation.

SECTION 3. Checks, Drafts Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers or agents of the corporation and in such manner as shall be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, companies, or other depositories as the board of directors select.

ARTICLE VII. NOTICE

Notice may be oral or written. Oral notice is effective when communicated. Notice may be communicated in person, by telephone, facsimile, e-mail, or other form of wire or wireless communication, or by mail or private carrier. Written notice is effective at the earliest of the following: (1) when received; or (2) five days after its deposit in the United States mail, if properly stamped and addressed to the member's address shown in the corporation's current list of members. Registered or certified mail is not required to provide notice.

ARTICLE VIII. WAIVER OF NOTICE; ASSENT TO ACTIONS

(a) A member or director may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, signed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or for filing with the corporate records.

(b) A director's attendance at, or participation in, a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(c) A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

(d) A director who is present at a meeting of the board of directors or a committee of the directors when corporate action is taken is deemed to have assented to the action taken unless (1) he objects at the beginning of the meeting or promptly upon his arrival to holding it or transacting business at the

meeting, (2) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

ARTICLE IX. AMENDMENTS

(a) An amendment to these by-laws, to be adopted, must be approved by the board if the amendment does not relate to (1) the number of directors, (2) the composition of the board, (3) the term of office of directors, or (4) the method in which directors are elected or selected. An amendment must receive two-thirds of the votes cast by the members or a majority of the voting power of the members, whichever is less.

(b) If the board or the members seek to have an amendment approved by the members at a membership meeting, the corporation shall give notice as set forth in Article III Section 4. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and contain or be accompanied by a copy or summary of the amendment.

(c) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

ARTICLE X. INDEMNIFICATION

SECTION 1. Right of Indemnity. The corporation shall not indemnify its officers and directors.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE XII. CORPORATE SEAL

The board of directors may provide a corporate seal which, if provided, shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words "Corporate Seal."

ARTICLE XIII. RESTATEMENT OF PURPOSE

SECTION 1. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

SECTION 2. This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article and Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 4. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the domicile of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 5. The corporation shall also have all rights and powers that are reasonably necessary to accomplish the stated purposes of the corporation.

ARTICLE XIV. MISCELLANEOUS

All Articles and Sections of these by-laws are subject to the articles of incorporation, the constitution of the corporation, and any applicable state or federal law. These by-laws are to be read as a whole, and certain Articles and/or Sections may be subject to exceptions found elsewhere in the by-laws.

The foregoing by-laws of State Defense Forces Association of Mississippi containing Articles I through XVI, are hereby certified to be a true copy of the By-Laws adopted by the Directors of State Defense Forces Association of Mississippi effective as of the day of , 2018.