

**AMENDMENT FIVE**  
**BYLAWS**  
**OF**  
**LUKE CHAPTER MOAA COMMUNITY FUND, INC.**

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ARTICLE I.

NAME, OFFICES AND PURPOSES

Section 1.1 Name. The name of the Corporation is: “Luke Chapter MOAA Community Fund, Inc.,” an Arizona non-profit Corporation organized under Title 10, Chapter 24 through 42, of the Arizona Revised Statutes (hereinafter referenced as “the Corporation”). The former names of the Corporation were “Luke Chapter Scholarship and Veterans Support Fund, Inc.,” and prior to that, “Luke Chapter, MOAA, Scholarship Fund, Inc.”

Section 1.2 Business Office. The principal office of the Corporation shall be as stated in the Articles of Incorporation. The Board of Directors may at any time and from time to time change the location of its principal office.

Section 1.3 Registered Agent. The Corporation shall have a registered agent, whose name and address shall be designated by the Member, in accordance with the requirements of Arizona law.

Section 1.4 Purposes: The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as a “public charity.” The Corporation shall be operated and managed as a subsidiary of its parent organization, which is the sole member, as set forth in Article II below. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but are not limited to the following:

(a) To receive, manage, administer and disburse funds to provide scholarship grants to or for the benefit of (i) high-school seniors enrolled in the JROTC program; (ii) the children, grandchildren and siblings of veterans and active duty and reserve service members of all uniformed services and of all ranks; and (iii) continuing college students receiving awards under either (i) or (ii).

(b) To receive, manage, administer and disburse funds for assistance to United States of America uniformed and military organizations, active duty and reserve military and uniformed service members, and former and retired uniformed and military veterans and their families, who are in financial distress and in need; and

(c) To receive, manage, administer and disburse funds for support and assistance to ROTC and JROTC educational programs and students enrolled in those programs.

## ARTICLE II.

### MEMBERS

Section 2.1 Sole Member of the Corporation. The LUKE CHAPTER, MILITARY OFFICERS ASSOCIATION OF AMERICA (“LUKE CHAPTER”), an Arizona non-profit corporation and IRS Section 501(c)(19) veterans organization, shall be the sole member of the Corporation. The Member shall have the sole power to elect and remove the directors of the Corporation. The Corporation shall have no capital stock. The Corporation shall be organized and operated as a nonstock, non-profit corporation in accordance with the requirements of Arizona law and in accordance with all requirements under Section 501(c)(3) of the IRS Code as a ‘public charity’ and provisions of the Articles of Incorporation..

Section 2.2 Dues. There shall be no dues assessed for membership in the Corporation.

Section 2.3 Annual Meeting of Sole Member. An annual meeting of LUKE CHAPTER, as the sole member, acting through its own Board of Directors, shall be held during the month of May at the time and place as it shall determine, for the purpose of electing and appointing directors of the Corporation and for the transaction of such other business as may come

before the meeting. The President shall provide a report on affairs of the Corporation, including a financial report. Failure to hold an annual meeting as required by these Bylaws shall not for that reason cause dissolution of the Corporation or invalidate any action taken by the Board of Directors or officers of the Corporation.

Section 2.3.1 Right to Vote. LUKE CHAPTER, as the sole member, acting through its own Board of Directors, shall have the right to vote at the annual meeting or any other regular or special meeting of its Board of Directors on matters affecting the Corporation, including, but not limited to, the election, appointment and removal of directors of the Corporation.

Section 2.3.1 Removal of Directors. LUKE CHAPTER, as the sole member, shall be permitted at any special or regular meeting of its Board of Directors, to remove any director of the Corporation with or without cause, effective immediately, and at the same or another meeting, by majority vote, to elect his or her successor to complete the unexpired term. There is no requirement that any director of the Corporation to be removed be given an opportunity to be heard or represented at such meeting.

Section 2.3.3 Term, Resignation, Election of Substitute Sole Member. LUKE CHAPTER shall continue to serve as the sole member of the Corporation until the Corporation's dissolution at which time the Board shall appoint another tax-exempt organization whose purposes are closely allied to those of the Corporation.

