



PERSHING RIFLES FOUNDATION, INC. CONSTITUTION

The mission of the Pershing Rifles Foundation, Inc. (dba The Pershing Foundation) is to financially support youth leadership development, academic scholarship, and military science, and to promote the legacy of General of the Armies of the United States, General John J. Pershing.

PREAMBLE

We, the founders of The Pershing Rifles Foundation, Inc. in order to encourage, preserve, and develop the ideals espoused by the National Society of Pershing Rifle—specifically by providing means with which to expand the goals of supporting the education and training of our nation’s youth in the principles of leadership, scholarship and personal responsibility embodied by our founder, General of the Armies John Joseph Pershing—do hereby establish this Constitution.

MISSION

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ARTICLE I: NAME AND PURPOSE

- a. This organization shall be known as The Pershing Rifles Foundation, Inc. hereafter referred to in this document as the “Foundation.”
- b. The primary purpose of the Foundation is to raise and distribute money and other awards to ROTC cadets and to promote the legacy of General of the Armies of the United States, General John J. Pershing.
- c. The Foundation will accomplish this goal by aggressively and decisively seeking funds from donors. This is an affirmative duty of every Director.
- d. The Foundation will accomplish this mission by promoting the profession of military officership, enhancing the opportunities for students, prior military service members and to the general public.
- e. In so doing, the Foundation will elevate and enhance the skills and standards of the military servicemember’s vocation, promote the common professional interests of military cadets, stimulate interest in military service, and promote the overall vitality of the military.
- f. The Foundation is a non-profit Directorship corporation formed under the Delaware Not-For-Profit Corporation Act (the “NPCA”). The Foundation is Public Charity within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and will not carry on any activities not permitted to be carried on by a Delaware non-profit corporation or by an organization exempt from federal income taxation under Code section 501(c)(3).

ARTICLE II: DEFINITIONS

SECTION 1 – INTERPRETATION

All disputes or issues regarding the interpretation of the Constitution & Bylaws (the “Bylaws”), as well as any Regulations adopted by the Board of Directors in accordance with Article, Section, shall be interpreted and resolved by the Board of Directors whose decision shall be final.

SECTION 2 – RULES OF ORDER

All meetings of the Foundation other than any meeting of the Board of Directors if determined by the Directors shall be conducted in accordance with the Rules contained in Roberts’ Rules of Order to the extent applicable and not inconsistent with the Bylaws.

SECTION 3 – TERMS OF ART

- a. Conflict of Interest – The use of Foundation status for personal gain, however trivial.
- b. Ex-Officio – A status of a former Board Members who has completed a three-year term as a Director.
- c. Ad hoc - Created or done for a particular purpose on call.
- d. Assets - Property real and personal, tangible and intangible.
- e. Contract - An agreement between two or more people that creates a legal obligation to do or not to do a particular thing.
- f. Director - A member of the board that manages or oversees the affairs of the Foundation. Every Director is a member. Directors may serve as Directors of other organizations if there is no conflict of interest.
- g. Documentation - Material that provides information or evidence or that serves as a record
- h. Evidence - Information presented in testimony or in documents that is used to persuade the fact finder to decide the issue in favor of one side or the other. Such information must be clear and convincing.
- i. Quorum - The minimum number of Board Directors that must be present at any of its meetings to make the proceedings of that meeting valid.
- j. Honest services – A duty to act only in the best interests of the Foundation and its beneficiaries.
- k. Legal Counsel – An inside advisor to the Foundation, its members, and the Board of Directors.
- l. Inside Advisor – An attorney whose role is to provide legal advice to the Foundation and not represent the Foundation in any lawsuit.

ARTICLE III: GOVERNANCE

SECTION 1 – GENERAL

- a. The Foundation shall be governed by a Board of Directors (“Board”). The Board shall consist of at least fifteen (15) or at most seventeen (17) voting Directors serving three (3) year terms commencing January 1st of a given year.
- b. The sitting Directors of the Board, as of ratification date of this restated construction, shall constitute the inaugural Board for The Pershing Rifles

Foundation. Efforts shall be made to bring the total number of Directors to fifteen (15) or seventeen (17) as soon as practicable.

