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WORLDWIDE ARMY RANGERS, INC

BY-LAWS

ARTICLE I

NAME

11 The name of this Corporation is the “WORLDWIDE ARMY RANGERS, INC.” Worldwide
12 Army Rangers is incorporated in the State of Georgia as a tax-exempt, non-profit
13 organization. It is approved by the Internal Revenue Service (IRS) under the Internal
14 Revenue Code 501 (c) (19) as exempt from federal income tax (EIN 26-0038251).

ARTICLE II

PURPOSE

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17 A. The purposes of this Corporation, herein after referred to as the “Association,” are:

- 18 1. To perpetuate the esprit de corps of the Ranger community; and
- 19 2. To unite fraternally veterans of all branches of the United States Armed Forces
20 who, since the beginning of World War II, have conducted or supported “Ranger
21 Operations”; and
- 22 3. To commemorate fittingly the memory of all those who have given their lives in
23 defense of the Free World and to those who served in Ranger units and are still un-
24 accounted for as POW/MIA; and
- 25 4. To promote patriotism throughout the communities of the country; and
- 26 5. To educate its members and the citizens of the United States in the proper devel-
27 opment of Ranger Operations, and to keep abreast of new developments in the field
28 of Ranger Operations as is consistent with security regulations; and
- 29 6. To encourage every member of the Association toward a closer personal
30 relationship and a friendly spirit of mutual cooperation; and
- 31 7. To foster and promote the general welfare and prosperity of the Members, and to
32 improve by all lawful means their status and condition; and
- 33 8. To be a source of inspiration for all Ranger Operational Units now and in the
34 future.
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- 1 B. The Association is not organized for profit nor does it contemplate any monetary gain or
2 profit to its Members.

3 **ARTICLE III**

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5 **PROPERTY TITLE**

6 The title to all the property of the Association shall vest in this corporation.
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13 **ARTICLE IV**

14 **MEMBERSHIP**

15 **A. Definitions:**

16 **1. Operational Unit(s)**

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18 a. The unit/project/operational team must be or have been composed of
19 U.S./Allied Armed Forces military personnel with a mission to conduct Ranger
20 Operations while assigned to what this Association defines as a Unit specifically
21 designated and tasked with conducting combat and other combat-related
22 missions of an Ranger/Allied Unit; or
23
24 b. On a routine basis provided direct combat support as part of the Operational
25 Team performing Ranger Operational missions, aviation units providing
26 insertion, extraction and direct fire support while in close proximity to enemy
27 forces.

28 **2. Membership**

- 29
30 a. **General Member** - A person having the right to full participation in all of the
31 proceedings of this Association to include but not limited to the right to MAKE
32 MOTIONS, DEBATE AND TO VOTE. General Members must meet the
33 requirements of this Association as stated in Article IV, Section D 1 below and as
34 specified for IRS Code 501(c) (19) organizations. Regardless of the provisions of
35 Article IV, Section D 1 below, any General Member in good standing as of 28
36 September 2002 shall retain that category of membership
37
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39 b. **Associate Member** - A person who meets the requirements of this
40 Association as required in Article IV, Section D 2 below and specified for IRS
41 Code 501(c) (19). However, while Associate Members are welcome to attend
42 meetings and to take part in the discussion when recognized by the presiding
43 officer, THEY DO NOT HAVE THE PRIVILEGE OF MAKING MOTIONS OR
44 VOTING AT GENERAL MEMBERSHIP MEETINGS AND MAY NOT DO SO.

1 However, they may be chairmen and/or members of committees and do have a
2 right to vote on committee matters in committee meetings. Regardless of the
3 provisions of Article IV, Section D 2 below, any Associate Member in good
4 standing as of 28 September 2002 shall retain that category of membership.
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7 **c. Non-Members** — – The Worldwide Army Rangers, Inc , recognizes those
8 individuals who have devoted special attention and support by the Award of
9 Operational Associate and Honorary Membership. Operational Associates and
10 Honorary Members may participate in the Annual Reunions and attend member
11 meetings but they DO NOT HAVE THE PRIVILEGE OF MAKING MOTIONS,
12 VOTING NOR MAY THEY ACTIVELY PARTICIPATE IN THE DISCUSSIONS
13 DURING MEETINGS. However, Operational Associates and Honorary Members
14 may serve on or chair a committee and do have a right to vote on committee
15 matters in committee meetings.

16 **B. Ranger Operational Units list**

- 17 1. The Membership Committee shall prepare, for the approval or disapproval of the
18 Board of Directors (BOD), a list of all units known to fall under the guidelines of
19 Ranger Operational Units as defined by this Association in paragraph A 1 above. The
20 units on this list will each be given starting and closing dates of eligibility. Units
21 currently conducting operations will be identified as such and given a closing date at
22 the appropriate time. The Membership Committee will, as necessary, recommend
23 additions or deletions to the Board of Directors for approval or disapproval.
24
25 2. No unit will be called a Ranger Operational Unit under the Association's definition
26 unless approved by the Board of Directors. However, in the case of applicants who
27 served in units meeting the Association's definition of Ranger Operational Unit that
28 are still classified, a letter from the Commander of the United States Special
29 Operations Command, or his designated representative, certifying that the applicant
30 meets the Association's standards for the status for which he has applied will be
31 required before the applicant may be accepted in that status.