Section 2.4 Special Meetings. A special meeting of the sole member for any purpose or purposes may be called by the President and shall be called by the President upon the written request of such sole member. The President may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 2.5 Notice of Meeting. Written notice of each meeting of the member stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than five (5) days nor more than twenty days before the date of the meeting, either personally, by mail or private carrier, or by facsimile, electronic transmission (email) or any other form of wire or wireless communication, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to the sole member.

Section 2.5.1 Virtual Member Meeting. Under circumstances deemed appropriate by the Member, any special or annual meeting of the Member may be held in 'virtual' fashion rather than in person. Voting may be held through internet/email coordination upon any matter on the agenda and for the election and appointment of the Board of Directors of the Corporation for the following fiscal year. The method and technology used for communication with members shall be in the Board's discretion.

Section 2.6 Quorum and Action of the Member. Except as otherwise required by the Articles of Corporation, a majority of the voting directors of the Board of Directors entitled

to vote on a matter shall constitute a quorum with respect to such matter. A majority of the votes cast by directors at the meeting shall carry any action or resolution. In an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board of Directors of the Corporation. When only one director is being voted upon, the affirmative vote of a majority of the members represented at a meeting at which a quorum is present shall be required for election to the Board of Directors of the Corporation.

### ARTICLE III.

#### BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Articles of Incorporation or these Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by its Board of Directors. The Board, at its first meeting following the Annual Meeting of the Member, shall elect a Chair person (the “Chair”), who will hold office for the following twelve month period. The Chair shall manage the agenda, voting and proceedings of meetings of the Board of Directors.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. A director is not required to be a legal resident of the state of Arizona, and is not required to be a member of Luke Chapter MOAA.

(b) Number. The number of directors of the Corporation shall consist of an odd number of directors ranging from a minimum of seven to a maximum of fifteen, as determined by the sole member or by the Board of Directors from time to time.

(c) Election and Tenure.

(i) Directors shall be elected and appointed by the sole member, LUKE CHAPTER, at each annual meeting of the member for a term of two years, commencing on the date of their appointment in that year and continuing in office as provided in Section 3.2(c)(iii) below.

(ii) Directors shall serve at the pleasure of the sole member and shall be subject to removal by the sole member in its sole discretion at any time with or without cause during his or her term by unanimous written consent or at an regular, special or annual meeting of the sole member. A removed director’s successor may be elected at the same meeting to serve the unexpired term. The sole member is not required to provide advance notice to the director subject to removal nor is such director entitled to appear before the meeting of the sole member.

(iii) Directors who currently serve as directors of LUKE CHAPTER, shall serve as directors of the Corporation until the expiration of their term as a director of LUKE CHAPTER, or until his or her earlier death, resignation, retirement, disqualification or removal All other directors of the Corporation (“other directors”) shall serve for a term of two (2) years or until his or her successor

has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal. Other directors of the Corporation may be re-elected to serve one or more additional terms following expiration of their current term as a director of the Corporation. A majority of the appointed directors of the Board of Directors of the Corporation shall not at the same time also be directors of the Board of Directors of the sole member, LUKE CHAPTER.

(d) Appointed Directors. In addition to directors elected and appointed by the member, up to six director(s) may be appointed by the President at any time (the “Appointed Director(s)”), with the affirmative vote of a majority of the other directors then in office, to fill a vacant position or to fill a specific need, subject to the limitation of a total of fifteen directors as provided in paragraph 3.2(b) above. Each director so appointed shall hold office until the end of the current fiscal year of the Corporation, or until such director’s earlier death, resignation or removal.

(e) Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office. Any vacancy of an elected director may be filled by appointment by the sole member or by the affirmative vote of a majority of the remaining directors even though less than a quorum.

Section 3.3 Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the member, or as soon as practicable thereafter at the time and place determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board called by them.

Section 3.5 Notice of Meetings.