- c. The Board shall be responsible for executing the mission and purpose of the Foundation; for selecting and evaluating the performance of the Foundation's chief executive; for providing financial oversight of the Foundation's budget and adopting fiscal policy; for adopting legal and ethical governance policies; and for ensuring the Foundation has adequate resources to advance its mission and purpose.
- d. In the event of the death, total incapacity, resignation, removal or refusal to serve on the part of any Director, the Board of Directors shall fill the office with an individual who the Board determines is qualified and is willing to serve and who by majority vote of the Board is elected to fill such a vacancy. Any individual elected to fill such vacancy shall serve for the remainder of the term of office.

SECTION 2 – BOARD'S DUTIES

- a. The Board shall be charged with the responsible, ethical, and legal governance of the Foundation. It shall be responsible for identifying, nominating, vetting, and approving future appointments to the Board in accordance with Article III, Section 1 (d) of this constitution.
- b. Unless elected to the Board as a voting member, the Foundation's Executive Director, should one be designated, shall serve in a non-voting, ex-officio capacity on the Board. In addition, the Pershing Rifles Group may nominate one representative to the Foundation's Board for the purpose of improving cooperation between the Foundation and the Pershing Rifles Group.
- c. In addition to the voting and non-voting (ex-officio) members of the Board, other persons may be appointed to the Board in a non-voting, ex-officio, or emeritus status, by the unanimous consent of the Board. These persons may offer counsel and speak on any matter before the Board.

SECTION 3 - BOARD'S POWERS

- a. The Board of Directors shall be responsible for the management of the Foundation in accordance with this Constitution, Bylaws, any Procedures adopted or external Regulations in effect from time to time and applicable law.

- b. Between Quarterly Meetings, the Board of Directors shall have full authority in all matters. Without limiting the foregoing or any other authority specified in the Bylaws, in matters involving emergencies and/or the good of the Foundation, the Board of Directors shall have complete and final authority.
- c. All complaints and disputes within and between Committees or between Directors of the Foundation shall be decided by the Executive Committee of the Board of Directors, with appeals to the entire Board.
- d. The Board of Directors shall have the right to review upon appeal any action by any Officer or Committees of the Foundation, or any Sectional Officer or Committee, and to prescribe regulations governing such appeal.
- e. The Board of Directors shall have the power to establish educational, benevolent, relief, welfare, retirement, building, reserve and other funds to accomplish the mission and objectives of the Foundation, to be administered in accordance with policies established by the Board of Directors from time to time.
- f. No Member shall endure sanction but for conduct that is provable by objective, clear and convincing evidence. No Member shall endure injury to reputation or standing in the Foundation but for objectively provable intentional or knowing misconduct. All Directors are endowed with abilities and guaranties of taking corrective action upon learning of errors or omissions in their duties.

SECTION 4 – OFFICERS OF THE BOARD

- a. The Officers shall be the Chair, Vice Chair, Secretary, and Treasurer each serving a two (2) year term commencing January 1st of every other year commencing 2022.
- b. Each Officer shall be elected at the final quarterly meeting in each odd numbered year by a majority of those voting.
- c. Each Officer shall be elected for a term of office of two (2) years, and each will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.
- d. The Chairman and the Vice Chairman shall not be eligible to be elected to the same office for more than one (1) two (2) year term, but an Officer shall be eligible to be elected to any other office. For the avoidance of doubt, (i) where the Vice Chair serves as Chair in accordance with the

vacancy provisions of Section 9 (d) of this Article due to a vacancy in the office of Chair, he or she will be eligible for election to the office of Chair, (ii) where the Secretary serves as Vice Chair/Secretary in accordance with the vacancy provisions of Section 9 (e) of this Article due to a vacancy in the office of Vice Chair, he or she will be eligible for election to the office of Vice Chair and (iii) the Vice Chair will not be disqualified from serving as Vice Chair/Secretary in accordance with the vacancy provisions of Section 9 (f) of this Article due to a vacancy in the office of Secretary because he or she previously served as Secretary.