32 **C. Eligibility** — Any person who meets the qualifications for membership under these
33 Bylaws is eligible for membership. The Membership Committee may, however, refuse to
34 approve the application of anyone whose membership the Committee believes would be
35 detrimental to the Association's purposes, and will refuse to approve the application of
36 anyone who submits false information or misrepresents information on his application
37 for membership. In instances whereby an applicant is not able to find someone who can
38 vouch for him, the burden is on the applicant to provide other evidence such as military
39 orders, award citations, etc. and then be vetted not only by the membership committee
40 but also the BOD.

41 **D. Member Classes** — Membership in this Association shall consist of two classes:
42 General Member and Associate Member. These two classes shall be the voting and
43 operational members of the organization. No other designation of any affiliate, associate,
44 agent, guest, invitee, or other relationship to the Association, shall constitute a Member,
45 and no persons, other than General Members and Associate Members, of any designation
46 or relationship whatsoever to the association, shall enjoy the privileges and entitlements
47 of membership, or shall be considered members.

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3 **1. General Member** — General Membership is granted upon application and approval of
4 the Membership Committee, to those persons who have requested General Member status
5 and who can document that they are Veterans or members of a U.S./Allied Armed Forces
6 Ranger Operational Unit as defined by this Association, who has conducted Ranger
7 Operations as an operational combat element or provided direct support to the operational
8 combat element in an operational role within an assigned Area of Operations, DOES NOT
9 INCLUDE GROUND ARTILLERY SUPPORT. The routine or normal duty of the
10 applicant while at this assignment must have placed the applicant in direct threat/exposure
11 to hostile fire. The applicant must supply adequate documentation to prove assignment to
12 a Ranger Operational Unit that is recognized by this Association during that unit's period
13 of eligibility and the fact that he was placed in direct threat/exposure to hostile fire. If
14 adequate documentation is not available, one General Member in good standing must
15 verify the credentials of the applicant from personal firsthand knowledge of the applicant
16 while in this assignment.

17 In those cases where a General Member is not available to vouch for the applicant, upon
18 recommendation of the Membership Committee, based upon the documentation available;
19 and on a case-by-case basis, may grant General Membership to the applicant. Further,
20 General Members must meet the requirements of membership as specified in IRS Code 501(c)
21 (19)... All General Members enjoy full privilege and entitlements of a Member of the Association,
22 including but not limited to attendance at all membership meetings, voting, the right to make
23 motions and be heard in debate at all such meeting

24 **2. Associate Member** — Associate Membership is granted to any person applying for
25 Associate Membership and approved by the Membership Committee. Applicant
26 must be a Veteran or member of a U.S. /Allied Armed Forces Ranger Operational
27 Unit as defined by this Association, who supported the conduct of his unit's Ranger
28 Operations in a non-operational direct support role. The Associate Member's routine or
29 normal duty did not involve direct threat or exposure to hostile fire. The applicant must also
30 supply adequate documentation to prove assignment to a Ranger Operational Unit that is
31 recognized by the Association during that unit's period of eligibility, or one General Member
32 in good standing must verify the credentials of the applicant from personal firsthand
33 knowledge of the applicant while in this assignment. In those cases where a General Member
34 is not available to vouch for the applicant, upon recommendation of the Membership
35 Committee, based upon the documentation available, and on a case-by-case basis, may grant
36 Associate Membership to the applicant. Further, Associate Members must meet the
37 requirements of membership specified in IRS Code 501(c) (19). Exceptions to:

38 a. All Associate Members enjoy full privilege and entitlements of a member of the
39 association, including but not limited to chairing and/or serving on committees and
40 voting therein, attendance at all membership meetings and the right to be heard and
41 enter into discussion at all such meetings. However, Associate Members do not have the
42 right to hold office, to object to any action of the Board of Directors, or to participate in
43 and vote on the election of the Board of Directors or the right to make motions or vote on
44 any motions at any membership meetings.

45 **E. Non-Members:** The Worldwide Army Rangers, Inc recognizes those individuals who
46 have devoted special attention and support by the Award of Operational Associate and

1 Honorary Membership. While Operational Associates and Honorary Members may
2 participate in the Annual Reunions and attend member meetings they do not have the
3 privilege of making motions, voting nor may they actively participate in the discussions
4 during meetings. However, Operational Associates and Honorary Members may serve or
5 chair a committee and do have a right to vote on committee matters in committee
6 meetings.

7 8 **F. Application**

9 a. **Application Form:** The Membership Committee shall prepare the
10 Association's Membership Application Form for approval by the Board of
11 Directors, that is to be used by those persons who desire to join the
12 Association. At a minimum, the following information shall be required of all
13 applicants: Applicant's full name, address, telephone number(s), E-mail
14 address, unit(s) served with, year(s) served, and Emergency Contact
15 Information.

16 b. Class of membership for which the applicant is filing.

17 c. The questions:

18 (1) Will you accept Associate Membership if you qualify for that
19 classification of member, but do not otherwise meet the
20 qualifications for General Member?

21 (2) If you do not qualify for membership as either a General Member or
22 Associate Member, but may qualify for recognition by the Association
23 as an Operational Associate, would you accept such recognition?

24 d. Assignments the individual has had to be in military, DOD, or civilian
25 organizations' that qualify the person for membership in the Association.

