

**384th BOMB GROUP, INC**  
**BYLAWS**  
**AMENDED 2023**

**PREFACE**

**ORGANIZATION**

Section 1 Name: The name of this corporation shall be "384th Bomb Group, Inc." It shall also be known publicly as "384th Bomb Group Association"; internally it will commonly be referred to as the "Group."

Section 2 Business Type: 384th Bomb Group, Inc., shall be incorporated as a non-profit educational and charitable organization in the State of Ohio, or such other State as determined by the Board of Directors from time-to-time.

Section 3 Location: The principal office of 384th Bomb Group, Inc., shall be located within the State of incorporation.

**ARTICLE 1**

**PURPOSES**

Section 1 This Corporation is formed: to bring together Veterans of World War II who were members of the ~~United States Eighth Air Force~~, 384<sup>th</sup> Bombardment Group (H), 41<sup>st</sup> Combat Wing, 1<sup>st</sup> Air Division, 8<sup>th</sup> Air Force, European Theater of Operations, stationed in England; to preserve incidents and memories of our association in World War II; to preserve and strengthen a spirit of comradeship among its Members; to perpetuate the memory of our dead; to permit social intercourse and fellowship amongst its Members; ~~and to maintain a meeting place for their use and entertainment~~ to foster preservation of the history, monuments, plaques, structures, and relevant original 384th BG artifacts and memorabilia; to preserve written, photographic and video information pertinent to the history of the Group; and to otherwise encourage preservation of the Group's wartime history and connections to its supporters, publicly and privately.

Section 2 Furthermore, as this Corporation is established as a Social Organization whose primary function shall be to establish good fellowship amongst its Members, this Corporation shall not engage in, nor support, nor donate money, or be a part of a political campaign, nor shall it support a person/persons seeking political office.

Section 3 The Membership Roster of this Corporation is for the sole purpose and use by this Corporation and shall not be used in any other manner. A duly elected or appointed Officer of this Corporation shall keep the Membership Roster confidential and shall not knowingly distribute it to any commercial, religious, or political organization, or political officer or member of a political organization.

Section 4 This Corporation will provide public access to the wartime records of the 384th Bomb Group (H) and will periodically update Members on Group news and activities.

Section 5 Upon termination or dissolution of the 384th Bomb Group, Inc., any assets and resources lawfully available for distribution shall be distributed to one or more qualifying organizations as described in Section 501(c)(3) of the U.S. Internal Revenue Code, which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the 384th Bomb Group, Inc.

## ARTICLE 2 MEMBERSHIP

Section 1 The persons who signed the Certificate of Incorporation and any person who is a Veteran of World War II and served with the 384th Bombardment Group (H), or who is a descendant of a serviceman of the 384th Bomb Group (H), or is a friend of the Group shall be eligible for Membership.

Section 2 Non-Residents. ~~Persons not residing in the United States, who qualify as such Veterans, may become Members of this Corporation. Persons not residing in the U.S., or who are not citizens of the U.S. shall be eligible for Membership.~~

Section 3 Membership. Persons eligible for Membership may become a Member by filling out a written application and submitting the application along with a payment of dues to the Secretary or the Treasurer of the Board of Directors.

Section 4 Honorary Membership: In recognition of exemplary service in the support of the legacy of the 384th Bomb Group and the 8th Air Force in WWII, a non-member may be awarded an Honorary Membership by vote of the Board of Directors.~~Affiliate/Next Generation Members. This category covers any person who was not a veteran who served in the 384<sup>th</sup> Bomb Group during WWII in England. To become a Member a person must submit a written application to the Secretary or the Treasurer of the Board of Directors along with a payment of dues. Affiliate/Next Generation Members shall be entitled to all the privileges of a regular Member. They may sit on the Board of Directors, and they may vote.~~

- Section 5 Resignations. Any Member may resign from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary of the Board of Directors. Resignations do not need the approval of the Board of Directors and are considered accepted when given. This need not occur at a meeting of the Board of Directors. Once submitted, the resignation may not be withdrawn by the individual without permission by the Board of Directors.
- Section 6 Suspension. A Member may be suspended for a period or expelled for cause, such as a violation of any of the Bylaws or Rules of the Corporation or conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds (2/3) vote of the Membership of the Board of Directors, provided that a statement of the charges is mailed to his last recorded address at least fifteen (15) days before final action is taken thereof; this statement shall be accompanied by a notice of time and place where the Board of Directors is to take action in premises. The Member shall be given an opportunity to present a defense at the time and place of such notice. Should the Member fail to appear at the appointed time and place, his absence shall not have an adverse effect on the proceedings, and he may be suspended or expelled by the Board of Directors. A decision made by the Board of Directors in the absence of a party who had been given notice is not subject to appeal.