- e. If there are fewer than two (2) candidates for any office at the time of the election, oral nominations may be made by Directors.
- f. The Board of Directors shall establish guidelines, policies and/or Regulations for Officer elections, including maximum expenses, procedures and assistance that may be provided by the Foundation to any candidate.

SECTION 5 - THE CHAIR

The Chair of the Foundation shall serve as the Chairperson of the Board of Directors and shall have the following powers and duties:

- a. To seek donations from donors.
- b. To preside at all Annual Meeting and Special Meetings of the Foundation and at all meetings of the Board of Directors.
- c. To appoint committees of the Foundation and their chairpersons as may be deemed necessary in accordance with the Bylaws.
- d. To serve as the chief spokesperson for the Foundation on all issues. The Chair shall keep the other Officers, other Directors and the Chief Executive Officer advised of such statements.
- e. To represent the Foundation among the outside entities including ROTC cadets and cadre, and other organizations.
- f. To consult with and advise the Directors on all matters pertaining to the Foundation's policies, progress, and finances.
- g. To authorize Directors to sign contracts and other obligations of the Foundation within the guidelines of policy adopted by the Board of Directors;
- h. Such other powers and duties as may be prescribed by business corporate law, the Board of Directors, or the Bylaws.

SECTION 6. THE VICE CHAIR

The Vice Chair is primarily responsible for the financial affairs of the Foundation. The Vice Chair shall have the following powers and duties:

- a. To seek donations from donors.
- b. To cause a complete annual financial report to be made available to each Director at least thirty (30) days prior to the Annual Meeting.
- c. To review all financial reports which are issued by the Treasurer or the Finance Committee.
- d. To cause to be kept the accounts of the Foundation and direct the collection of all monies belonging to or due the Foundation and shall deal with the same under the direction of the Board of Directors. The Vice Chair shall have the authority to sign all checks and withdraw funds of the Foundation, but may delegate this authority to the Chief Executive Officer or others within the guidelines of policy adopted by the Board of Directors; and
- e. Such other powers and duties as may be prescribed by business corporate law, the Board of Directors, or the Bylaws.

SECTION 7. THE SECRETARY

The Secretary is primarily responsible for the membership matters of the Foundation. The Secretary shall have the following powers and duties:

- a. To seek donations from donors.
- b. To cause the minutes of all Annual Meetings and Special Meetings of the Foundation, and all meetings of the Board of Directors, to be kept and cause notice of all Annual Meetings and Special Meetings of the Foundation, and all meetings of the Board of Directors, to be provided in accordance with the Bylaws.
- c. To cause records of all Directors to be maintained.
- d. To be responsible for the maintenance of all correspondence and documents belonging to the Foundation.
- e. Such other powers and duties as may be prescribed by business corporate law, the Board of Directors, or the Bylaws.

SECTION 8. THE TREASURER

The Treasurer is primarily responsible for the financial accountability of the Foundation. The Treasurer shall have the following powers and duties:

- a. Shall have charge and custody of, and be responsible for, all funds and securities of the Foundation.
- b. Shall serve as Chair of the Board's Finance Committee.
- c. Shall assist with budget preparation and presentation to the Board.
- d. Shall have the authority to sign all checks and withdraw funds of the Foundation within the guidelines of policy adopted by the Board of Directors.
- e. Shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

SECTION 9. REMOVAL, RESIGNATION, VACANCIES

a. Removal

The Directors may remove any individual from office at any meeting. The Board of Directors may remove any individual from office in between Annual Meetings upon a determination that the individual has engaged in acts or omissions deemed to be inconsistent with Foundation policies or constituting bad faith, gross negligence, willful misconduct, or fraud or otherwise upon a determination that the continuation of such person in office is likely to be harmful to the Foundation. If based upon clear and convincing evidence, the Director shall be removed from the Board by a majority vote. If the Chair is removed, he or she will not be deemed to have completed his or her full term as Chair for purposes of these Bylaws.

b. Sanction

No Member shall endure sanction but for conduct that is provable by objective, clear and convincing evidence. No Member shall endure injury to reputation or standing in the Foundation but for objectively provable intentional or knowing misconduct. All Directors are endowed with abilities and guaranties of taking corrective action upon learning of errors or omissions in their duties.