26 (1) Space for the name and membership number of at least one General
27 Member who can attest to the applicant's assignments and duties;

28 (2) Membership and or Operational Associate fees and when they are due
29 and payable;

30
31 e. Authority for release of information and records. This item must be signed by the
32 applicant, indicating that the applicant provided the information on the
33 application voluntarily.

34 f. **Submission of Application.** — The application is to be mailed to the
35 Association's Membership Committee Chairman together with first-year
36 dues, application fee and sufficient documentation to verify assignment to
37 a Ranger Operational Unit. The application must be signed and dated. If a
38 witness statement is included, it must be completely filled out, dated and
39 signed. Upon receipt of a properly completed application together with
40 dues, application fee and adequate supporting documentation, the

1 Committee will verify the applicant's credentials and forward to the
2 applicant a Membership Certificate and Membership Card

3 **G. Dues**

4 1. **Annual Dues** will be in the amount determined by the Board of Directors. All
5 applications will be accompanied with an application fee, in the amount
6 determined by the BOD, together with the first year's dues. Thereafter, dues are
7 payable annually for the period of 1 January through 31 December of each year.
8 Dues are due on the 1st of January and will be delinquent after the 1st of February
9 of the year that they are due. Upon the date that a General Member's, Associate
10 Member's or Operational Associate's dues are delinquent he will be dropped from
11 the Membership, or Operational Associate Rolls. A reinstatement fee in the amount
12 determined by the BOD will be assessed on an individual
13 who pays his dues after the date that he becomes delinquent.

14 2. **Life status** may be granted to qualified applicant's General Members, Associate
15 Members and Operational Associates, in good standing and on an age basis scale
16 as determined by the Board, upon receipt of their written request for Life status
17 and the appropriate fee. No annual dues shall be payable by those General
18 Members, Associate Members or Operational Associates with a Life status.

19 3. **No annual dues or membership fees** shall be payable by those
20 persons granted Honorary Membership in the Association.

21 4. **Non-liability of Members and Operational Associates** — A General
22 Member, Associate Member or an Operational Associate of the Association shall
23 not, solely because of such membership or Operational Associate status, is
24 personally liable for the debts, obligations or liabilities of the Association.

25 **H. Transfer of Membership** - Neither membership in the Association, or
26 Operational Associate status with the Association nor any rights of or to the
27 membership, or to the Operational Associate status, may be transferred.

28 1. The special designation of Warriors Widow may be bestowed upon the widowed
29 spouse of all deceased Members. A Warrior's Widow has no membership status.
30 However, she will be identified with a WW prefix to her deceased member
31 spouse's membership number.

32 2. It is acknowledged that from time to time the parents, brothers, sisters, sons or
33 daughters, of a deceased member may have a desire to speak to and gain additional
34 information on the activities of their loved one from those that served with him.
35 Therefore, these immediate family members and others that may have a legitimate
36 reason approved by the BOD, may apply for a registration form, and upon
37 recommendation by the Membership Committee and approval by the BOD, attend a
38 AGMM at their own expense. These relatives and others will NOT be recognized with any
39 prefix or other symbol connected to the Membership Number of the deceased Member.

40
41 **J. Termination and/or Suspension of Membership:** All rights of a General
42 Member, Associate Member, or Operational Associate in the Association shall cease

1 upon the termination of the Member's membership, or Operational Associate status, due
2 to any of the following reasons:

- 3 1. If a member wishes to formally resign his membership it must be done by means
4 of a letter from the member addressed to the President of the Association and
5 delivered to him by U. S. Postal Service or other commercial delivery services or
6 alternatively it may be hand delivered to the President of the Association. Such
7 letter of resignation will not become effective until 30 days has passed from the
8 postmark or date of the letter. After 30 days from the date or postmark of the
9 letter, the member's name shall be stricken from the Membership unless the
10 member has rescinded his letter during the 30 day period. A letter rescinding the
11 letter of resignation must be sent or hand delivered to the President of the
12 Association in same manner as the letter of resignation.
- 13 2. The death of a Member or Operational Associate.
- 14 3. The non-payment of dues within 30 days after they become due and payable.
- 15 4. A Member or an Operational Associate of the Association may be expelled from
16 Membership or Operational Associate status upon discovery by the Membership
17 Committee or the Board of Directors that the Member or Operational Associate
18 submitted false or misrepresented information on his application for Membership
19 or Operational Associate status. Additionally, a General Member may be expelled
20 for falsely verifying the qualifications of an applicant for General Membership,
21 Associate Membership or for Operational Associate status.
- 22 5. The Board of Directors, by a two-thirds vote of the entire Board, may suspend for a
23 period not to exceed two (2) years, or may expel a Member or an Operational
24 Associate of the Association under the provisions of Par IV. J. 4. above or who
25 persistently disrupts any meeting or function of the Association; misuses or
26 destroys Association property; or engages in any conduct and/or actions that
27 demonstrates an antagonism to, or is in violation of any of the principles of the
28 Association as set out in the specific purposes of the Association in the Articles of
29 Incorporation; or engages in or performs any action that brings discredit upon or
30 could bring discredit upon the Association.
- 31 6. The suspension or expulsion of a General Member, Associate Member or
32 Operational Associate becomes effective on the date the Board of Directors
33 personally delivers or mails written notice of such suspension or expulsion.
- 34 7. The advertising of Association Membership or Operational Associate status for
35 either commercial or political purposes is prohibited. Violations of this paragraph
36 will be brought to the attention of the Board of Directors and may result in
37 revocation of General Membership, Associate Membership or Operational
38 Associate status.