### **ARTICLE 3**

#### **DUES & DONATIONS**

- Section 1 The annual dues of twenty-five dollars (\$25.00) are payable in advance, or such higher amount as may be determined from time to time by the Board of Directors as is necessary to carry out the aims and purposes of the Corporation.
- Section 2 The annual dues of Members are payable on January first. The month for the annual payment of dues may be changed at the discretion of the Board of Directors.
- Section 3 Arrears. Members who fail to pay their dues within sixty (60) days from the time they become due shall be notified, and if payment is not made within the next succeeding sixty (60) days, they shall be dropped from the rolls and thereupon forfeit all rights and privileges of Membership. Members may, at any time after being dropped from the rolls, submit a new application and dues payment and be reinstated.
- Section 4 All Members of the Board of Directors shall be required to pay dues as are all Members ~~and Affiliate/Next Generation Members.~~

Section 5 The Corporation shall be authorized to accept gifts or donations of money, real or personal property from Members, honorary Members, and any other persons interested in the work and aims of the Corporation to aid it in carrying out its aims and purposes.

#### **ARTICLE 4 MEETINGS**

Section 1 Annual Meetings. There shall be an annual meeting of the Board of Directors each year on the date set forth by the Board of Directors for receiving the annual reports of Officers, Directors, and committees, and the transaction of business. Notice of meeting, signed by the President, or the Secretary, shall be mailed, e-mailed, or notified by telephone, except as herein or by statute otherwise provided, to the last recorded address, e-mail address, or telephone number of each Member-Director at least ten (10) days and not more than six (6) months before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section 2 Special Meetings. Special Meetings of the Corporation may be called by the Board of Directors at their discretion. A special meeting called by the Board of Directors is not restricted to a specific subject. A special meeting, other than that called by the Board of Directors, may be called upon the written request of twenty (20) Members of the Corporation, or a Reunion Officer of the Corporation. The Board of Directors shall then call a special meeting to consider a specific subject. Notice of this special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of the special meeting shall be transacted at this special meeting of the Members of the Corporation.

Section 3 Reunions/Gatherings. The Board of Directors shall, from time to time, schedule Reunion/Gatherings of the entire Membership. Notice and details of such Reunion/Gatherings shall be given so that the maximum time shall be granted to the Members to indicate their ability to attend. A Reunion/Gathering shall be designated as a special meeting called by the Board of Directors, but which is not subject to the "specific subject" limitation in the foregoing Section.

Section 4 Waivers. Notwithstanding the provisions of any foregoing sections, a meeting of the Officers or Members of the Corporation may be held at any time and place ~~within or without the State of New York,~~ and any action may be taken thereat, if notice and lapse of time is waived in writing by every Officer or Member having the right to vote at the meeting.

Section 5 Quorum. The presence in person or by proxy of a majority of the Officers or Members of the Corporation entitled to vote shall be necessary to constitute a Quorum for the transaction of business, except at special meetings for the election of Directors ~~as provided in Section 22 and 23 of the General Corporation Law~~ as herein or by statute otherwise provided, but a lesser number may adjourn to some future time not less than six (6) nor more than twenty (20) days later, and the Secretary or President, shall thereupon mail, email, or telephone, notice of the adjournment at least three(3) days before the adjourned meeting to each Officer or Member entitled to vote who was absent from the meeting adjourned. A quorum for a Board of Directors Meetings is covered under Article 5, Section 5.

Section 6 Voting. Each Member shall be entitled to only one (1) vote; all questions about the manner of deciding, which is not otherwise prescribed, shall be decided by a majority vote of the Members present or by proxy.

Section 7 Proxies. Every Member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the Member executing it. Unless the duration is specified, it shall be invalid after eleven (11) months from the date of execution.