(a) Requirements. Notice of each special meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each director at such director’s business or residential address at least five days prior thereto by the mailing of written notice by first class mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission (email) or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice of the next regular meeting of the Board of Directors shall not be required, but shall normally be announced at the previous Board meeting.

(b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not properly called.

Section 3.6 Quorum and Voting; No Proxies. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or these Bylaws. No proxies may be used for any purpose, including but not limited to establishing a quorum or in voting on any resolution.

Section 3.7 No Compensation. The directors of the Corporation shall serve as volunteers without compensation for their duties in that office; however, the reasonable expenses of directors may be paid or reimbursed by the Corporation when approved in accordance with corporate policies.

Section 3.8 Meetings by Telephone and Email by Unanimous Consent. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may 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. In addition, any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors, or if consent is evidenced by email responses to the proposed action. The Secretary shall record the action taken or resolution by consent in the minute book.

Section 3.9 Committees. (a) The Board of Directors at any time and from time to time may establish one or more committees of members, and appoint a chairperson of the committee, for any appropriate purposes and may dissolve any such committee.

(b) Executive Committee. The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 4.1 who are also directors of the Corporation. The Executive Committee shall have all of the power and authority of the Board of Directors between meetings of the Board.

(c) Standing Committees. The standing committees of the Corporation shall consist of (i) a Scholarship Committee, (ii) a Veterans Support Committee, and (iii) a Fund-Raising Committee. The Board of Directors shall from time-to-time adopt rules, policies and procedures to govern the scholarship, veterans and JROTC/ROTC support and fund-raising activities of the Corporation.

(d) Nominating Committee. The Nominating Committee of the Board of Directors shall consist of at least three persons appointed by the Executive Committee in January of each year. Persons appointed should be qualified by knowledge of the business practices, members and their abilities and interests, and the mission objectives of the Corporation. A Chairperson shall be appointed, who will give general notice in January to the members of director positions on the Board and of the officers that are expected to become vacant for the coming fiscal year. A brief resume with a statement of qualifications may be requested from applicants. Multiple applications for any open director and officer position will be encouraged. The Chairperson of the Nominating Committee will present the recommendations for office to the Board of Directors at the March meeting of the Board. The Board of Directors after discussion shall determine a final list of candidates for the open positions, potentially including multiple candidates for any position. The list of director candidates shall be presented to the sole member at the Annual Meeting of the member in April, for the election and appointment of directors to the Board. The Board, in turn shall elect the officers for the coming annual term as provided in Article IV of these Bylaws.

(e) Finance Committee. The Finance Committee is responsible for drafting and reviewing financial policies, overseeing budget and financial planning, reviewing financial statements, selecting the auditor and reviewing the report, ensuring compliance with government and HOA reporting, and directing investments.

(f) Strategic Planning Committee. The Strategic Planning Committee, at the direction of the president and Board of Directors, recommends mission appropriate long-term goals and intermediate organizational strategies for implantation by the Board of Directors.

(g) Audit Committee. An audit committee shall conduct a financial review (not a formal audit) of the Treasurer's records. The Audit committee shall consist of at least two Board Directors who are not allowed to sign checks or transfer funds, and who shall be appointed by the President and approved by the Board. If needed and authorized by the Board, the audit committee may engage the services of an outside accountant to support the financial review. The financial review shall be conducted no later than October 15 of each year, or within 30 days after the change of Treasurers, except when a new Treasurer is installed as a new officer in May. The past Treasurer shall close the books on June 30 and the new Treasurer shall reopen the books on 1 July of that year. In the discretion of the Board and upon motion made and carried, a formal audit by outside account personnel may be authorized at any time.

## ARTICLE IV.

### OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the Corporation shall be a President, one or more Vice-presidents, a Secretary and a Treasurer. The Board of Directors may also elect, appoint, designate or authorize such other officers, assistant officers and agents, including assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. Officers need not be directors of the Corporation, and are not required to be members of Luke Chapter MOAA.

