

2007

Open to Public Inspection

Form 990-EZ

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations, and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$100,000 and total assets less than \$250,000 at the end of the year may use this form.

The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury Internal Revenue Service

A For the 2007 calendar year, or tax year beginning January 1, 2007, 2007, and ending December 31, 2007

B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending. C Name of organization: 38th Officer Candidate Course / Basic Class 3-66, USMC Alumni Inc. D Employer identification number: 54 2099257. E Telephone number: (415) 962-4402. F Group Exemption Number.

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: [X] Cash [] Accrual Other (specify)

I Website: www.usmc-thebasicschool-1966.com

H Check [X] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Organization type (check only one) - [] 501(c) (19) (insert no.) [] 4947(a)(1) or [] 527

K Check [] if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$100,000 or more, file Form 990 instead of Form 990-EZ.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 55 of the instructions.)

Table with 3 columns: Description, Line Number, Amount. Rows include Revenue (1-9), Expenses (10-17), and Net Assets (18-21).

Part II Balance Sheets - If Total assets on line 25, column (B) are \$250,000 or more, file Form 990 instead of Form 990-EZ.

(See page 60 of the instructions.)

Table with 3 columns: Description, (A) Beginning of year, (B) End of year. Rows include Cash, savings, and investments; Land and buildings; Other assets; Total assets; Total liabilities; Net assets or fund balances.

Short Form

Return of Organization Exempt From Income Tax

OMB No. 1545-1150

2007

Open to Public Inspection

Form 990-EZ

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations, and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$100,000 and total assets less than \$250,000 at the end of the year may use this form.

The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury Internal Revenue Service

A For the 2007 calendar year, or tax year beginning , 2007, and ending , 20

B Check if applicable:

- Address change
Name change
Initial return
Termination
Amended return
Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
38th Officer Candidate Course / Basic Class 3-66, USMC Alumni Inc.
Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
c/o Stephen Snyder, Snyder, Miller & Orton LLP, 111 Sutter St. 1950
City or town, state or country, and ZIP + 4
San Francisco, CA 94104-4548

D Employer identification number
54 2099257
E Telephone number
(415) 962-4402
F Group Exemption Number

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: [X] Cash [] Accrual
Other (specify)

I Website: www.usmc-thebasicschool-1966.com

H Check [X] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Organization type (check only one) [] 501(c) (19) (insert no.) [] 4947(a)(1) or [] 527

K Check [X] if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$100,000 or more, file Form 990 instead of Form 990-EZ.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 55 of the instructions.)

Table with 21 rows and 2 columns. Rows include Revenue (1-9), Expenses (10-17), and Net Assets (18-21). Values range from 6,887.00 to 16,031.37.

Part II Balance Sheets—If Total assets on line 25, column (B) are \$250,000 or more, file Form 990 instead of Form 990-EZ.

(See page 60 of the instructions.)

Table with 5 rows and 4 columns. Rows include Cash, Land and buildings, Other assets, Total assets, Total liabilities, and Net assets or fund balances. Values range from 0 to 16,031.37.

Part III Statement of Program Service Accomplishments (See page 60 of the instructions.)		Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others.)	
What is the organization's primary exempt purpose? <u>See Attachment 1</u>			
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.			
28	Marine Corps Scholarship Foundation		
	(Grants \$ 1,000.00) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	1,000.00
29	Injured Marine Semper Fi Fund		
	(Grants \$ 2,000.00) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	2,000.00
30	October 2007 commemoration and dedication of memorial etchings at National Museum of the Marine Corps of fellow class members killed in action		
	(Grants \$ See Attachment 2) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	-0-
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	-0-
32	Total program service expenses. Add lines 28a through 31a	32	3,000.00

Part IV List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated. See page 61 of the instructions.)				
(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Please see Attachment 3		-0-	-0-	-0-

Part V Other Information (Note the statement requirement in General Instruction V.)		Yes	No
33	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change		✓
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6, and 7 (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
35a	a Did the organization have unrelated business gross income of \$1,000 or more or 6033(e) notice, reporting, and proxy tax requirements?		✓
35b	b If "Yes," has it filed a tax return on Form 990-T for this year? <i>N/A</i>		✓
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement.		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a		
37b	b Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		✓
38b	b If "Yes," attach the schedule specified in the line 38 instructions and enter the amount involved		
39	501(c)(7) organizations. Enter:		
39a	a Initiation fees and capital contributions included on line 9		
39b	b Gross receipts, included on line 9, for public use of club facilities		

Part V Other Information (Note the statement requirement in General Instruction V.) (Continued)

- 40a** 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
 section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____
- b** 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach an explanation . . .
- c** Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . ▶ _____
- d** Enter amount of tax on line 40c reimbursed by the organization . . . ▶ _____
- e** All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? . . .

