



CONSTITUTION

OF

FORGOTTEN EAGLES INC. ®

(A Nonprofit Corporation)

ARTICLE I: Name

The name of the Corporation is Forgotten Eagles Inc., (the “Corporation”).

ARTICLE II: Officers

Section 2.01 Registered Office and Agent: The Corporation’s initial registered office is _____

_____, and the name of the initial registered agent is __

_____.

Section 2.02 Other Offices: The Corporation may also have offices or Chapters at such other places as the State Board of Directors may determine from time to time or the affairs of the Corporation may require.

ARTICLE III: Purposes

Section 3.01: Purposes: The Corporation is organized and will be operated for the following purposes:

1. To heighten awareness and to publicize the POW/MIA issue;
2. To educate the public on the plight of POW/MIAs;
3. To advocate for the fullest possible accounting of all of America's POW/MIAs;
4. To heighten awareness and education of the public on the effects of Agent Orange/Dioxin and of the Chemical, Biological and Radiological weapons testing on the U.S. military personnel.
5. To promote physical and cultural improvement, growth and development, self-respect, self confidence and usefulness of America's veterans and families.
6. To assist America's disabled and needy veterans, their dependents and the widows and orphans of deceased veterans; and
7. To help other not for profit organizations that have similar interests at heart.

Section 3.02 Enabling Clause: The Corporation may, within the limits of applicable law, do all things necessary or desirable for the attainment of its stated purposes, and for all purposes incident to or resulting from such stated purposes.

Section 3.03: Tax Status: It is intended that the Corporation shall be exempt from Federal income tax as an organization described in Section 501 (C) (3) of the Code. This Constitution and the Articles of Incorporation of the Corporation shall be constructed accordingly, and all rights, powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV: Policy

Section 4.01; General: The Corporation is not organized for profit and shall not engage in any regular business of any kind carried on for profit.

Section 4.02 Increment: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions furtherance of the purposes set forth above.

Section 4.03 Limitation on Activities: Notwithstanding any other provision of this Constitution or the Articles of Incorporation of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax and organization described in Section (C) (3) of the code.

ARTICLE V: Duration of the Corporation

Section 5.01: Duration: The Corporation shall have perpetual existence, but may be dissolved at any time in accordance with applicable law.

ARTICLE VI: Members

Section 6.01: Membership: The Corporation shall have four classes of membership; (1) regular, (2) at large, (3) honorary and (4) junior.

Regular members shall be entitled to vote, to hold office as an officer or director of the corporation and to chair committees of the corporation. At large members shall be allowed to vote only at the state convention and only on state level matters. An at large member shall not be allowed to vote on a chapter level. An at large member shall be allowed to hold office as an officer or director of the corporation and to chair committees of the corporation at the State level only. Honorary and junior members shall not be allowed to vote or to hold an office of the corporation.

Section 6.02: Eligibility for Membership: Regular Membership shall be any person age eighteen (18) or older who wishes to further the express purposes of the Corporation. Junior Membership shall be individuals under age eighteen (18) who wish to further the express purposes of the Corporation.

Section 6.02a: Eligibility of members that are on active military duty: Any member of this organization that is on active duty with ANY branch of the United States Military will be allowed full membership rights as stated under Section 6.01.

Section 6.03: Admission: Members shall be admitted, or denied admission with just written cause, at the discretion of the Board of Directors in such manner and upon making such application as the Board may from time to time provide. All applications will be reviewed by a membership committee and approved by the majority of the executive board.

ARTICLE VI: Members (Continued)

Section 6.04: Termination of Membership: Membership shall terminate in any of the following ways:

- (I) Death of the member;**
- (II) Voluntary resignation;**
- (III) By majority vote of the membership;**
- (IV) Failure to pay membership fees and dues as may be fixed by the State Board of Directors from time to time;**
- (V) Failure to conform to, and comply with the Constitution and other rules of the Corporation now or hereinafter in effect.**

Section 6.04a: Return of items that belong to this organization: At termination,, any items that belong to this organization will be returned in a timely manner. If they are not, first a phone call will be made to the individual. Then a registered letter will be sent to the last known address of the individual. If there is still no response to the return of these items, then legal proceedings will begin and not only will items be requested to be returned (or a monetary value of such), but a request for all costs incurred to recover said items will be requested through the court system.