c. Resignation

An Officer may resign at any time by delivering written notice to the Board Secretary or to the Chair. Written notice by email or text is sufficient. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

d. Chair Vacancy

In the event of the absence or temporary disability of the Chair, the Vice Chair shall perform the duties of the Chair. If the Chair dies, becomes totally incapacitated, resigns or is removed, the Chair shall be succeeded by the Vice Chair, who shall become Chair for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.

e. Vice Chair Vacancy

In the event of the absence or temporary disability of the Vice Chair, the Secretary shall perform the duties of the Vice Chair. If the Vice Chair dies, becomes incapacitated, resigns or is removed, the Vice Chair shall be succeeded by the Secretary, who shall become Vice Chair/Secretary for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.

f. Secretary Vacancy

In the event of the absence or temporary disability of the Secretary, the Vice Chair shall perform the duties of the Secretary. If the Secretary resigns, dies, becomes totally incapacitated, resigns, or is removed, the Secretary shall be succeeded by the Vice Chair, who shall become Vice Chair/Secretary for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.

g. Vacancies Generally

If not otherwise provided for in the Bylaws, the Board of Directors shall fill any vacancy in the offices of the Chair, Vice Chair, Secretary, or

Treasurer, and any Officer elected to fill any such vacancy shall serve for the remainder of the term of office and will hold office until the election or appointment and qualification of such Officer's successor or until such Officer's earlier death, total incapacity, resignation, or removal.

SECTION 10 – TERM

- a. Once elected to the Board, Directors will serve a term of three years or until they: (a) resign, (b) are removed in accordance with the provisions of this constitution, or (c) are otherwise unable to fulfill their duties to the Foundation as determined by majority of the Board.
- b. Board terms shall be staggered so that approximately one-third of Board Directors are considered for re-election or replacement each year. To achieve this, the initial round of Board appointments under this Constitution shall be staggered so that: the most senior third of the Board's Directors receive a one-year term; the second most senior third of the Board's Directors receive a two-year term, and the most junior third of the Board's Directors receive a full three-year term as of the date of this Constitution's adoption. Subsequent terms shall expire on December 31st of the Director's third year with new terms commencing on January 1st of the following year. A new Board member elected to replace an existing Board member will serve out the remainder of the previous Board member's term.
- c. A minimum of three months prior to expiration of a Director's term, he/she is required to make known to the Executive Committee whether he/she wishes another three-year term. If so, their candidacy will be subject to a simple majority vote of the other Board members with the Chair empowered to break any tie.

SECTION 11 – REPRESENTATION

- a. The Board's Directors shall vote on matters in the best interests of the Foundation.
- b. The Board's Directors are immune from private and public sanction for their decisions made based upon their business judgment. In the event that a member of the Board is found in violation of this section, the Board may take action as defined in this Constitution.

SECTION 12 – ACTION WITHOUT MEETING

Whenever possible, the business of the Board should be conducted in a regularly scheduled or special meeting. In any instance in which a meeting is not possible, or the best interests of the Foundation would be better served by an immediate decision, the Board may consider a motion through other means, such as electronic mail. In order to consider a motion made outside of a regularly scheduled or special meeting, a majority of Directors in good standing must consent in writing to such actions.

SECTION 13 – COMMITTEES

- a. Executive Committee of the Board of Directors. There shall be an Executive Committee of the Board of Directors, comprised of the Chair, Vice Chair, Secretary, Treasurer and the Chairmen of the Resources and Outreach committees. Between meetings of the Board of Directors, the Officers' Committee shall have and may exercise all power and authority of the Board of Directors, except that the Officers' Committee shall not have the authority to: (i) fill vacancies on the Board of Directors or any Board Committee; or (ii) adopt, amend, or repeal the Bylaws.
- b. Other Board Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its directors, one or more other committees (each of the Officers' Committee and any other committee of the Board of Directors, a "Board Committee") to have and exercise such power and authority of the Board of Directors as the Board of Directors will specify and as permitted by law. Each Board Committee will consist of at least two Directors.
- c. Other Foundation Committees. The Board of Directors or the Chair may from time to time appoint such committees of the Foundation and their chairpersons as may be deemed necessary. For the avoidance of doubt, no committee of the Foundation will have or exercise any power or authority of the Board of Directors.