	Yes	No
40b		
40c		
40d		
40e		✓

41 List the states with which a copy of this return is filed. ▶ Massachusetts

42a The books are in care of ▶ Stephen M. Snyder Telephone no. ▶ (415) 962-4402
 Located at ▶ 111 Sutter Street, Suite 1950, San Francisco, CA ZIP + 4 ▶ 94104-4548

- b** At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .
 If "Yes," enter the name of the foreign country: ▶ _____
 See the instructions for exceptions and filing requirements for **Form TD F 90-22.1**.
- c** At any time during the calendar year, did the organization maintain an office outside of the U.S.? . . .
 If "Yes," enter the name of the foreign country: ▶ _____

	Yes	No
42b		✓
42c		✓

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year . . . ▶ 43

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer: Stephen M. Snyder Date: February 19, 2008
 Type or print name and title: Stephen M. Snyder - Secretary, Clerk

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed
 Firm's name (or yours if self-employed), address, and ZIP + 4: _____ Preparer's SSN or PTIN (See Gen. Inst. X): _____
 EIN: _____ Phone no.: _____

ATTACHMENT 1

Form 990-EZ

Part III

Statement of Program Primary Exempt Purpose

The Corporation is organized under Chapter 180 of the Massachusetts General Laws for the following specific purposes:

(a) To carry on programs within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (hereinafter the "Internal Revenue Code") to perpetuate the memory of deceased members of the 38th Officer Candidate Course and Basic Class 3-66 of the United States Marine Corps, to comfort their survivors and to raise funds and provide other support to benefit charities associated directly or indirectly with the United States Marine Corps.

(b) To provide social, recreational, and educational activities for the members of the Corporation (the "Members").

(c) To have and exercise all the powers necessary or convenient to carry into effect the objects for which the Corporation was formed and in general to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations created under Chapter 180 of the Massachusetts General Laws, as may be amended from time to time.

ATTACHMENT 2

**Form 990-EZ
Other program services**

Line 30:

October 2007 Annual Meeting of Members and spouses, over 200 in number, included orientation at Marine Corps schools, Quantico, Virginia, and visits to the newly dedicated National Museum of the Marine Corps.

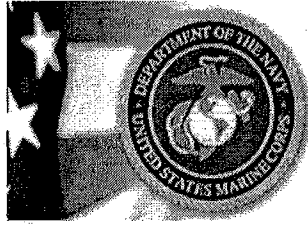
ATTACHMENT 3

Form 990-EZ

Part IV

List of Officers & Directors

<u>Name and Address</u>	<u>Title and average hours Per week devoted to position</u>	<u>Compensation</u>	<u>Contributions</u>	<u>Expense and other allowances</u>
David L. Mellon 23976 Broadhorn Dr. Laguna Niguel, CA 92677	President/4 hours per week	-0-	-0-	-0-
Alexander McClinchie III 1776 Freedom Way Valencia, PA 16059	Vice-President/4 hours per week	-0-	-0-	-0-
Stephen Snyder 1645 Julian Drive El Cerrito, CA 94530	Secretary/4 hours per week	-0-	-0-	-0-
Charles W. Sooter 11932 Yearling St. Cerritos, CA 94708	Treasurer/4 hours per week	-0-	-0-	-0-
Edward M. St. Clair 12138 East Glen St. San Diego, CA 92131	Sergeant-at-Arms/4 hours per week	-0-	-0-	-0-
Andrew J. Blenkle 26661 Cuenca Drive Mission Viejo, CA 92691-6215	Director/1 hour per week	-0-	-0-	-0-
Stephen G. Bowen 666 Greenwich St. New York, NY 10014	Director/1 hour per week	-0-	-0-	-0-
Terry Cox 6205 Via Subida Rancho Palos Verdes, CA 90275	Director/1 hour per week	-0-	-0-	-0-
Michael R. Janay 12350 Barbee Road Bristow, VA 20136	Director/1 hour per week	-0-	-0-	-0-
Terry Lewis 6801 Ben Franklin Road Springfield, VA 22150	Director/1 hour per week	-0-	-0-	-0-
John F. Sheehan 98 Clarke St. Jamestown, RI 02835	Director/1 hour per week	-0-	-0-	-0-
Allan H. Stefl 6367 Ramirez Mesa Dr. Mailbu, CA 90265	Director/1 hour per week	-0-	-0-	-0-
David F. Wall 87 Panorama Lane Hebron, OH 03241	Director/1 hour per week	-0-	-0-	-0-



38th Officer Candidate Course/Basic Class 3-66 United States Marine Corps Alumni Incorporated

**Excerpt from
Minutes of the 2007 General Meeting
October 6, 2007**

Time Convened: 1830

Location: National Museum of the Marine Corps
18900 Jefferson Davis Highway
Triangle, Virginia 22172


Agenda

Call to Order: President David Wall called the meeting to order at 1830. Sergeant-at-arms Mike St. Clair certified that a quorum of voting members was present.