39
40 **K. Procedures for Suspension and/or Expulsion:**

- 1 1. Prior to the suspension or expulsion of any Member or Operational Associate the BOD
2 will notify the Member or Operational Associate of the intention of the BOD to
3 suspend or expel the Member or Operational Associate. This notice will include a
4 detailed listing of the reasons why the BOD intends such action.

- 5 2. The Member or Operational Associate who receives a letter of intent shall have thirty
6 (30) days from the postmarked date of such letter to notify the President of the BOD in
7 writing that he desires to present information in his behalf that may change the BOD's
8 intent to suspend or expel him.

- 9 3. a. If no reply to the letter of intent is received by the President of the BOD,
10 postmarked in the proper time period, final action on the matter will be taken at
11 the convenience of the BOD.

- 12 b. If the President receives notice within the stated time period that the individual
13 concerned desires to make a presentation in his own behalf either in writing or
14 orally, at his own expense, he may do so at the next regularly scheduled meeting
15 of the BOD. After the presentation referred to above in Par 3.b. the BOD will
16 take final action on the matter and immediately notify the individual concerned
17 of such action. This action will be final.

- 18 4. Each Year at the Annual General Membership Meeting (AGMM) the membership will
19 be notified of all suspensions and/or expulsions since the last WORLDWIDE ARMY
20 RANGERS, INC AGMM with the rationale for such suspensions and/or expulsions. The
21 General Members present may, by a majority vote, overrule any suspension or ex-
22 pulsion for conduct. In such cases the Member or Operational Associate concerned will
23 be reinstated to full Membership or Operational Associate status without prejudice.
- 24 5. The entire Membership will be informed of all suspensions and/or expulsions in the
25 monthly Newsletter..

26
27 **L. Reinstatement of Membership:** A Member or Operational Associate who resigns or
28 whose Membership or Operational Associate status is terminated for non-payment of dues
29 may apply for reinstatement by submitting a request to the Membership Committee. No
30 action shall be taken on any request for reinstatement until the applicant has paid the
31 annual dues and has paid a reinstatement fee in the amount determined by a resolution of
32 the Board of Directors. The applicant may be required to undergo the entire application
33 process.
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37 **END OF ARTICLE IV**

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39 **NOTHING WRITTEN BELOW LINE 39**
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3 **ARTICLE V**
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5 **BOARD OF DIRECTORS**
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7 **A. Number:** The Worldwide Army Rangers, Inc Board of Directors shall consist of nine
8 elected members.

9 **B. Qualifications:** The Directors of the Association shall be either Annual or Life General
10 Members in good standing and have attended at least one of the last three AGMM's.

11 **C. Composition:** The Worldwide Army Rangers, Inc Board of Directors shall consist of the
12 four Officers (the President, Vice President, Secretary, and Treasurer) and five Directors
13 (Director Place 1, Director Place 2, Director Place 3, Director Place 4 and Director Place 5.)

14 1. **Terms:** One third of the Members of the Association's Board of Directors shall be elected
15 every year for a three year term by absentee ballot and within 120 days prior to a
16 scheduled Annual General Membership Meeting. The base year for the three year terms
17 of the President, Vice President and Director Place 1 are 2012.

18
19 2. The base year for the three year terms of the Secretary, Director Place 2 and
20 Director Place 3 are 2013.

21
22 2. The base year for the three year terms of the Treasurer, Director Place 4 and Director
23 Place 5 are 2014.

24
25 4. There are five offices on the Board of Directors, President, Vice President, Secretary,
26 Treasurer and Placed Director. All members of the Board of Directors shall hereafter in
27 these By-Laws be referred to as "Directors."
28

29 5. All offices on the Board of Directors, except the Treasurer, shall be limited to two
30 consecutive full terms. For clarification see the paragraph immediately following. There
31 will be no limitation on the number of terms the Treasurer may serve. (Any period of
32 time less than 1 1/2 years shall not be considered a full term. Any period 1 1/2 years or
33 more shall be considered a full term. As long as – The Worldwide Army Rangers, Inc
34 AGMM's are held in the late July(15-30) - early August (1-15) time frame the 31st of
35 March will end the half year and 1 April will begin the last half year) If – The Worldwide
36 Army Rangers, Inc AGMM's are held in the late August (16-31) - early September (1 - 15)
37 time frame the 28/29th of February will end the half year and 1 March will begin the last
38 half year. If – The Worldwide Army Rangers, Inc AGMM's are held at any other time the
39 half year mark will be determined as in the forgoing examples. The half year mark for
40 each Member of the BOD will be determined by the date of – The Worldwide Army
41 Rangers, Inc AGMM when he was installed.)
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2 6. An individual completing two consecutive terms in one office may, if elected, serve in
3 another office immediately after completing his second term. (i.e. A Placed Director
4 may run for and serve as President, Vice President, Secretary or Treasurer.) The
5 President, the Vice President, Secretary and Treasurer may run for any other open
6 office to include the office of Placed Director. Any person who has served in an office
7 for two consecutive terms may run for, and be elected to, that office again after being
8 out of that office for one year. (i.e. A Placed Director who has competed two
9 consecutive terms may, after one year out of that office, run and, if elected, serve as a
10 Placed Director for another two consecutive terms.)
11
12 7. A BOD member serving in one office may, run for and, if elected, serve in
13 any other Board office as if he had not served on the Board before. (The five
14 Placed Director positions are all one office.)
15 Directors going out of office due to the termination of their term shall vacate such
16 office at the conclusion of the Annual General Membership Meeting at The
17 Worldwide Army Rangers, Inc AGMM in the year their terms end. Newly elected
18 Officers/Directors will assume their office at the conclusion of the Annual
19 General Membership Meeting at The Worldwide Army Rangers, Inc AGMM in
20 the year that begins their term of office.
21
22 8. In the event a Director is removed in accordance with Article V, paragraph G of
23 these By-Laws, that Director's term of office will cease at a date set by the majority
24 of the remaining Directors. The vacant office will be filled for the remainder of the
25 term as provided elsewhere in these By- Laws.