SECTION 14 – STANDING AND AD HOC COMMITTEES

The Board, by simple majority, may appoint Non-Directors to serve on committees. The Executive Director, should one be appointed, will serve as

a non-voting member of each standing committee. He or she may enter discussions, provide supporting documentation, provide recommendations, but remains in a non-voting, ex-officio status. At a minimum, the Chair shall appoint Directors to serve on the following standing committees, which shall have the following powers and authority:

a. RESOURCES COMMITTEE

The Resources Committee shall consist of a minimum of five (5) Directors. Its primary responsibility will be raising funds to support and sustain Foundation activities. It will identify and reach out to potential and existing individual and institutional donors, and it will seek new income streams via the development of creative partnerships

b. OUTREACH COMMITTEE

The Outreach Committee shall develop communications themes and messages. It also shall explore and use the full range of communications vehicles (in-person; public media; military media; print; electronic and digital) on behalf of the Foundation. Its objective will be to present the Foundation to selected audiences in ways that are clear, consistent and compelling. It will work closely with the Resources Committee to ensure that the Foundation is communicating with audiences that can help it meet its goals.

c. FINANCE COMMITTEE

The Finance Committee shall consist of a minimum of three (3) Directors and shall be charged with the responsibility of providing financial oversight of the Foundation and its activities. The Treasurer of the Board shall chair the Finance Committee.

Specifically, the Finance Committee shall:

1. provide direction for the Foundation's fiscal policies and procedures.
2. regularly reviews the Foundation's revenue, expenditures, assets, liabilities, investments and other matters relating to its continued solvency.
3. approves the proposed annual budget submitted by the Executive Director and Director of Finance and submit the budget to the Board for final approval.
4. ensure the Foundation's financial assets are spent appropriately; and

5. ensure the preparation of an annual audit, tax report, and financial report as required by the law and the Foundation’s governing documents.

d. AD HOC COMMITTEES

The Officer's Committee, by the recommendation by the Chair, may from time to time appoint special Committees to review Board membership and procedures. Two such Committees are:

1. AD HOC COMMITTEE ON NOMINATIONS

A Committee on Nomination (Ad Hoc) may be appointed by the Executive Committee in order to identify and recommend qualified and interested candidates to serve as members of the Board. A Committee on Nominations shall consist of a minimum of three (3) Directors.

2. AD HOC COMMITTEE ON GOVERNANCE

A Committee on Governance (Ad Hoc) may be appointed by the Executive Committee in order to review the Foundation’s governing documents, policies and procedures in order to ensure that they remain current, relevant, and in compliance with applicable laws and regulations. The number of appointees to this ad hoc Committee shall be determined by the Executive Committee at the time of appointment.

SECTION 15 – LEADERSHIP ADVISORY COUNCIL

- a. There shall be established as an adjunct to the Board an organization called the “Pershing Foundation Leadership Advisory Council” (the Council) which will be a resource for the Board. The Council will have no set size and no operating structure. Its members will include distinguished citizens—military and civilian, P/R and non- P/R—who are willing to make themselves and their expertise available to the Board when necessary. Its members will not be involved in Foundation activities without agreement in the Board’s Executive Committee as to the purpose and nature of the involvement.
- b. Council members will have no established terms or required duties but will serve having expressed their willingness to make calls or introductions, attend special events, or deliver ideas and opinions.

Individual Council Directors may be called upon only a few times per year but at points that are critical. The Board will make special efforts to keep the Council members informed of, and engage them in, Foundation activities.

- c. The Council will also serve as a pool from which future Board members may be drawn or in which past Board members may be placed so that their involvement and expertise are available.

ARTICLE IV: MEETINGS

SECTION 1 - ANNUAL MEETING

- a. Time and Place.

The Foundation shall hold an annual meeting of the Directors (the “Annual Meeting”) at a time and place to be designated by the Chair with the advice and consent of the Board of Directors.