New By-laws: Dave Mellon described the proposed new by-laws for the corporation. The new by-laws are designed to allow the corporation greater flexibility in managing the affairs of the association between reunions and to achieve the purposes of the association consistent with its status as an IRC 501(c)(19) veteran's organization.

Resolved: The proposed by-laws having been circulated to the membership in advance of this meeting in accordance with the existing by-laws and after review by the membership and the board of directors, which recommends their adoption to replace the existing by-laws, the members adopted new by-laws for the corporation, in the form attached, by a voice vote of more than two-thirds of the voting members present.

Respectfully submitted,


Stephen Snyder
Secretary

BYLAWS

OF

THE 38TH OFFICER CANDIDATE

COURSE / BASIC CLASS 3-66

**UNITED STATES MARINE CORPS
ALUMNI**

As Revised October 6, 2007

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AMENDED & RESTATED BYLAWS OF
38TH OFFICER CANDIDATE COURSE / BASIC CLASS 3-66 UNITED STATES MARINE
CORPS ALUMNI

ARTICLE 1

NAME AND PURPOSES

Section 1.1. **Name.** The name of this Corporation is and shall be 38TH OFFICER CANDIDATE COURSE / BASIC CLASS 3-66 UNITED STATES MARINE CORPS ALUMNI (hereinafter referred to as the "Corporation").

Section 1.2. **Purposes.** The Corporation is organized under Chapter 180 of the Massachusetts General Laws for the following specific purposes:

(a) To carry on programs within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (hereinafter the "Internal Revenue Code") to perpetuate the memory of deceased members of the 38th Officer Candidate Course and Basic Class 3-66 of the United States Marine Corps, to comfort their survivors and to raise funds and provide other support to benefit charities associated directly or indirectly with the United States Marine Corps.

(b) To provide social, recreational, and educational activities for the members of the Corporation (the "Members").

(c) To have and exercise all the powers necessary or convenient to carry into effect the objects for which the Corporation was formed and in general to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations created under Chapter 180 of the Massachusetts General Laws, as may be amended from time to time.

ARTICLE 2

MEMBERSHIP

Section 2.1. **Classes and Qualifications of Membership.** The Corporation consists of three classes of members, designated as "Voting Members," "Associate Members" and "Auxiliary Members" (collectively "Members").

(a) Any individual who successfully completed the 38th Officer Candidate Course and/or Basic Class 3-66 of the United States Marine Corps shall be eligible to

become a Voting Member on approval of a majority of the Board of Directors of the Corporation (the "Board" or the "Board of Directors").

(b) Any individual who served honorably in the United States Marine Corps and expresses an interest in and applies for membership in the Corporation shall be eligible to become an Associate Member on approval of a majority of the Board.

(c) Any surviving spouse, child, grandchild, or great-grandchild of a deceased "Voting Member," who expresses an interest in and applies for membership in the Corporation shall be eligible to become an Auxiliary Member on approval of a majority of the Board

(d) No member shall hold more than one (1) membership in the Corporation.

Section 2.2. **Rights of Members.** Voting Members shall have the right to vote on the election, removal and replacement of Directors and officers of the Corporation and on other matters brought to the Membership for vote or ballot by the Board from time-to-time. In addition, each Member shall have all other rights afforded members under Chapter 180 of the Massachusetts General Laws.

Section 2.3. **Dues.** The Board shall, from time to time, recommend the amount of dues to be paid by Members; however payment of dues is entirely voluntary and shall not be a condition of membership.

Section 2.4. **Members in Good Standing.** Members who are not suspended shall be Members in good standing.

Section 2.5. **Termination of Membership.** A membership in the Corporation shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
- (c) Death of the Member.

Section 2.6. **Transfer of Membership.** Memberships in the Corporation and all rights arising therefrom are non-transferable. Any attempt to transfer a membership or any rights therein shall be void ab initio.

ARTICLE 3

MEETINGS OF MEMBERS

Section 3.1. **Place of Meeting.** Meetings of the Members shall be held at any place within or outside the Commonwealth of Massachusetts designated by the Board after determining the sentiment of the Membership at the immediately preceding Regular Meeting of the

Members or by the written consent of all Voting Members entitled to vote at the meeting, given before or after the meeting.

Section 3.2. Regular Meetings. A regular meeting of Members (“Regular Meeting of the Members”) shall be held during September, October or November of odd-numbered years unless the Board fixes another date or time and so notifies the Members as provided in Sections 3.5 through 3.7 of these Bylaws. At the meeting, Directors and officers shall be elected and other proper business may be transacted, subject to Sections 3.6 and 3.8 of these Bylaws.