26 **E. Election:**

- 27 1. The candidates receiving the highest number of votes for their respective Board
28 of Directors Office, or position of Placed Director, are elected. A tie vote shall be
29 resolved by a majority of the Board of Directors voting for one of the candidates.
30 2. No person may run or be a nominee for two different Offices in the same
31 election. When two Placed Director positions are open the two candidates
32 receiving the highest number of votes will be elected.
33 3. If an incumbent is elected to a different office, his currently held office is
34 declared vacant, and filled according to these By-Laws.

35 **F. Compensation:** The Directors shall serve without compensation for their duties.
36 However, they may be reimbursed for expenses incurred in the performance of
37 their duties for the Association.

38
39 **G. Removal of Directors:**

- 40
41 1. The Board may by a vote of two thirds (2/3) of the entire Board of Directors,
42 remove a Director from office for the following, **and only the following,**
43 **reasons:**
44 **a. Gross incompetence.**
45 **b. Gross malfeasance in office.**

1 **c. Conviction of a crime of moral turpitude of such a degree as to**
2 **be an embarrassment to the Association.**

- 3 2. The General Members, at an Annual or Specially called Meeting may remove a
4 Director from office for the reasons stated in paragraph V. G. 1 a, b, & c above by
5 a majority vote of the members present and voting. (The words gross,
6 incompetence, malfeasance and moral turpitude shall be defined per Webster's
7 Dictionary).

8 **H. Resignation:** Any Director may resign effective on giving written notice to the
9 President or the Vice President, unless the notice specifies a later time for the
10 effectiveness of such resignation. Vacancies may be filled in accordance with these
11 By-Laws.

12 **I. Vacancies:**

- 13
14 1. Causes – Vacancies shall exist on the death, resignation, or removal of any officer.
15
16 2. Filling Vacancies by Directors – Except for the position of President,
17 vacancies may be filled by appointees receiving a majority vote of the
18 Directors.
19
20 3. In the event the President's position becomes vacant, the Vice President will be
21 promoted to finish the term. In the event there is no Vice President, or the Vice
22 President declines the promotion, the Secretary will then be promoted to
23 President. If there is no Secretary, or if the Secretary declines the position,
24 then the Board will elect a President from among those members of the Board
25 willing to fill the position of President.

26 **J. Duties:** The Board shall have responsibility for the general and financial management of
27 the Association. They shall carry on the business and control the property of the Associa-
28 tion. The Board shall make rules governing the conduct of the members while
29 representing or conducting activities on behalf of the Association.

30 **K. Meetings:**

- 31
32 1. Meetings of the Board of Directors or any committee designated by the Board of Directors
33 may be held by remote communications technology and/or remote communications
34 systems, including but limited to video conferencing technology or internet, only if (a) each
35 person entitled to participate in the meeting consents to the meeting being held by means of
36 that system; and (b) the system provides access to the meeting in a manner or using a
37 method by which each person participating in the meeting can communicate concurrently
38 with each other participant.
39
40 2. The Board of Directors shall meet from time to time as determined by the President
41 or as requested by four (4) Members of the Board. Additional the Board shall meet each
42 year immediately prior to the starting day of the annual WORLDWIDE ARMY
43 RANGERS, INC AGMM at the reunion's meeting place and again prior to the
44 conclusion of such reunion. The Board may hold a regular meeting, normally called a
45 Mid Year Conference, at a time and place, normally at the location of the next
46 WORLDWIDE ARMY RANGERS, INC AGMM, or the Board's choice.