- b. Notice.

The chair shall provide notice of the time and place of the Annual Meeting at least sixty (60) days prior to the Annual Meeting. Notice of the Annual Meeting need not be given to anyone who signs a waiver of notice, either before or after the Annual Meeting.

- c. Attendance at the Annual Meeting.

Attendance constitutes waiver of notice and waiver of any and all objections to the place of the Annual Meeting, the time of the Annual Meeting, or the manner in which it has been called or convened, unless the Chair attends the Annual Meeting solely for the purpose of stating, at the beginning of the Annual Meeting, any such objection or objections to the transaction of affairs.

SECTION 2 – REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. A special meeting of the Board of Directors must be preceded by at least 2 days’ notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the

meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

SECTION 3 - SPECIAL MEETINGS

a. Time and Place.

Special Meetings of the Directors (each, a “Special Meeting”) may be called (i) by the Board of Directors or (ii) by written demand to the Secretary, signed by one-third of the Directors, certifying that, for the good and welfare of the Foundation, desire such a meeting and describing the purpose for which the Special Meeting is to be held. In either case, the Special Meeting will be held at a time and place to be designated by the person(s) calling the Special Meeting.

b. Notice.

The persons calling for a special meeting shall provide notice of the time and place of the Special Meeting to each Director (15) days prior to the day of the Special Meeting. The notice of the Special Meeting will describe the purpose for which the Special Meeting is being held, and no other business shall be transacted at the Special Meeting. Notice of the Special Meeting need not be given to anyone who signs a waiver of notice either before or after the Special Meeting. Attendance at the Special Meeting constitutes waiver of notice and waiver of any and all objections to the place of the Special Meeting, the time of the Special Meeting, or the manner in which it has been called or convened, unless the Chair attends the Special Meeting solely for the purpose of stating, at the beginning of the Special Meeting, any such objection or objections to the transaction of affairs.

c. At any meeting of the Board of Directors or any Board Committee.

A majority of the Directors or Board Committee members shall constitute a quorum. Any Director or Board Committee member may participate in a regular or a special meeting of the Board of Directors or any meeting of a Board Committee by, or conduct the meeting through the use of, any

means of communication by which all Directors or Board Committee members participating may simultaneously hear each other during the meeting. Any Director or Board Committee member participating in a meeting by this means shall be deemed to be present in person at the meeting.

SECTION 4 - PRESIDING OFFICER

At any Annual Meeting, Regular or Special Meeting, the Chair or in his or her absence, the Vice Chair, or in their absence the Secretary, shall preside. The Secretary shall record the proceedings at any Annual Meeting, Regular or Special Meeting, but in the absence of the Secretary, the presiding officer may appoint any Director to act as secretary.

SECTION 5 – QUORUM

A majority of the Directors shall be present electronically or in-person at the option of the Member to constitute a quorum at the Annual Meeting, Regular, and each Special Meeting.

SECTION 6 - VOTING: ACTION AT A MEETING

At any Annual Meeting, Regular, or Special Meeting, each Director shall be entitled to one vote. Except as otherwise provided by law or by the Bylaws, any action authorized by a majority of the votes cast at any Annual Meeting, Regular, or Special Meeting will be an act of the Directors.

SECTION 7 - PROXY VOTING

Proxy voting is permitted. Votes at meetings of the Board may be cast in person or by proxy, submitted in writing through postal or electronic mail. A proxy may be granted by any Director in favor of any other Director. Non-voting, ex-officio members of the Board may not be delegated a voting Director's proxy. Proxies must be duly executed in writing with copies provided electronically to the Chair and Secretary of the Board prior to the start of a regularly scheduled or special meeting of the Board.

ARTICLE V: MEMBERSHIP

- a. The Foundation does not discriminate against race, creed, national origin, color, age, religion, sex, disability, marital status, sexual preference, or any other category protected by law.
- b. Membership in the Foundation is open to anyone who has been qualified by either training, experience or background to support the Foundation, and has a strong commitment to the welfare of American youth and our nation's future security. Prior affiliation with the National Societies of Pershing Rifles, Blackjacks, or Pershing Angels is desirable, but not mandatory. At least 75% of the Board's membership must be comprised of members with prior affiliation with either the National Societies of Pershing Rifles, Blackjacks, or the Pershing Angels
- c. Directors are expected to make voluntary donations to the Foundation within their means.