Section 3.3. Calling Special Meetings.

(a) A special meeting of Members for any lawful purpose may be called at any time by the President/Chair or the Board, and shall be called by the Clerk of the Corporation (as provided in Article 6 of these Bylaws), or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of Members representing at least ten (10) percent of Voting Members. In case none of the officers is able and willing to call a special meeting, the supreme judicial or superior court, upon application of said number of Voting Members, shall have jurisdiction in equity to authorize one or more of such Voting Members to call a meeting by giving such notice as is required by law.

(b) A special meeting called by any person entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President/Chair or the Clerk of the Corporation.

(c) The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Sections 3.5 through 3.7 of these Bylaws. The notice shall be given at least ninety (90) days prior to the scheduled meeting if called by the Members (or at least one hundred twenty (120) days prior to the scheduled meeting if called by the President/Chair or the Board). If notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.

Section 3.4. Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3.5. General Notice Requirements for Members' Meetings. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a Regular Meeting of the Members, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors and officers are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 3.6 of these Bylaws, any proper matter may be presented at the meeting.

Section 3.6. Notice of Certain Agenda Items. Approval by the Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) Approving contracts or transactions between the Corporation and one or more interested persons:

- Bylaws;
- (b) Amending the Articles of Organization of the Corporation or these
 - (c) Increasing or decreasing the number Directors;
 - (d) Removing a Director or officer of the Corporation; or
 - (e) Approving the merger, dissolution or sale of all or substantially all the assets of the Corporation. Unless otherwise directed by the Board, any proceeds available upon dissolution and winding up, after making all payments otherwise required by law, shall be donated to the Marine Corps Heritage Foundation, or its successor, if in existence at the time of dissolution and winding up.

Section 3.7. Manner of Giving Notice.

(a) If notice of a meeting of the Members is required by law or by these Bylaws, such notice shall be given: (i) by mail, postage prepaid, at least ten (10) days prior to the meeting; (ii) by facsimile, e-mail or other electronic means, or by deposit to an overnight delivery service at least seven (7) days prior to the meeting; or (iii) by communication in person, by hand or by telephone at least seven (7) days prior to the meeting or other event, in each case addressed or directed to the Member's usual or last-known business or residential address, voice, fax or e-mail location, as the case may be, as appears on the records of the Corporation. The foregoing notwithstanding, notices of special meetings shall be given in accordance with the time periods specified in Section 3.3(c) above.

(b) Each notice shall be given by the Clerk, or in case of death, absence, incapacity or refusal of the Clerk, by any other officer or by a person designated by either the Clerk, the person or persons calling the meeting, or by the Board.

Section 3.8. Quorum. At any meeting of the Members, not less than twenty-five (25) of the Voting Members in good standing shall constitute a quorum, except when a larger quorum is required by law or by the Articles of Organization of the Corporation.

Section 3.9. Adjournment and Notice of Adjourned Meetings. Any meeting of the Members may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present. The Clerk shall give notice of the adjourned meeting to the Members in accordance with Sections 3.5 through 3.7 of these Bylaws.

Section 3.10. Voting. Members entitled to vote at any meeting of Members shall be Members in good standing. Voting shall be by voice, except that voting on any matters so demanded before the voting begins by a majority of the Members at the meeting shall be by ballot. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

Section 3.11. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number is required by Chapter 180 of the Massachusetts General Laws or by the Articles of Organization of the Corporation or these Bylaws.

Section 3.12. Waiver of Notice or Consent by Absent Members. Whenever notice of a Members meeting is required, such notice need not be given: (i) to any Member if a written

waiver of notice, executed by the Member (or such Member's authorized agent) before or after the meeting, is filed with the records of the meeting; or (ii) to any Member who attends the meeting without protesting prior to the commencement of the meeting the lack of notice to that Member. A waiver of notice need not specify the purposes of the meeting, except as provided in Section 3.6 of these Bylaws.

Section 3.13. **Action by Unanimous Written Consent Without a Meeting.** Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1. **General Powers.** Subject to the provisions of the Massachusetts General Laws and any limitations in the Articles of Organization of this Corporation and these Bylaws relating to action required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2. **Number and Qualifications.** The Corporation shall have thirteen (13) Directors, including the Corporation's serving President/Chair, Vice President, Treasurer, Sergeant-at-Arms and Clerk and, for a period of two years after his last service as President/Chair, the immediate past President/Chair, who shall collectively be known as the Board. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Directors must be Voting Members of this Corporation.

Section 4.3. **Election of Directors.** Election of Directors shall be held at each regular meeting of Members to fill the seats vacated by Directors whose terms expire as of the date of such meeting. However, if one or more vacancies on the Board are not filled by the election of Directors at a regular meeting, Directors may be elected at a special meeting of Members called and held for that purpose.