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- 3 **L. Audits:** Prior to the AGMM of the Association, the Board will ensure that all of the
4 financial and property records of the previous fiscal year (1 January through 31
5 December) are reviewed and or audited in accordance with the Generally Accepted
6 Accounting Principles (GAP) as prescribed by the American Institute of Certified Public
7 Accountants (AICPA) in Statement of Accounting Standards 117 (SAS 117) by a CPA
8 chosen by the BOD. For those years where there is a change of Treasurers the financial
9 and property records will be reviewed or audited as determined by the BOD in the
10 manner prescribed above. The results of such re-views/audits shall be given in writing to
11 the Board of Directors by the reviewer/auditor who performed the review or audit. The
12 Board will make the results of such reviews/audits available orally to the General
13 Membership at the next General Membership Meeting. Members may request to see the
14 full review/audit, at their own expense, at the convenience of the BOD.
- 15 **M. Special Meetings:** Special Meetings of the Board may be called by the President or,
16 in his absence, by the Vice President or by four of the Directors upon written/e-mail
17 notice to every member of the Board. Such notice must designate the time, place and
18 purpose of such meeting (no other business may be transacted) and must be given at
19 least three (3) weeks in advance of the date for which the meeting is called
- 20 **N. Conduct of Meetings:** The President or, in his absence, the Vice President, or in their
21 absence, the Secretary, or in the absence of all three any Director selected by a majority of
22 the other Directors present, shall preside at the meetings of the Board and of the
23 Association. In the absence of the Secretary or, when the Secretary is presiding at the
24 meeting, the chair will appoint any Director to act as the Secretary for the meeting.
25 Members of the Board may participate in a meeting through conference telephone or
26 similar communications equipment, as long as all members participating in such meeting
27 can hear one another. Such participation shall constitute personal presence at the
28 meeting. Voting by proxy is not authorized for any meeting of the Board of Directors.
- 29 **O. Action Without Meeting:** Any action required or permitted to be taken by the Board
30 may be taken without a meeting, if a majority of the members of the Board individually
31 or collectively consent in writing/e-mail or telephone to such action provided that all of
32 the members of the Board were notified of the requested action. Such written consent or
33 consents shall be filed with the minutes of the proceedings of the Board. Such action by
34 written/e-mail or telephonic consent shall require a two thirds (2/3) majority to pass and
35 shall have the same force and effect as any other vote of the Directors. When a vote is
36 made by telephone each member will confirm his vote in writing immediately after the
37 vote is made. Votes by electronic means will be printed out for the record. The results of
38 all actions without a meeting will be confirmed and included in the minutes of the next
39 meeting of the Board.
- 40 **O. Quorum:** A majority of the Board as defined in Par V C above shall constitute a
41 quorum.
- 42 **P. Bequests:** Whenever the Association shall receive a gift or bequest it shall be deposited
43 or invested in such a manner as the Board and the Association's Treasurer may

1 determine, except as otherwise specified in the gift or bequest. The income from any
2 such gift or bequest may be expended from time

3 **Q. Conflict of Interest:** Any Director that has a financial interest in a subject brought to
4 the BOD for discussion or action or that has a direct bearing on him or his immediate
5 family shall, unless otherwise permitted under Robert's Rules of Order, recuse himself
6 from all discussion and voting on such subject except to answer direct questions on the
7 subject from other BOD members.

8 **End of Article V**

9 **NOTHING WRITTEN BELOW LINE 9**

1 **ARTICLE VI**

2 **DUTIES OF THE BOARD OF DIRECTORS**

3 **A. President** – It shall be the duty of the President to serve as the Chief Executive Officer
4 (CEO) of the Association. The President shall preside at all meetings and sign and
5 acknowledge all instruments when required. He has the complete authority, responsibility,
6 and accountability normally afforded the president of any Georgia Corporation CEO as
7 defined by Georgia statutes.

8 **B. Vice President** – The Vice President (VP) shall perform duties as may be assigned by the Pres-
9 ident and shall assume and perform the duties of the President in the absence of the
10 President. In the event that the office of the President becomes vacant, the Vice President will
11 temporarily assume the President's duties, not to exceed thirty days (30). The new President
12 will be appointed by the Board of Directors. The Vice President's duties are to be outlined in
13 Annex (A) of – The Worldwide Army Rangers, Inc Standing Operating Procedures (SOP) as
14 approved by the President and the BOD. This Annex and any other SOP assigned to the VP
15 office may be modified by the President and/or the BOD at any time by either the President or
16 BOD.

17 **C. Secretary** – The Secretary shall be responsible for the maintenance of the minutes of all meetings
18 of both member and board meetings and will give notice of meetings when required. He will en-
19 sure – The Worldwide Army Rangers, Inc corporate licenses are kept current with each state
20 where the Association is registered. He will also ensure the Association's non-profit status is
21 maintained with each state where filed. He shall receive, route and maintain US mail
22 correspondence between the membership and various Board members. The Secretary shall
23 assume the duties of the President in the absence of the President and the Vice President. The
24 Secretary's Duties are to be outlined in Annex B of The Worldwide Army Rangers, Inc SOP as
25 approved by the President and the BOD. This Annex and any other SOP assigned to the
26 Secretary's office may be modified by the President and/or the BOD at any time by either the
27 President or BOD.

28 **D. Treasurer** – The Treasurer will be knowledgeable and capable of administering financial
29 records and responsibilities in accordance with General Accepted Accounting Principles. The
30 Treasurer is the Chief Financial Officer (CFO) of the Associations as defined by Texas statutes
31 for non-profit corporations. As such he is fully responsible and accountable for all of the
32 Association's financial transactions. The Treasurer reports directly to the President of – The
33 Worldwide Army Rangers, Inc . The Treasurer has the authority to assign duties as pertains to
34 managing and handling WORLDWIDE ARMY RANGERS, INC funds though he retains full
35 responsibility, accountability, and liability. The Treasurer's duties are outlined in Annex C of
36 – The Worldwide Army Rangers, Inc SOP as approved by the President and the BOD. This
37 Annex and any other SOP assigned to the Treasurer's office may be modified by the President
38 and/or the BOD at any time by either the President or BOD, provided it does not conflict with
39 any statutes of any state in which – The Worldwide Army Rangers, Inc is registered.