Section 8 Order of Business. The order of business shall be as follows at all meetings of the Corporation, and the Board of Directors.

1. Calling of the Roll of Officers
2. Reading of the Minutes
3. Receiving Communications
4. Election of Officers and New Members
5. Reports of Meetings
6. Reports of Committees
7. Unfinished Business
8. New Business

Any questions as to priority shall be decided by the President without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Members present.

## **ARTICLE 5**

### **DIRECTORS**

Section 1 Number. The property, affairs, business, and concerns of the Corporation shall be vested in a Board of Directors, consisting of a minimum of six (6) Directors. The Members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2 Election of the Directors and Terms. At the first annual meeting held after the adoption of the original Bylaws there shall be an election for a minimum of six (6) Directors of the Corporation who shall be elected for indefinite term, or until successor Directors are elected.

Section 3 Duties of Directors.

1. The Board of Directors may hold meetings at such times and places as they think proper.
2. Suspend or expel Members by ballot.
3. Appoint committees on particular subjects from the Board, or from other Members of the Corporation.
4. Audit bills and disburse the funds of the Corporation.
5. Carry on correspondence and communicate with other Associations or Groups having similar interests.
6. Employ agents.
7. Print and circulate documents and publish articles.
8. Devise and carry into execution such measures as they deem proper and expedite to promote the objects of the Corporation and to protect the interests of the Members.
9. Determine the time, place, and details of Reunions.

Section 4 Meetings of the Board. Regular or annual meetings of the Board of Directors shall be at the discretion of the Board. Notice of the meeting, signed by the President and/or Secretary, shall be telephoned, emailed, or mailed to the last recorded addresses at least ten (10) days before the time appointed for the meeting. The President may, when he deems necessary, or at the request, in writing of three (3) Members of the Board, issue a call for a special meeting of the Board, and only five (5) days' notice shall be required for such a special meeting.

Section 5 Quorum. If there are less than ten (10) Members on the Board of Directors then a two-thirds (2/3) of the Members of the Board shall constitute a quorum for the transaction of business; however, if there are ten (10) or more Members of the Board of Directors then fifty-percent (50%) of the Members shall constitute a quorum for the transaction of business and shall always include the President, Vice President, Treasurer and Secretary. In the absence of the President, the Vice President will preside over the meeting. If a quorum is not present a lesser number may adjourn the meeting to a later date.

Section 6 Absence. If a Member of the Board of Directors absents himself unreasonably for three (3) consecutive meetings of the Board of Directors without sending a written communication to the President or the Secretary his reason for so doing, and if his excuse should not be accepted by the Members of the Board of Directors, his seat on the Board of Directors may be declared vacant, and the Board may proceed to fill the vacancy.

Section 7 Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, the unfilled position shall be filled if the number of Members becomes less than six (6). If so, the unfilled position shall be filled without undue delay by the majority vote of the remaining Members of the Board of Directors at a special meeting called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy.

Section 8 ~~Number~~Officers. The Officers of the Board of Directors shall not be restricted to a specific number, but shall always consist of the following offices:

- President
- Vice President
- Secretary
- Treasurer

These offices may be modified at the discretion of the Board of Directors. Officers shall be elected by vote of the Board. The President shall serve a term of two years, which may be extended by vote of the Board and consent of the individual.

Section 9 Removal of Directors. Any one of the Directors may be removed either with or without cause, at any time, by a majority vote of the Directors at any special meeting called for that purpose.

Section 10 Duties of the Officers. The duties and powers of the Officers of the Board of Directors of the Corporation shall be as follows:

President: The President shall preside at the meetings of the Corporation and the Board of Directors and shall be a member ex officio with the right to vote on all committees. The President shall perform such duties as are necessary to the Office of the President.

Vice President: The Vice President shall preside at meetings of the Corporation and the Board of Directors in the absence of the President and shall be a member ex officio with the rights to vote on all committees. The Vice President shall perform such duties as are necessary to the office of Vice President.

Secretary: In the absence of the President or the Vice President, the Secretary shall preside at the meetings of the Corporation and the Board of Directors and shall be a member ex officio with the rights to vote on all committees. It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and all committees and keep records of their doings; to conduct all correspondence and to carry to execution all orders, votes, and resolutions; to keep a list of Members and Officers of the Corporation; to notify Officers and Members of the Corporation of their election; to notify Members of their appointments to committees; to furnish the Chairman of each committee a copy of the vote under which the committee is appointed, and at his request give notice of the meetings of the committees. The Secretary shall perform such duties as are necessary to the office of the Secretary.