(a) Nomination by Committee. The Board shall appoint a Nomination Committee from among the Members of the Corporation to select qualified candidates for election to the Board and to the offices of the Corporation. The Nomination Committee shall meet at least two days before each Regular Meeting of the Members and shall submit the names of the nominees to the Board in sufficient time to allow the same to be received by the Members at least 48 hours before commencement of the meeting at which Directors and/or officers are to be elected or prominently and conspicuously displayed at reunion venues throughout each day of the reunion at which the election will take place.

(b) Nomination from the Floor. When a meeting is held for the election of Directors or officers, any Member present at the meeting in person or by proxy may place names in nomination.

Section 4.4. **Terms of Office.** Except as otherwise provided in section 4.2, directors shall be elected for a term of four (4) years each, with terms staggered so that at least six (6) directors are elected or reelected every two years, and may serve an unlimited number of consecutive terms. Each Director, including a Director elected at a regular or special meeting of Members, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 4.5. **Compensation.** Directors shall not receive compensation for their services as members of the Board or officers of the Corporation.

Section 4.6. **Regular Meetings.** The Board shall meet twice, once no later than 48 hours before and once immediately after each Regular Meeting of the Members, in conjunction with and at the same location as each Regular Meeting of the Members and otherwise at such place within or outside the Commonwealth of Massachusetts which has been designated from time to time by resolution of the Board. In the absence of such designation, any meeting shall be valid only if held on the written consent of all Directors, given either before or after the meeting and filed with the Clerk of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Section 4.7. **Special Meetings.** Special meetings of the Board may be called by the President/Chair, the Clerk, or by any two (2) Directors, or any twenty five (25) Members, and such meetings shall be held at the place, within or outside the Commonwealth of Massachusetts, designated by the Board.

Section 4.7.1 **Executive Committee.** The Board may designate an Executive Committee of no less than five (5) of its Members to conduct any business of the corporation, including business otherwise to be conducted at a regular or special meeting of the Board, subject only to later ratification at a later Regular or Special Meeting. The Executive Committee may conduct its business by telephone, e-mail or electronic instant messenger according to rules and procedures approved by the Board. Whether or not later ratified, actions of the Executive Committee shall be valid and enforceable from the time such action is taken until the Board meets to consider whether to ratify those actions.

Section 4.8. **Communications.** Any meeting, regular or special, may be held by telephone or video conference call or similar communications equipment, so long as all Directors participating in such meeting can hear one another. In addition, special meetings of the Board may, according to rules approved by the Board to insure authenticity, reliability, and contemporaneous communications, be held through instant messaging or equivalent electronic media and, specifically, may include balloting and formulation and discussion of issues before and after the time of the meeting through use of electronic mail.

Section 4.9. **Notice of Meetings.** Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or on its transmission. Such notices shall be addressed to each Director at his address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is

held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.10. **Contents of Notice.** Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and whether, and if so under what circumstances, remote communications attendance will be employed. The purpose of any Board meeting need not be specified in the notice.

Section 4.11. **Waiver of Notice and Consent to Holding Meetings.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals, shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such Director.

Section 4.12. **Quorum for Meeting.**

(a) A quorum shall consist of no less than seven (7) Directors.

(b) Except as otherwise provided in these Bylaws or in the Articles of Organization of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair of the meeting shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.9 above.

Section 4.13. **Majority Action as a Board Action.** Each Director shall be entitled to cast one (1) vote on each matter that comes before the Board for a vote. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Organization of this Corporation or these Bylaws, or the provisions of Chapter 180 of the Massachusetts General Laws require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.14. **Conduct of Meetings.** Meetings of the Board shall be presided over by the President/Chair of the Corporation, or, in his absence, by the Vice President, or, in his absence by the Clerk, or in his absence, by a chair chosen by a majority of the Directors present at the meeting. The Clerk of the Corporation shall act as secretary of all meetings of the Board, provided that in his absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.15. **Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing, and the written consents are filed with the records of the

meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.16. Vacancies. Vacancies on the Board shall exist (1) on the death or resignation of any Director, (2) on the removal of any Director by the Members as set forth in Section 4.16(b) hereof, (3) on the removal of any Director by the remaining Directors as set forth in Section 4.16(c) hereof, (4) whenever the number of authorized Directors is increased, and (5) on the failure of the Members, at any meeting of Members at which any Director(s) are to be elected, to elect the number of Directors required to fill vacancies on the Board as of the date of that meeting.

(a) Any Director may resign effective upon giving written notice to the President/Chair, the Clerk or the Board, unless the notice specifies an effective date at some other time or upon the happening of some other event.

(b) The Members may remove any Director, with or without cause, by a vote of a majority of the Voting Members at a Regular Meeting of the Members called for that purpose and for which notice of the purpose thereof has been given.