SECTION 1 - RIGHTS OF MEMBERSHIP

- a. Except as otherwise provided herein, Directors of the Foundation shall have all of the rights of membership. These rights shall include the following:
 1. Voting.

2. Holding office.
 3. Using the Foundation name, initials, and emblem in accordance with guidelines established by the Board of Directors; and
 4. Enjoying due process rights in any conflict arising under Foundation membership.
- b. The exclusive jurisdiction of the Foundation over the discipline of persons admitted to the Foundation as Directors or associates shall be administered in the following manner: The following entities are hereby designated as agencies of the Foundation for this purpose and with the following responsibilities, jurisdiction, and powers:
1. The Board of Directors shall each have such jurisdiction and powers as are necessary to conduct the proper and speedy disposition of any investigation or cause, including, but not limited to, the power to request the attendance of witnesses and request the production of books, records, or other documentary evidence.
 2. Each member of the Board has power to administer oaths and affirmations to witnesses in any matter within the jurisdiction of the Foundation. In the event that an action giving rise to a Code of Ethics inquiry occurs outside of the Foundation's jurisdiction from which a member is affiliated, investigators may submit a report to the Officer's Board summarizing the conduct that occurred outside the Board's jurisdiction. In the event that a question arises over who should be involved in gathering evidence, then one or more Officers may request guidance from the Board as to the proper way to proceed in the evidence gathering process.
 3. Every member and associate of the Foundation is within the jurisdiction and subject to the disciplinary authority of the Foundation and of its agencies under this rule and is charged with notice and held to know the provisions of this rule and the standards of ethical and professional conduct prescribed by the Foundation.
 4. Disciplinary proceedings will be confidential. There will be no indiscriminate review of disciplinary records.

SECTION 2 - RIGHTS AND PRIVILEGES

- a. It is a privilege rather than a right to serve this nation's military and participate in the Foundation's programs. Therefore, except for the rights set forth above, the Foundation may impose narrowly tailored

restrictions on certain classes of membership regarding participation in events.

- b. No Director can unilaterally bind the organization by way of contract, oral or written, without prior authority.
- c. No Director may utilize Foundation resources for their own personal benefit.

SECTION 3 - RESTRICTIONS ON RIGHTS

- a. No Director can participate in any civilian organization calling for the overthrow of the United States or that condones violence or promotes discord between segments of United States society.
- b. No Director may publicly comment on internal Board matters through external conversations, speeches, writings, or social media.
- c. All work product developed for the Foundation by any members become the property of the Foundation.

SECTION 4 – REMOVAL

A Member may be removed for misfeasance, malfeasance, or nonfeasance, as determined by a two-thirds vote of the Board. Any Member whose removal has been proposed shall, within ten (10) days of the motion for removal, be provided, by postal or electronic mail, with a written description of the bases for the proposed removal. Thereafter the Member in question shall have thirty (30) days to respond in writing. Following the thirty (30) day response period, the Chair shall place the motion to remove on the agenda for the next scheduled Board meeting or at a special Board meeting called for the purpose of considering the motion.

SECTION 5 – COMPENSATION

No Member shall be compensated, monetarily or through gifts in kind, for their services to the Foundation. Member may be reimbursed for reasonable out-of-pocket expenses necessarily incurred in carrying out their duties, such as travel.

SECTION 6 – LEGAL COUNSEL

The Foundation shall maintain as a member of the Foundation in-house legal counsel duly admitted in any jurisdiction in the United States or its territories. Legal counsel will be identified as such in any documents produced by the Foundation. Legal counsel will provide legal advice to the Foundation but does not represent any one Foundation member. Legal counsel shall comply with state standards of professional conduct to include standards of diligence, client confidentiality and honesty. Legal counsel will not represent the Foundation in any court as that will be the role of counsel retained by the Foundation ("outside counsel") in the jurisdiction where litigation is occurring. Legal counsel shall provide coordination between the Foundation and outside counsel.