1 F. Directors – The Directors, Place 1 through Place 5 shall be assigned duties as deemed
2 appropriate by the President.

3 G. Board – The Board of Directors will:

- 4 1. Conduct all business and direct and supervise all affairs of the Association not
5 specifically reserved to the Membership in these by laws.
- 6 2. Devise plans for the growth and prosperity of the Association for the approval of
7 the Membership and nurture such plans upon approval.
- 8 3. Develop and present policies for the benefit of the Association to the
9 Membership for approval and to carry out these policies upon approval.
- 10 4. Report to the membership all important matters of interest to the Association.

11 H. Staff Judge Advocate: The Judge Advocate shall be appointed by the President with
12 approval by the Board of Directors by a simple majority vote. The appointee shall:

- 13 1. Be a licensed attorney and a member of the Worldwide Army Rangers, Inc. He shall
14 serve as the legal advisor for The Worldwide Army Rangers, Inc and to any committees
15 formed by the Board of Directors (BOD) and at the annual WORLDWIDE ARMY
16 RANGERS, INC AGMM, the mid-year meeting of the BOD or at any other time when
17 such legal advice on the Constitution and By-Laws is requested by an officer or
18 member.
- 19 2. Make advisory rulings and usage of the Constitution and By-Laws of The
20 Worldwide Army Rangers, Inc . The President shall render decisions, which shall be
21 subject to appeal, to the BOD which shall have the power to rescind or modify. In all
22 such cases the membership at WORLDWIDE ARMY RANGERS, INC AGMM shall
23 have the power of the final decision.
- 24 3. Be the primary legal counsel on all matters of any nature involving contracts of all kinds,
25 law suits, or threatened suits involving The Worldwide Army Rangers, Inc. He shall be
26 responsible for making such decisions as are necessary, or for referring such matters to outside
27 legal firms as shall be employed by direction of the President of The Worldwide Army Rangers,
28 Inc with the approval of the BOD.
- 29 4. Meet with the BOD whenever the BOD meets or for BOD teleconferences. He shall
30 serve without pay with all of his services to The Worldwide Army Rangers, Inc will be
31 on a Pro Bono basis. However he shall be reimbursed for all valid travel expenses with
32 approval of the BOD.

33 **End of Article VI**

1 **ARTICLE VII**

2
3 **REUNION AND SPECIAL MEMBERSHIP MEETINGS**

4 **A. Reunions** – The Annual General Membership Meeting of the Members of the Association
5 shall be held at a time and place selected at a previous Board of Directors Meeting.
6 Notice of such Annual Membership Meetings shall be mailed and/or sent by USPS to the
7 Members at least 90 days prior thereto.

8 **B. Special Meetings** – Special Meetings may be called by the President or by four Members
9 of the Board, or when requested in writing by twenty five percent (25%) of the General
10 Members of the Association. Notice of a Special Meeting shall be given by the Secretary in
11 the same manner as notice of an Annual Membership Meeting.

12 **C. Quorum** – Seventy voting members in good standing shall constitute a quorum for
13 the transaction of business at any Annual or Special Meeting of the Association.

14 **D. Proxies** –Voting by proxy or other means, as defined in these By-Laws, shall not be
15 allowed at any Annual or Special Membership meeting.**

16 **E. Topics for Discussion** – Topics at either Annual or Special Membership Meetings should
17 be presented to the Secretary for inclusion in the meeting’s agenda at least 30 days prior
18 to the date of the meeting.

19 **End of Article VII**

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21 ****Section D. Amended to read Proxies shall not be allowed.**

22 **Approved by WAR BOD on 15 September 2014.**

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27 **NOTHING WRITTEN BELOW LINE 27**

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ARTICLE VIII COMMITTEES

The Board of Directors may appoint committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Association’s Articles of Incorporation, these By-Laws, and the law. Committees such as, but not limited to the following, shall hold office at the pleasure of the Board. All Committee members must be in good standing and have attended at least one of the last two AGMM’s.

A. Membership Committee - The Board of Directors shall appoint a Membership Committee consisting of a minimum of seven members and such additional members as may be designated by the Board. The BOD will review the membership of the committee at least annually and make any changes it deems necessary.

B. AGMM Committee – The Board of Directors shall appoint a AGMM Committee consisting of such number of members as may be designated from time to time by the Board. The AGMM Committee shall be responsible for scheduling, planning, coordinating, and arranging all aspects of The Worldwide Army Rangers, Inc AGMM and social events for the Members of the Association. The AGMM Committee shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

C. Nominating Committee**

1. In order to be eligible for nomination and election to office one has to be a General Member of the Association in good standing and have ATTENDED AT LEAST TWO OF THE LAST THREE WORLDWIDE ARMY RANGERS, INC AGMM’s PRIOR TO THE ELECTION.
- 2 . After preparing the ballot the Committee will prepare an information packet about the nominees that will contain each candidate’s name, position for which he is running, a short (no more than 250 words) biography on the candidate, and a passport size photograph of the candidate.
3. The Registration Packet will contain the biography/photograph packet, the Election Ballot (with a space under each position for any write-in candidates.)

THE REGISTRATION PACKET/BALLOT WILL BE PUBLISHED ON THE WORLDWIDE ARMY RANGERS, INC WEB SITE. PAPER BALLOT’S WILL BE SENT TO ALL MEMBERS WITH OUT INTERNET ACCESS. SECRETARY WILL MAIL BALLOTS TO ANY MEMBER REQUESTING A BALLOT. MAILED BALLOTS WILL BE NUMBERED AND NAMED FOR THE REQUESTING MEMBER.

1 ****ORIGINAL c-1, DELETED (SAME AS c-2.) ORIGINAL BOLD TYPE DELETED**
2 **AND REPLACED WITH PRESENT. APPROVED 18 FEB 2015.**
3

4
5 D. Tally Committee – In advance of any election, the Board of Directors shall appoint a Tally
6 Committee to authenticate and count votes. The announcement of each election will include
7 where to send ballots and the closing date for the receiving of ballots by the Committee. The
8 results of all elections will be confidential and reported only to the Association President by
9 the Chairman of the Tally Committee. Cast ballots shall remain confidential and be retained
10 for thirty days after the election results are announced, and then be destroyed.

11 E. Planning and Budget Committee – – The Worldwide Army Rangers, Inc President shall
12 appoint a Planning and Budget Committee, Chaired by the Treasurer, consisting of such
13 numbers of Members as may be designated from time to time. In coordination with the
14 BOD Members, the Planning and Budget Committee shall be responsible for preparing
15 the annual (based on the Fiscal Year [FY] 1 January through 31 December) estimate of
16 revenue: Where funds are received from; the projected amount; and how funds are to be
17 utilized. The Committee shall provide The Worldwide Army Rangers, Inc Board a
18 proposed budget/intended course of action for the following FY at the annual
19 WORLDWIDE ARMY RANGERS, INC AGMM/ Board of Directors Meeting. The
20 Planning and Budget Committee shall perform such other duties as may be prescribed.

21 F. Ranger Hall of Fame Committee – The Worldwide Army Rangers, Inc President shall
22 appoint a Ranger Hall of Fame (RHOF) Committee. By RHOF By-Laws, the President is
23 the de Facto RHOF Representative. The President shall appoint a RHOF Inductee as
24 Chairman and Committee Members will be selected by the President and Chairman.

25
26 The RHOF Committee shall;

- 27
28 1. Be governed by the RHOF By-Laws, as amended,
29 (See Appendix F-1 – RHOF By-Laws, as amended, 16 November 2012.)
30
31 2. Strictly adhere to Article IV – Veteran Eligibility Criteria and Article XI, NOMINATION
32 FORMAT.
33
34 3. Submit one to three qualified members of Worldwide Army Rangers, Inc, per RHOF By-
Laws, on a yearly basis for Nomination to the RHOF.
35
36 4. The RHOF Committee may perform other such duties as may be prescribed. The BOD
37 will review the Committee Membership annually and make any changes it deems
necessary.

38 G. Awards and Ceremonies Committee – The Vice-President of Worldwide Army Rangers, Inc
39 shall be the Chairman of the Awards and Ceremonies Committee. The Chairman may
40 appoint additional members, as required, to achieve committee objectives;

- 41
42 1. Recognition of those in the Ranger Community who have excelled or made a significant
43 contribution in or to their duty assignments.
44

1 Including, but not limited to;

2
3 a. Ranger School Distinguished Honor Graduate.

4
5 b. Ranger School Officer and Enlisted Honor Graduate.

6
7 c. Ranger School Officer and Enlisted Leadership.

8
9 d. 75th Ranger Regiment Soldier of the Year.

10
11 e. 75th Ranger Regiment NCO of the Year.

12
13 f. 75th Ranger Regiment Ralph Puckett Leadership Award.

14
15 g. Distinguished Graduates of the Ranger Assessment and Selection Program (RASP.)

16
17 h. Recognition of Leadership at the Airborne Ranger Training Battalion (ARTB.)

18
19 i. Individuals who have made a significant donation and/or contribution to the Ranger
20 Community through or with the Worldwide Army Rangers, Inc

21
22 2. Awards and Ceremonies Committee shall report to the Vice-President.

23
24 3. All funding shall be approved by the Planning and budget Committee.

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26
27 **END OF ARTICLE VIII**

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29 **NOTHING WRITTEN BELOW LINE 24**

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ARTICLE IX

RULES OF ORDER

All matters of procedures not otherwise provided for in these By-Laws shall be governed by the latest edition of Robert’s Rules of Order.

ARTICLE X

AMENDMENTS

An amendment to these By-Laws shall be made in the following manner: A proposal to amend the By- Laws shall be initiated either by the adoption of an appropriate resolution by the Board of Directors or by the adoption of an appropriate resolution by a majority of the Members at any Annual Meeting or at any Special Meeting. Prior to the adoption of any amendment(s) the Membership will be given prior notice of the proposed amendments in writing in the Worldwide Army Rangers, Inc Newsletter and published on the Web site prior to the regularly scheduled AGMM or Regular Meeting

END OF WORLDWIDE ARMY RANGERS, INC BY-LAWS

DATE: 30 JUNE 2014
CAL ROLLINS
SECRETARY
WORLDWIDE ARMY RANGERS, INC