Section 4.2 Election and Term of Office. The Board of Directors, or an officer or committee to which such authority has been delegated by the Board of Directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the Board of Directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Accordingly, the term of office for such officers shall be for one year, commencing on July 1 of that year, and ending on June 30 of the next year (the Corporation's fiscal year).

Section 4.3 No Compensation. The officers of the Corporation shall serve as volunteers without compensation for their duties in that office; however, the reasonable expenses of officers may be paid or reimbursed by the Corporation when approved in accordance with corporate policies.

Section 4.4 Removal. Any officer or agent may be removed by the sole member or by the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors, the Executive Committee, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. The officers designated in paragraphs (a) through (e) below shall constitute the Executive Committee of the Corporation, and shall be authorized to conduct the business of the Corporation between meetings of the Board of Directors, with the powers and authority held by such Board, except with respect to extraordinary transactions not within the ordinary course of business that may only be conducted or approved only by the members or the full Board of Directors.

(a) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members and of the Board of Directors and the Executive Committee; (iii) see that all resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of President and as from time to time may be assigned to such office by the Board of Directors.

(b) Vice-Presidents. The Vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The first Vice-president shall, at the request of the President, or in the



President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the members, the Board of Directors and any committees of the members or the board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the records of the Corporation; (iv) keep at the Corporation's principal place of business a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(d) Treasurer. The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of the Corporation; (ii) present financial reports to the Board of Directors as the board may request from time to time; (iii) serve as the chief financial officer; (iv) monitor compliance with all requirements imposed on the Corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

(e) Program Directors. Program and functional Directors (as officers of the Corporation) shall develop programs in their specific areas, to make arrangements for rooms, materials and assist with promotion of programs, as authorized and directed by the Board of Directors and Executive Committee.

Section 4.7 No Partners and Non-liability. Nothing herein shall constitute the officers and directors as partners for any purpose. No officer or agent of the Corporation shall be liable for the acts or the failure to act on the part of any other officer, or agent. No officer or director shall be liable for the acts or failure to act under these bylaws, excepting only acts or failure to act arising out of willful malfeasance.

Section 4.8 Flag Display. The American Flag and Luke Chapter Flag shall be displayed and honored at all meetings of the Corporation and of the Board of Directors.

## ARTICLE V.

### FIDUCIARY MATTERS

Section 5.1 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and

each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance on Information, Reports, etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Limitation on Expense Claims for Designated Meetings. Officers and directors of the Corporation who desire to attend meetings of the Arizona Council of Chapters or of the national Military Officers Association of America shall be required to submit a request for reimbursement for expenses to attend such a meeting for approval by the Board of Directors, which the Board may approve, modify or disapprove.

(e) No Lobbying or Political Activities. The directors and officers of the Corporation are not authorized to nor shall they engage in lobbying for legislation or in partisan political activity, or adopt resolutions or to establish positions on candidates for public office, community or public issues and similar topics in the name of the Corporation.

(f) Corporation Debts. Debts of the Corporation shall be satisfied prior to any dissolution of the Corporation. See Article II of the Articles of Incorporation of the Corporation for further provisions in the event of dissolution of the Corporation. Dissolution of the Corporation requires approval by the Board of Directors of the Corporation and by the sole member.

## Section 5.2 Conflicts of Interest

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, directors and officers of the Corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and

descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the Corporation” includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

(b) Disclosure. If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The Corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the Corporation.

## ARTICLE VI.

### RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by

the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any committee of the Board of Directors.

Section 6.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 6.3 Membership List. The Corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order.

Section 6.4 Records In Written Form. The Corporation shall maintain its records in written form, electronic form, or in another form capable of conversion into written form within a reasonable time.

Section 6.5 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (d) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past seven years;
- (e) Significant written communications within the past seven years to the members that documents governance matters of the Corporation;
- (f) A list of the names and business or home addresses of the current directors and officers;
- (g) All financial statements prepared for periods ending during the last seven years that a member of the Corporation could have requested under section 6.6;
- (h) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (i) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Section 6.6 Inspection of Records by Members. A member shall be entitled to inspect and copy at the member's expense, during regular business hours at the Corporation's principal office, any of the records of the Corporation described in Section 6.5, provided that the member gives the Corporation written demand at least two business days before the date on which the member wishes to inspect and copy such records.

## ARTICLE VII.

### AMENDMENT OF BYLAWS

#### Section 7.1 Amendment of Bylaws by the Board of Directors.

Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the Board of Directors may amend the Bylaws at any time by majority vote to add, change, or delete a provision, unless:

(a) The Articles of Incorporation reserve such power exclusively to the sole member in whole or part; or

(b) A particular provision of these Bylaws expressly prohibits the Board of Directors from doing so.

#### Section 7.2 Amendment of Bylaws by the sole Member.

Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the sole member may amend the Bylaws even though the Bylaws may also be amended by the Board of Directors of the Corporation.

## ARTICLE VIII.

### WHISTLEBLOWER PROTECTIONS

Section 8.1 Officers, directors, members and employees (if any) are encouraged to raise good faith concerns regarding any suspected violations of law on the part of the Corporation, to cooperate in an inquiry or investigation by a court, agency, law enforcement, or other governmental body, or to identify potential violations of the Corporation's policies, Articles of Incorporation, or Bylaws.

Section 8.2 The Corporation will maintain a workplace where officers, directors, members and employees (if any) are free to raise good faith concerns regarding the business practices of the Corporation, specifically with regard to:

(a) reporting suspected violations of law on the part of the Corporation, including but not limited to federal or state laws and regulations;

(b) providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body; and

(c) identifying potential violations of the Corporation's bylaws and policies. If any officer, director, member or employee (if any) reasonably believes that some policy, practice or activity of the Corporation is in violation of law, a written complaint should be filed by that person with the President of the Corporation, Secretary, Compliance Director, or any director of the Board of Directors.

Section 8.3 The Corporation shall in good faith use reasonable diligence to adhere to all laws and regulations that apply to the organization. An officer, director, member or employee (if any) is protected from retaliation if that person brings the alleged unlawful activity, policy, or practice to the attention of the Corporation, and provides the Corporation with a reasonable opportunity to investigate and correct the unlawful activity. The protection described below is only available to officers, directors, members and employees (if any) that comply with this requirement.

Section 8.4 The Corporation shall not retaliate against an officer, director, member or employee (if any) who in good faith has made a protest or raised a complaint against some practice of the Corporation, or against any officer or director, or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Section 8.5 The Corporation shall not retaliate against an officer, director, member or employee (if any) who discloses or threatens to disclose to a supervisor or public body, any activity, policy, or practice of the Corporation that the person reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

## ARTICLE IX.

### MISCELLANEOUS PROVISIONS

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of the calendar year and end on June 30 of the succeeding calendar year. The fiscal year may be changed as determined by the Board of Directors.

Section 9.2 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance.

Section 9.3 Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes and with IRS Section 501(c)(3) applicable to public charities. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally

will be honored. However, the Corporation shall reserve all right, title and interest in and to, and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 9.4 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these Bylaws.

Section 9.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.7 Robert's Rules of Order. The guidelines contained in the current edition of ROBERT'S RULES OF ORDER shall, at the discretion of the chair of the Board of Directors and presiding officer in other meetings of officers, guide the conduct and resolve any disputes that may arise, to the extent they are not inconsistent with these Bylaws or with any special rules of order the Corporation may have adopted prior to a meeting.

## **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the Acting Secretary of LUKE CHAPTER MOAA COMMUNITY FUND, INC., an Arizona nonprofit Corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further

certifies that attached hereto is a complete and correct copy of the presently effective Amendment Three to the Bylaws of said Corporation, as amended and adopted by the Board of Directors at a regular board meeting on February 8, 2024.

Dated: This 8<sup>th</sup> day of February, 2024.

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LTC ED MCAVOY, USA (Ret)  
President

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MICHAEL KRAMER, Colonel, USAFR,  
Ret.  
(Acting) Secretary