(c) A Director may be removed for cause by a vote of a majority of the Directors then in office.

(d) Except for vacancies created by the Members' removal of Directors, vacancies on the Board may be filled on an interim basis until the next Regular Meeting by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director.

(e) A person elected to fill a vacancy as provided in this Section 4.16 shall hold office until the expiration of the term he is elected to fill or until his death, resignation or removal from office.

(f) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

(g) A Director may be removed for cause only after a reasonable notice and an opportunity to be heard before the body proposing to remove him.

[No further text on this page]

ARTICLE 5

INDEMNIFICATION BY CORPORATION OF MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 5.1. **Right to Indemnification.** The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(19) of the Internal Revenue Code is not affected thereby, indemnify each person serving or who has served as an Officer or Agent (as hereinafter defined) of the Corporation, against all liabilities and expenses (including judgments, awards, amounts paid in settlement, and reasonable fees and disbursements of counsel) imposed upon, or reasonably incurred by, such person in connection with or resulting from any Claim (as hereinafter defined), in which he may become involved as a party or otherwise, by reason of being or having been an Officer or Agent of the Corporation, or by reason of any alleged acts or omissions in such capacity. No indemnification shall be provided to any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, or with respect to a criminal matter where he had reasonable cause to believe that his conduct was unlawful. Furthermore, no indemnification shall be provided to any person with respect to any Claim by or in the right of the Corporation if such person is adjudicated to be liable to the Corporation or makes a settlement payment to the Corporation, unless a court otherwise determines that indemnification is appropriate under the circumstances.

Section 5.2. **Advance Payments.** Expenses incurred by an Officer or Agent in defending a Claim may be paid by the Corporation in advance of the final disposition of such Claim upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be ineligible for indemnification under this Article, which undertaking shall be an unlimited general obligation but need not be secured.

Section 5.3. **Determinations; Payments.** All advance and other payments of any indemnification under this Article shall be authorized by any one of the following procedures:

(a) The Board of Directors, shall find, by a vote of a disinterested quorum of its Directors (without counting the vote or presence for purposes of a quorum of any Director who is claiming such indemnification or is a party to the Claim in question), that the person claiming such indemnification is eligible to receive the same and, in the case of a settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable under the circumstances; or

(b) Independent legal counsel shall have delivered to the Corporation their written opinion to the same effect; or

(c) The Members of the Corporation, by a vote of a disinterested quorum of its Members (without counting the vote or presence for purposes of a quorum of any Member who is claiming such indemnification or is a party to the Claim in question), shall have specifically determined that such person is eligible for such indemnification; or

(d) A court having jurisdiction shall have entered a final order ordering the payment of such indemnification.

Section 5.4. **Definitions.** As used in this Article 5, the terms:

(a) "Officer" means any person who serves or has served as a Director or officer of the Corporation, and his respective heirs, executors, administrators and assigns.

(b) "Agent" means any person who serves or has served at the request of the Corporation as the trustee or administrator of any employee benefit plan or program of the Corporation, or as a member, director, officer, trustee, employee, committee member or other agent of another organization in which the Corporation has an interest, and his respective heirs, executors, administrators and assigns.

(c) "Claim" means any threatened or actual administrative, civil or criminal claim, action, suit, investigation or proceeding, whether brought by or in the right of the Corporation, by another organization in which it has an interest, by a third party or otherwise, including a proceeding in which an Officer or Agent is successful in seeking indemnification under this Article 5.

Section 5.5. **Exclusivity.** The provisions for indemnification hereunder shall not limit any right of indemnification existing independently of this Article 5.

Section 5.6. **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer or Agent of the Corporation, or is or was serving at the request of the Corporation as an Officer or Agent of another organization or with respect to any employee benefit plan, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 5.7. **Amendment.** The provisions of this Article may be amended or repealed at any time by the Members of the Corporation; provided, however, that no such amendment or repeal which adversely affects the rights of an Officer or Agent under this Article with respect to his acts or omissions at any time prior to such amendment or repeal shall apply to that person without his consent.

Section 5.8. **No Personal Liability.** The Members, Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or any money that may otherwise become due or payable to them from the Corporation.

ARTICLE 6

OFFICERS

Section 6.1. **Number of Officers.** The officers of the Corporation shall be a President/Chair, a Vice President, a Clerk, a Treasurer, a Sergeant-at-Arms, and such other officers as may be elected by the Members.

Section 6.2. **Qualification, Election, and Term of Office.** Only Members in good standing may serve as officers of this Corporation. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has appointed a resident agent in accordance with the Massachusetts General Laws. Officers shall be nominated in accordance with Section 4.3 of these Bylaws and shall be elected at each regular meeting of Members to fill the seats vacated by officers whose terms expire as of the date of such meeting. Each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

Section 6.3. **Subordinate Officers.** The Members may elect such other officers or agents as the Members may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Members.