Treasurer: It is the duty of the Treasurer of the Board of Directors: to collect all fees, annual dues, and subscriptions; to prepare an annual report of the transactions and conditions of the Corporation, and generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation and the Treasurer shall be a member ex officio with the right to vote on all committees. The Treasurer shall keep an account of all money received and expended for the use of the Corporation and shall make disbursements. The Treasurer shall deposit all sums of money received to a Bank, or Banks, or Trust company approved by the Board of Directors, and make a Financial Report at the annual meeting or as called by the President. The funds, books, and vouchers in his hands shall be subject to inspection by the Board of Directors at their request. At the expiration of his term of office or his demise, he shall deliver over to his successor, or the President, all books, money, and other properties. In case of disability or absence of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The Treasurer and/or the President shall be the keeper of the Seal of the Corporation. The Treasurer shall perform such duties as are necessary to the office of the Treasurer.

Members: The Members of the Board of Directors may be assigned to work as an Assistant to one of the Officers. They shall perform this duty to the best of their ability.

Section 11 Bond of the Treasurer. The Treasurer shall be required by the Board of Directors to give the Corporation such security for the faithful discharge of his duties, as the Board of Directors may direct.

Section 12 Compensation of Officers and Directors. ~~The~~ Officers and Directors shall receive no salary or compensation of any kind. All Officers and Directors must pay their own dues and reunion/gathering fees. In the event a complimentary room is offered by a hotel during a reunion/gathering it will be the decision of the Board of Directors as to how that complimentary room is allotted. In the event the Board wishes to subsidize an individual at a reunion/gathering, this subject will come before the Board for a vote.

Section 13 Qualifications. Directors shall be Members of the Corporation in good standing, and U.S citizens.

Section 14 Appointment of Directors. Directors are appointed to office by the Board. The Board of Directors shall authorize the appointment of a Director by a majority vote.



## **ARTICLE 6**

### **SEAL**

Section 1 The Seal: The Corporation shall have a Seal of such design as may have been adopted by the Incorporators or by the Board of Directors.

## **ARTICLE 7**

### **AMENDMENTS**

Section 1 These bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation or Board of Directors.

**ANNEX**  
**PROPOSED AMENDMENTS**

Note: Amendments are to be listed here, and incorporated into the Bylaws text as indicated, with change tracking enabled. This will foster evaluation, action, and incorporation.

**AMENDMENTS PROPOSED 30 JULY 2023**

**AMENDMENT 1: Definitize Organization Identity and Form.**

The content of this section was mostly implicit within the previous version, but a few new items of this nature were added, primarily to prepare for 501(c)(3) status, and all collected together in one “article.” This new element was placed as a preface so as not to disrupt the review process. Following review and incorporation of ratified amendments, this preface may be re-identified as “Article 1” and the remaining articles renumbered, if all agree it is necessary/useful.

- Establish a new document organization element “PREFACE/ORGANIZATION” prior to, and at the same level as the subsequent Articles.
- New Preface, Section 1: Name. The name of this corporation shall be “384th Bomb Group, Inc.” It shall also be known publicly as “384th Bomb Group Association”; internally it will commonly be referred to as the “Group”.
- New Preface, Section 2: Business Identity. 384th Bomb Group, Inc. shall be incorporated as a non-profit educational and charitable organization in the State of Ohio, or such other State as determined by the Board of Directors from time-to-time.
- New Preface, Section 3: Location. The principal office of 384th Bomb Group, Inc., shall be located within the State of incorporation.

Amendment 1 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 2: Minor Corrections.** Remove redundant text.

- Article 1 Section 1: delete the phrase “United States Eighth Air Force,” in its entirety. This is redundant and out of sequence.

Amendment 2 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 3: Identify “Purposes” this Organization will Pursue.** Updates to reflect the current and future nature of the Corporation purposes.