SECTION 7 – HONEST SERVICES

The Foundation's members must act only in the best interests of the Foundation and its beneficiaries. Every action the Foundation's members take must be for the benefit of the Foundation and its beneficiaries, and no one else. Decisions by the Board of Directors must always militate toward the benefit of the Foundation and its beneficiaries. Every assertion, every writing, and every contact must be in the best interests of the Foundation and its beneficiaries.

ARTICLE VI - BOOKS AND RECORDS

SECTION 1 – ANNUAL REPORT

No later than March 1 of each calendar year, the Chair shall provide the Board with an annual report that shall include, at a minimum, information related to the Foundation's activities and achievements, a detailed financial report, information on the health and status of all partner organizations, and any other information the Chair may wish to bring to the attention of the Board, or as requested by the Board. Once approved by the Board, the annual report will be made available to the public through the Foundation's website or upon written request. In the absence of a Chair, this report shall be provided to the Board by the Officer's Committee.

SECTION 2 – FISCAL YEAR

The Foundation’s fiscal year shall begin on January 1 and end on December 31 of each calendar year.

SECTION 3 – PRESERVATION OF RECORDS

The Foundation shall keep correct and complete books and records of account; minutes of the proceedings of its Board and Committees; and such other records as may be necessary, advisable, or required by law at the registered or principal office of the Foundation. A copy of all records will be maintained digitally and stored on a common cloud-based platform or document library. All books and records of the Foundation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Board of Directors.

ARTICLE VII - CONFLICTS OF INTEREST

Foundation Directors are prohibited from using the Foundation’s status for personal gain.

ARTICLE VIII – INDEMNIFICATION

To the full extent allowed by law, the Foundation shall indemnify any person who was, or is a part to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he / she is or was a Director, officer, or agent of the Foundation, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him / her in connection with such action, suite, or proceeding; and that Board may, at any time, approve indemnification of any other person which the Foundation has the power to indemnify under law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Foundation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE IX: DISSOLUTION

- a. The Foundation shall use its funds only to accomplish the objectives and purpose specified in the Articles of Incorporation and no part of said funds shall inure or be distributed to the Directors of the Foundation or any other private individual. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation and applicable law.
- b. The Foundation may be dissolved by a unanimous vote of the Board of Directors. The Foundation shall not be dissolved solely as a result of the dissolution of any other organization.
- c. In the event of the dissolution of the Foundation, all assets shall be liquidated with the exception of items bearing the Pershing Rifles crest or insignia which shall be given to the Pershing Rifles Group and all debts shall be paid immediately with the funds available.
- d. If financial assets remain after all debts have been paid, they shall be placed into an endowment for the benefit of the National Society of Pershing Rifles, the National Society of Blackjacks, and the National Society of Pershing Angels. Remaining assets may be consolidated for the benefit of the collective, or distributed to each individually, amounting based on the organization's proportion of active student membership.
- e. Member Organizations of the Pershing Rifles Group, whose funds were administered by the Foundation for purposes of benefiting from the organization's tax-exempt status and umbrella, shall have their funds returned to the Member Organization.

ARTICLE X: AMENDMENTS

The Constitution of the Foundation may be amended or repealed at any regularly scheduled or special meeting of the Board of Directors at which there is a quorum present. Ratification of any amendment to the Foundation's Constitution and By-Laws require a two-thirds vote of the Board.

ACCEPTANCE

On this date, the 19th of September, 2021, the members of the Board of Directors of The Pershing Rifles Foundation do hereby accept this Constitution and By-Laws, and do agree to govern the organization by the

guidelines set forth herein. Upon execution, the members of the Board of Directors of The Pershing Rifles Foundation agree to hold initial election of officers within 90 days of acceptance with subsequent elections being held in accordance with Article III Section 1 a. For this purpose, we affix our signatures and seal:

Executed for, and on behalf of, the Board of Directors of The Pershing Rifles Foundation.



Rollyn Trueblood, LTC (Ret)
Chairman, Board of Directors



John C. Chatelain, M.D.
Secretary, Board of Directors