Section 6.4. **Removal and Resignation.** The Members may remove any officer, with or without cause, by a vote of a majority of the Voting Members at a meeting called for that purpose and for which notice of the purpose thereof has been given; provided that an officer may be removed for cause only after a reasonable notice and an opportunity to be heard before the Members. Any officer may resign by delivering his written resignation to the President/Chair or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Unless otherwise specified in the resignation notice, the acceptance of such resignation shall not be necessary to make it effective. The foregoing provisions of this Section 6.4 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 6.5. **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled for the balance of the officer's term by the Board, subject to ratification or further action by the Voting Members at the next Regular Meeting of the Members.

Section 6.6. **Duties of the President/Chair.** The President/Chair shall preside at all meeting of the Members and of the Directors. He shall be the chief executive officer of the Corporation. It shall be the President/Chair's duty, and he shall have the power, to see that all orders and resolutions of the Directors are carried into effect. The President/Chair shall, from time to time, report to the Directors all matters within his knowledge which the interests of the Corporation may require to be brought to its notice. The President/Chair shall serve as an ex officio voting member of each committee of the Corporation. The President/Chair shall have other such powers and perform such other duties as may be prescribed by law, by the Articles of Organization of this Corporation, or by these Bylaws.

Section 6.7. Duties of the Vice-President. In the absence of the President/Chair, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President/Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President/Chair. The Vice-President shall have other such powers and perform such other duties as may be prescribed by law, by the Articles of Organization of this Corporation, or by these Bylaws.

Section 6.8. Duties of Clerk. The Clerk shall:

(a) Certify and keep at such location as shall be instructed by the Board the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at such location as shall be instructed by the Board, a book of minutes of all meetings of the Directors and Members, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records as authorized by law or by these Bylaws.

(e) Keep or cause to be kept at such place as shall be instructed by the Board a membership roster containing the name and address and other vital contact information for each Member, and, in the case where any membership has been terminated, the Clerk shall have the former Member's name and other vital information removed or cause to have it removed from the membership roster.

(f) Exhibit at all reasonable times to any Director or Member of the Corporation, or to his agent or attorney, on request thereof, the Bylaws, the membership roster, and the minutes of the proceedings of the Directors and the Members of the Corporation.

(g) In general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Organization of this Corporation, or by these Bylaws.

(h) Retain and supervise the Resident Agent located in the Commonwealth of Massachusetts in the performance of those duties required under Chapter 180 of the Massachusetts General Laws as they may now be or are hereafter amended.

(i) Cause to be submitted the annual reports required by the Commonwealth of Massachusetts.

(j) Cause to be submitted the returns required by the Internal Revenue Service under the provisions of Section 501(c)(19) of the Internal Revenue Service Code of 1986, as from time to time amended.

Section 6.9. Duties of the Sergeant-at-Arms. The Sergeant-at-Arms shall be responsible for the orderly conduct of all meetings of the membership, officers or the Board of Directors.

Section 6.10. **Duties of the Treasurer.** The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his agent or attorney, on request thereof.

(f) Render to the President/Chair and Directors, on a semi-annual basis and whenever specifically requested, an account of any or all of his transactions as Treasurer and of the financial condition of the Corporation. A copy of such reports shall be provided to the Clerk of the Corporation and entered into the permanent records of the Corporation. A copy of such reports shall also be posted on the Corporation's website.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) Prepare, or cause to be prepared, a budget for each Reunion from which a reasonable Registration Fee may be determined.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the Corporation, or by these Bylaws.

ARTICLE 7

COMMITTEES

Section 7.1. **Board Committees.** There shall be a reunion committee of the Board. The Board may create an executive committee pursuant to Section 4.7.1 and such other Board committees as from time to time may be required. Each committee shall consist of at least two (2) members who are Directors of the Corporation.

Section 7.2. **Delegation of Authority to Board Committees.** The Board may delegate to any committees which consist solely of Directors any of the powers of the Board, except, however, the power to:

- (a) amend these Bylaws;
- (b) elect officers of the Corporation to fill vacancies in any such offices;
- (c) change the number of Directors and to fill vacancies in the Board;
- (d) remove officers or Directors from office;
- (e) authorize the payment of any distribution to the Members;
- (f) change the principal office of the Corporation; or
- (g) authorize a merger of the Corporation.

Section 7.3. Advisory Committees. The Board may establish one or more advisory committees to the Board. The members of any advisory committee shall be Members of the Corporation and may consist of Directors and non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be restricted to making recommendations to the Board or Board committees, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee.