- Article 1 Section 1: delete the phrase “and to maintain a meeting place for their use and entertainment” in its entirety. This implies a permanent facility, which will not be done.
- Article 1 Section 1: append the following after above deletion: “to foster preservation of the history, monuments, plaques, structures, and relevant original 384th BG artifacts and memorabilia; to preserve written, photographic and video information pertinent to the history of the Group; and to otherwise encourage the preservation of the Group’s wartime history and connections to its supporters, publicly and privately”
- Article 1, Section 4 (new), add “This Corporation will provide public access to the wartime records of the 384th Bomb Group (H) and will periodically update Members on Group news and activities.”

Amendment 3 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 4: Dissolution.** Insert statement regarding distribution of assets upon dissolution of the Corporation, which is required for 501(c)(3) compliance.

- New Article 1, section 5, insert “Upon termination or dissolution of the 384th Bomb Group, Inc., any assets and resources lawfully available for distribution shall be distributed to one or more qualifying organizations as described in Section 501(c)(3) of the U.S. Internal Revenue Code, which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the 384th Bomb Group, Inc.”

Amendment 4 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 5: Revise Criteria for Membership.** Updates to reflect the current and future nature of the Corporation membership: fewer Veterans, and only one membership class.

- Article 2, Section 1, insert “, or who is a descendant of a serviceman of the 384th Bomb Group, or is a friend of the Group” after “(H)”.
- Article 2, Section 2, replace entire section with “Non-Residents: Persons not residing in the U.S., or who are not citizens of the U.S. shall be eligible for membership.”
- Article 2, Section 4, replace entire section with “Honorary Membership: In recognition of exemplary service in the support of the legacy of the 384th Bomb Group and the 8th Air Force in WWII, a non-member may be awarded an Honorary Membership by vote of the Board of Directors.”
- Article 3, section 4, delete the phrase “and Affiliate/NextGeneration Members”.

Amendment 5 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 6: Remove Ambiguity.** Clarify intended meaning in Article 4.

- Article 4, section 1, Replace “Member” in second sentence with “Director”.
- Article 4, Section 2, Replace "A special meeting by" in the second sentence with "A special meeting called by".

Amendment 6 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 7: Clarify Reunion Meetings.** Correct erroneous implied limitation.

- Article 4, section 3, Append to existing text ‘, but which is not subject to the “specific subject” limitation in the foregoing Section’

Amendment 7 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 8: Removal of References to State of Incorporation and Corresponding State Laws.** Remove information no longer applicable.

- Article 4, Section 4, delete the phrase “within or without the State of New York” in its entirety.
- Article 4, Section 5, delete the phrase “as provided in Section 22 and 23 of the General Corporation Law” in its entirety and insert “as herein or by statute otherwise provided” in its place (reuses language from Article 4 Section 1).

Amendment 8 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 9: Number.** Correct section title.

- Article 5, Section 8: Revise section title to correspond to content: Change title “Number” to “Officers”.

Amendment 9 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 10 (revised): President’s Term of Service.** Intends to define the term of service and reduce the perception that being elected President is a lifelong commitment.

- Article 5, Section 8: Append the following: “Officers shall be elected by vote of the Board. The President shall serve a term of two years, which may be extended by vote of the Board and consent of the individual.”

Amendment 10 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 11: Compensation.** Intends to ensure the restriction applies to all members of the BoD.

- Article 5, Section 12: Revise to apply compensation restriction to Directors also. Edit first sentences as follows:

“Compensation of Officers and Directors. ~~The Officers and Directors~~ shall receive no salary or compensation of any kind. All Officers and Directors must pay their own dues and reunion/gathering fees” (N.B. Underlined words are inserted, struckthru words are deleted; these text decorations will not appear in the modified document.)

Amendment 11 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 12: Specify Qualifications for Directors.** Intends to establish requirements for Director.

- New Article 5 Section 13: “Qualifications. Directors shall be Members of the Corporation in good standing, and U.S citizens.”

Amendment 12 ratified/rejected on \_\_\_\_\_ (date)

**AMENDMENT 13: Specify Process for Appointment of Directors.** This is stated nowhere else in the Bylaws.

- New Article 5 Section 14: “Appointment of Directors. Directors are appointed to office by the Board. The Board of Directors shall authorize the appointment of a Director by a majority vote.”

Amendment 13 ratified/rejected on \_\_\_\_\_ (date)