Section 6.04b: Rebuttal to removal: Any member that has been asked to remove himself or herself from the organization, must have the ability and right to meet with his or her accusers and be allowed to present his or her case in their defense.

Section 6.05: Dues: The State Board of Directors may determine and establish dues for membership in the Corporation.

Section 6.06: Membership Privileges: Members shall be entitled to such privileges, benefits and publications as may be authorized from time to time by the membership.

ARTICLE VII: Chapter Board of Directors

Section 7.01: General: The property, affairs, and business of the Chapter shall be vested in a Chapter Board of Directors.

Section 7.02: Number of directors: The Board of Directors shall consist of: (a) President, (b) Vice-President, (c) Secretary, (d) Treasurer

Section 7.03: Election of Directors: The Board of Directors of the Chapter shall be elected by a vote at an annual meeting. Each director elected must be a regular member of the Chapter in good standing. Each member seeking election to a position within the Chapter shall only be a candidate for one elected position. If nominated for more than one position he or she will have to decide which one of the positions they desire. This decision must be made before the voting begins.

Section 7.04: Term Each member of the Board of Directors shall hold office for a term of two (2) years, and until their successor has been elected and qualified, or until their death, resignation or removal. A member of the Board of Directors may succeed himself or herself any number of times.

ARTICLE VII: Chapter Board of Directors (Continued)

Section 7.04a: Modification of election of officers: There will only be half of the board elected each year, there by keeping some stability to the organization, with little or no possibility of overthrows within the organization. During the first election, the first half of the board, as determined by the State Board of Directors, will serve the normal two (2) year term. The second half of the board will serve only one (1) year. After that every election should be on schedule.

Section 7.05: Resignation: A director from the Board of Directors may resign at any time by giving written notice to the President of the Chapter. In the case of the President requesting to resign, that request must be presented to the entire board of directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation. Unexcused absence as determined by the President and board members of the Chapter; from three consecutive meetings of the Board of Directors is considered a resignation.

Section 7.06: Removal: A member serving on a Chapter Board of Directors of this Corporation may be removed from office with adequate justification in writing. Upon receipt of petition for removal signed by a 2/3 majority of the Chapter Membership the matter will be forwarded to the State Board of Directors. The State Board shall set an inquiry date within ninety days of receipt of the petition. The Member in question shall have the right to present be present and present their defense at the inquiry. The State Board of Directors and shall require a majority vote for removal of the office in question.

Section 7.07: Vacancies: In the event of any vacancy in an office of the Chapter through death, resignation, removal or other cause, the President of the Chapter shall appoint a successor officer. In the event the office of President becomes vacant, the Vice-president shall assume the office of the President. The appointment shall not exceed a ninety (90) day interim period, at which time there will be a special election to fill the remainder of the term of the office that was vacated.

Section 7.08: Duties of Chapter Board of Directors: The Chapter officers within the Chapter shall have such authority and shall perform such duties as are customarily incident to their respective office's and such other further duties as prescribed in this Constitution and as from time to time may be required by the State Board of Directors. Specifically:

- 1. President:** The President shall supervise and control all of the business affairs of the Chapter in accordance with policies and directives approved by the membership. The President shall preside at all meetings of the members and of the Board, and shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee. The President shall not vote on any issues except when his or her vote is required to break a tie. The only exception to this is during elections when he or she shall be entitled to vote for the candidates of his or her choice. At monthly meetings the President will give a "Presidents Report" on the preceding month's activities.
- 2. Vice-President:** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-president shall perform the duties of the President, and , when so acting, shall have all of the powers of and by subject to all of the restrictions upon the President. The Vice-president shall perform such other duties and have such other powers and the President or membership may from time to time prescribe.

ARTICLE VII: Chapter Board of Directors (Continued)

3. **Secretary:** The Secretary shall be responsible for preparing and maintaining custody of the minutes of the meetings of the Board of Directors and of any regular meeting in one or more books provided for that purpose, and shall give, or cause to be given, all notices that are required by this Constitution or applicable law. The Secretary shall keep all correspondences and communications that apply to their chapter. At monthly meetings the Secretary will give a report on the minutes of the previous monthly meeting.

4. **Treasurer:** The Treasurer shall have custody of, and be responsible for, all funds and securities of the Chapter. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Chapter, and shall deposit all moneys and valuable property of the chapter in the name of and to the credit of the chapter in such banks or depositories as the membership may designate. Whenever required by the membership, the Treasurer shall render a statement of accounts. He or she shall at all times exhibit the books and accounts to any officer, director or member of the Chapter Or Corporation. At monthly meetings the Treasurer will give a report on the financial status of the Chapter as of the last monthly Chapter board meeting.

Section 7.09: **Regular meetings:** The Board of Directors shall conduct a meeting of the Board at least once every three (3) months.

Section 7.10: **Special Meetings:** Special meetings of the Board of Directors may be called at any time by the President of the Chapter or by a majority of the Board of Directors of the Chapter. Special meetings shall be held at the place and time designated by the Chapter President.

Section 7.11 **Quorum:** At all meetings of the Board of Directors, a simple majority of the number of directors then in office shall constitute a quorum for the transaction of business, and the acts of the majority, unless otherwise specified in this constitution, of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 7.12: **Records and Reports:** The Board of Directors shall cause to be kept a complete record of all its acts and proceedings for an indefinite period of time.

ARTICLE VIII: State Executive Board of Directors

Section 8.01: **General:** The property, affairs and business of the Corporation shall be vested in a State Board of directors.

Section 8.02: **Number of Directors:** The State Board of Directors shall consist of: the State President, State Vice President, State Secretary, State Treasurer and the Chapter Presidents.

Section 8.03: **Officers:** The officers of the Corporation shall be (a) President, (b) Vice-President, (c) Secretary and (d) Treasurer.

Section 8.04: **Election of Officers:** The officers of the Corporation shall be elected by a vote at an annual meeting by the duly elected Chapter delegates. Each officer elected must be a Regular or an At Large member of the Corporation in good standing. Each member seeking election to a position within the Corporation shall only be a candidate for one (1) elected position. If nominated for more than one position he or she shall have to decide which one of the positions they desire. This decision must be made before the voting begins.

Section 8.05: **Term:** Each officer shall hold office for a term of (2) two years and until their successor has been elected and qualified, or until their death, resignation or removal. This will only have the exception of the first year of operation as stated in Section 7.04a. Election or appointment of an officer shall not, of itself, create contract rights. An officer may succeed themselves any number of times.

Section 8.06: **Resignation:** Any officer may resign at any time by giving written notice to the State Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein or if no time is specified, then upon receipt thereof.

Section 8.07: **Removal:** Any State Executive Board Officer or Director may be removed from office, with adequate justification in writing at any meeting of the State Board of Directors or a special meeting called for that purpose. The member in question shall have the right to be present and present their defense at the inquiry. Removal shall be by written petition signed by a 2/3 majority of the directors and filed with the minutes of proceedings of the State Board of Directors. Such removal shall be without prejudice to the contract rights, if any of the person so removed.

Section 8.08: **Vacancies:** In the event of any vacancy in an office of the Corporation through death, resignation, removal or other cause, the President of the Corporation shall appoint a successor officer. In the event the office of the President becomes vacant, the Vice-President shall assume the office of President. The appointee shall serve out the remaining time of the vacated office.

Section 8.08A: In order to preserve the balance of decision making within the organization, the office of State President and State Vice-President shall not be elected from the same Chapter.

Section 8.09: **Duties of the Officers:** The officers of the Corporation shall have such authority and shall perform such duties as are customarily incident to their respective office's and such other duties as prescribed in this Constitution and as from time to time may be required by the Board of Directors specifically.

ARTICLE VIII: State Executive Board of Directors (Continued)

1. **President:** The President shall be the chief executive officer of the Corporation and shall supervise and control all of the business affairs of the Corporation in accordance with policies and directives approved by the membership. The President shall preside at all meetings of the State Board of Directors and shall appoint all chairpersons of committees except the chairperson of the Nominations Committee. The President shall not vote on any issues except when his or her vote is required to break a tie. The only exception to this is during elections when he or she shall be entitled to vote for the candidates of his or her choice.
2. **Vice-President:** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President and when so doing shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the President or State Board of Directors may from time to time prescribe.
3. **Secretary:** The Secretary shall be responsible for preparing and maintaining custody of the minutes of the State Board of Directors in one or more books provided for that purpose and shall give or cause to be given all notices that are required by this Constitution or applicable law. The Secretary shall have custody of the corporate seal of the Corporation, if any and he or she shall have the authority to affix the same to any instrument requiring it and when so affixed his or her signature may attest it.
4. **Treasurer:** The Treasurer shall have custody of and be responsible for all funds and securities of the Corporation. He or she shall keep or cause to keep complete and accurate accounts of receipts of disbursements of the Corporation and shall deposit all moneys and valuable property of the Corporation in the name of it and to the credit of the Corporation in such banks of depositories as the State Board of Directors may designate. Whenever required by the State Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all times exhibit the books and accounts to any officer or director of the Corporation.

ARTICLE VIII: State Executive Board of Directors (Continued)

Section 8.10: Agents and employees: The State Board of Directors may appoint and or hire such other agents and employees as it may deem necessary for conducting the affairs of the Corporation and who shall have such authority and perform such duties as may be prescribed by the State Board of Directors. Any such other agent or employee may be removed at any time with or without cause by the State Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed and the appointment of such other agent or employee shall not in itself create contract rights.

Section 8.11: Compensation of Officers, Agents and Employees: The Corporation may pay compensation in a reasonable amount to officers, assistant officers and agents for services rendered. Such amounts are to be fixed by a majority of the State Board of Directors. The Corporation may pay compensation in reasonable amounts to employees for services rendered and such amounts are to be fixed by the State Board of Directors or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers.

Section 8.12: Absence, Inability to Act: In the event of absence or inability of any agent or employee to act, the Board of Directors may delegate the powers and duties of such agent or employee to any other officer, agent or employee whom it may select.

ARTICLE IX: Membership Meetings

Section 9.01: Regular Meetings: Regular meetings of a Chapter shall be held on a date that will be determined by the members of the Chapter on at least a monthly basis.

Section 9.02: Annual Meetings: The annual meeting of the members of the Chapter shall be held in September of each year at a time and place to be determined by the membership for the purpose of electing officers, each for a two (2) year term and Directors each for a two (2) year term with the exception of the first year of operation as stated in Section 7.04a.

Section 9.03: Special Meetings: Special meetings of the members may be called at any time by the President of the Chapter and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors or of the members in good standing.

Section 9.04: Quorum: The presence, in person of ten percent (10%) of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business.

Section 9.05: Voting: Each regular member shall be entitled to one (1) vote on all business submitted to the membership for a vote. Votes must be cast in person in a manner designated by the Board of Directors, Except as otherwise provided in this Constitution, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of business is present shall be necessary for the adoption thereof

ARTICLE X: Indemnification

Section 10.01: ***Rights of Indemnification:*** The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee or agent of another corporation, partnership, joint venture, trust or other action, suit or proceeding to be liable for negligence or misconduct in the performance of such duty. No payment shall be made under this article, however, if it would cause the Corporation to lose its tax-exempt status as an organization described in Section 501 (C) (3) of the code.

Section 10.02: ***Insurance:*** To the extent permitted by law, the Corporation may purchase and maintain bonding insurance for directors and officers and other relevant liability insurance on behalf of any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit or reimburse the same for reasonable expenses incurred for the purchase and maintenance of such insurance.

ARTICLE XI: Miscellaneous

Section 11.01: ***Fiscal Year:*** The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December of each year.

Section 11.02: ***Corporate Seal:*** The State Board of Directors of the Corporation may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the state and year of incorporation and identify the imprint thereof as the corporate seal of the Corporation.

Section 11.02a: ***Official logo of Forgotten Eagles Inc.:*** The official logo will be the eagle head above the State of Michigan with the POW/MIA emblem on the lower peninsula of the State of Michigan with the Forgotten Eagles rocker above the eagles head. This will be displayed on patches, vests, t-shirts and hats and any other material or vehicle used to publicly display the Corporation symbol of Forgotten Eagles Inc. The back patch will be placed on the back of the garment near the center with the rocker above it.

ARTICLE XI Miscellaneous (Continued)

Section 11.03: *Alcohol and Substance Policy*: There will be no excessive alcohol consumption to the point of intoxication and no illegal substance abuse during any business meetings of the Corporation or Chapters. This policy shall extend to the official functions of the Corporation and Chapters (i.e. flag presentations, educational programs, attendance at veteran's programs, etc.) At these official functions there will be a zero tolerance policy in effect to better communicate with the public at large that we are providing a worthwhile service to the community. The presiding officer(s) at the business meeting or official event shall ask anyone attending a meeting to leave if they show signs of violating this/these policies.

Not included in this policy are the social functions of the Corporation or Chapters (i.e. picnics, events, attendance at fund-raising events, etc.) In the event the Corporation or Chapter is coordinating a fund-raising event; alcohol sales may be provided by a separate business entity (i.e. bar, restaurant etc.) This business entity shall provide a copy of an insurance certificate indemnifying the Corporation or Chapter of any and of all liabilities involved in the sale or consumption of alcohol.

Any member that brings discredit to the organization by committing an illegal, immoral or otherwise reprehensible act while wearing organization identification will be subject to disciplinary action as deemed appropriate by the board of directors of the Corporation and /or Chapter.

ARTICLE XI: miscellaneous

Section 11.04: Oath of Office for officers, directors, and committee chairs of Forgotten Eagle Inc.

I, _____ (state your name) do solemnly swear that I will faithfully execute the office of

_____ (state your office, directorship, or committee chair) of the Forgotten Eagles Inc. and will, to the best of my ability, preserve, protect, and defend the Constitution of the United States of America and the Constitution of Forgotten Eagles Inc.

Section 11.05: Robert's Rule of Order: Other than herein stated, all meetings of the Corporation will be conducted utilizing the rules contained in the current edition of Robert's Rules of Order, Newly Revised. There will also be at least one parliamentarian present at each meeting, whether it is a general membership meeting, or board meeting.

Section 11.06: Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the charitable or educational purposes to the federal government, an agency or agencies thereof, or to an organization or organizations exempt from Federal income tax as an organization or organizations described in section 501 (c) (3) of the Code, and contributions to which are deductible under section 170 (c) (3) of the Code. Any of such assets not so distributed by the Board of Directors shall be distributed by the Court in the district in which the office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such organization or organizations exempt from Federal income tax as an organization or organizations described in section 501 (c) (3) of the Code, and contributions to which are deductible under section 170 (c) (3) of the Code.

ARTICLE XI: Miscellaneous (Continued)

Section 11.07: Severability: To the extent that any provision(s) of these Constitution shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law,

Government regulation or decree, such provision(s) shall be void and of no effect to the extent, and only to the extent, of such determination but the remainder of the provisions of these Constitution shall survive and continue in full force and with full effect.

Section 11.08: Effective Date: This Constitution shall be effective upon confirmation by the membership of the Corporation.

Section 11.09: Amendment of the Constitution: Notice of proposed changes to the Constitution will be presented to the State President and the State Secretary on or before January 31st of any given year preceding the State Convention. This Constitution may be altered, amended or new provisions added thereto by the affirmative vote of 2/3 of the membership present and eligible to vote at the annual meeting.

REVISION PAGE

Section 8.02; State Board of directors shall consist of the State President, State Vice-President, State Secretary, State Treasurer and the Chapter Presidents. Revised 02.09.2008

Section 8.08; Vacancies, strike-the appointment shall not exceed 90 days interim period and special election to fill the remaining time of the office vacated.

ADD; Appointee will serve out the remaining time of vacated office.

Revised 02.09.2008

Section 8.08(new); In order to preserve the balance of decision making within the organization, the office of President and Vice-President shall not be elected from the same Chapter. Added on 02.09.2008

Section 7.02; (e) Omit, and at least 1 member from each Chapter, Revised; 02.09.2008