Section 7.4. Meetings and Action of Committees. Except as otherwise provided herein or by the Board, Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each committee created by the Board shall serve at the pleasure of the Board, and shall be subject to the control and direction of the Board. Each such committee shall act by not less than a majority of the whole authorized number of its members.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President/Chair or the Treasurer except as the Board may generally or in particular cases otherwise determine.

Section 8.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory

notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President/Chair or Treasurer of the Corporation.

Section 8.3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 9

CONSTRUCTION AND DEFINITIONS

Section 9.1. **Construction and Definitions.** Unless the context requires otherwise, terms or expressions in the masculine shall include the feminine and the general provisions, rules of construction, and definition in Chapter 180 of the Massachusetts General Laws shall govern the construction of these Bylaws.

ARTICLE 10

AMENDMENTS

Section 10.1. **Amendment By Members.** New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of no less than two-thirds of the Voting Members present at a Regular Meeting. Any bylaw that requires a higher vote by the Members than otherwise required by law may not be altered, amended, or repealed except by that higher vote.

Section 10.2. **Notice.** Notice of the proposed amendment or new Bylaws shall be provided to the voting Members by posting a copy of the proposed amendment or new Bylaws prominently and conspicuously at reunion venues each day of the reunion at which Members will be asked to approve proposed amendment or new Bylaws or by other means, including electronic mail, that provides at least 48 hours notice to members before the Regular Meeting of the Members at which the proposed amendment or new Bylaws is to be considered is called to order.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet



38th Officer Candidate Course/Basic Class 3-66 United States Marine Corps Alumni Incorporated

Meeting of the Board of Directors
October 7, 2007

Officers Present: Dave Mellon, President; Alexander McClinchie III, Vice President;
Stephen Snyder, Secretary/Clerk; Charles; Mike St. Clair, Sergeant-at-Arms,

Directors Present: Andrew Blenkle, Alan Stefl, David Wall, Jack Sheehan, Terry Lewis,
Michael Janay, Stephen Bowen and Terry Cox

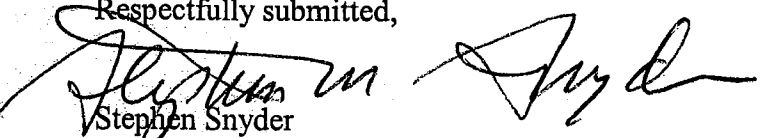
Director Absent: Charles Sooter, Treasurer

Time Convened: 0900

Location: The Reunion Hospitality Suite, Room 1492, Key Bridge Marriott Hotel,
Arlington, Virginia

By motion duly made and seconded and approved unanimously by the Directors present
the Board Resolved to appoint Business Filings, Inc., 155 Federal Street, Boston,
Massachusetts 02110 to replace Walter H. Flynn, 9 Regina Road, Weymouth,
Massachusetts 02188 as the Resident Agent for the Corporation.

Respectfully submitted,


Stephen Snyder
Clerk and Secretary
October 7, 2007

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

CERTIFICATE OF APPOINTMENT OF RESIDENT AGENT (General Laws, Chapter 180, Section 10C)

I, Stephen M. Snyder, *Clerk / ~~*Assistant Clerk~~

of 38th Officer Candidate Course / Basic Class 3-66, United States Marine Corps, Alumni Incorporated
(Exact name of corporation)

having a principal office at c/o Business Filings, Inc., 155 Federal Street, Boston, Massachusetts 02110
(Street address of corporation in Massachusetts)

certify that pursuant to General Laws, Chapter 180, Section 10C, said corporation has appointed the following *individual / *corporation as its resident agent, to be its true and lawful attorney upon whom all lawful processes in any action or proceeding against it may be served:

Business Filings, Inc.
(Exact name of ~~individual~~ / *corporation)

of 155 Federal Street
(Business and residential address if ~~individual~~ / business address if corporation)
Boston, Massachusetts 02110

**I further certify that the following is a true copy of the vote of the directors, duly adopted appointing said resident agent:

See Attachment Sheet

and that to the best of my knowledge and belief, the residential and business addresses stated above are those of the resident agent.

SIGNED UNDER THE PENALTIES OF PERJURY, this 19th day of October, 2007,

Stephen M. Snyder, *Clerk / ~~*Assistant Clerk~~

*Delete the inapplicable words.

**Indicate the complete tally of the vote of the directors, duly adopted, appointing said resident agent.

1224

1034302

THE COMMONWEALTH OF MASSACHUSETTS

CERTIFICATE OF APPOINTMENT OF RESIDENT AGENT

(General Laws, Chapter 180, Section 10C)

RECEIVED

OCT 29 2007

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

I hereby approve the within Certificate of Appointment of Resident Agent and, the filing fee in the amount of \$ 10.00 having been paid, said certificate is deemed to have been filed with me this 29th day of OCTOBER, 2007.



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth