

Bylaws of 'The National Gulf War Resource Center, Inc.'

As Amended on September 1, 2011

ARTICLE I

Purpose and Distributions

Section 1.01. Purpose. The principal purpose of the National Gulf War Resource Center, hereinafter referred to as the "NGWRC" shall be to provide education and support to benefit Veterans, active duty personnel and their families. To promote research and provide referrals that will improve the lives of these Veterans or enable them to obtain the care and benefits they have earned. We will directly educate our Veterans, VSO's and the VA, provide a forum for them to discuss issues and help them to help one another.

We shall continue to collect and disseminate resources to individuals and organizations interested in providing services to those affected by the Persian Gulf War.

Section 1.02. Distributions. To further its purpose, the NGWRC may distribute funds to organizations assisting in achieving our purpose. These additional funds distributed by the NGWRC are in following to the bylaws and also insure the NGWRC retains its status as a publicly supported charity under the Internal Revenue Code of 501(c) 3. All distribute funds to other organizations needs the approved by 3/4 of the officers of the board of directors and only near the end of the fiscal year.

Section 1.03. Principal Office. The principal office for the transaction of the business of the NGWRC is hereby fixed and located at 2611 SW 17 Street Topeka, KS, 66604. Change shall be noted in the bylaws by the NGWRC and the Veteran Information Network (VIN), opposite this section, or this section may be amended to state the new location.

Section 1.04. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the NGWRC is qualified to do business or the business of the NGWRC may required.

ARTICLE II

Members

Eligibility for Membership.

Section 2.01. Eligibility for Membership. Annual membership shall be automatically extended to any agency, organization or service program that espouses a philosophy, provides or advocates for, community-based services primarily to Veterans, civilian participants, families, or others affected by deployments and combat operations. Such annual membership shall commence upon approval of the organization's application and receipt of dues as determined by Resolution by the Board of Directors. No membership or interest in the NGWRC shall be assignable or transferable inter vivos by any Member Organization.

Section 2.02. Associate Membership. Individual organizations interested in associate membership, and approved by the Board of Directors shall be known as Associate members. Associate Members may not vote or hold office in the NGWRC. Associate members may be a part of committees to help out the NGWRC in planning and executing the plans of said committee.

Section 2.03. Honorary Membership. The Directors, by unanimous vote, may award Honorary Membership to such worthy persons, as the Directors deem appropriate. Honorary members may not vote or hold office in the NGWRC.

Section 2.03.5. Individual Membership. The Individual Membership is the back bone of the NGWRC now. Their input and ideas help drive the NGWRC in helping veterans and when it comes to putting on the education fairs. Any individual interested in membership in the NGWRC and approved through the membership process as defined by Resolution of the Board shall be known as Individual Members. Such membership shall commence upon approval of the individual's application and receipt of dues as determined by Resolution of the Board of Directors and will continue for such terms as are established by Resolution of the Board of Directors. No membership or interest in the NGWRC shall be assignable or transferable inter vivos by any Individual Member. No Individual Member in such capacity shall have any vested rights in the assets of the NGWRC. Individual

members may become members of Chapter Organizations as defined in section 2.03.6 below.

Section 2.03.6. Chapter Organization. Any group of 15 or more Individual Members in good standing may elect to form a Chapter Organization of the National Gulf War Resource Center by notifying the National Secretary in writing. Chapters may be based on geographical association, unit association or such other association as its members choose. Each chapter shall elect from its membership a Voting Representative and notify the Secretary of such voting representative. Chapter Organizations will function in all respects as full Member Organizations of the Resource Center with the exception that such Chapter Organization will not be assessed annual dues as long as seventy-five percent of its members remain in good standing at the time of dues assessment.(see chapter start-up)

Section 2.03.7. Termination of Individual Membership:

- a) Members shall be administratively removed from active membership in the National Gulf War Resource Center if they fail to make timely payment of dues. The CEO of the VIN may grant a waiver of dues and must let the Board know why.
- b) Members shall be administratively removed from active membership in the National Gulf War Resource Center upon request, but no refund of dues if the member used the website membership side or it is over 30 days past the date they paid.
- c) Members shall be removed for cause from membership in the National Gulf War Resource Center by a majority vote of the board to recommend the removal. There must be just cause and the final approval will rest with the Veteran Information Network. Once removed by the board, reinstatement must have 2/3 board vote in favor before being allowed to return as a member and the Veteran Information Network approval.

2.04. Governance:

- a) The NGWRC will seat a 3-9 member board.

- b) The majority of the seats shall be filled with veterans, the remanding with spouses and non-veterans that support our cause.
- c) The finance officer will be a member of VIN and placed on the NGWRC by VIN.
- d) Final approval to any board members will rest with the VIN.
- e) The Veteran Information Network will work as an advisory group to the NGWRC.

ARTICLE III

Meetings:

Section 3.01. The Board of Directors of the NGWRC is required to have a minimum of six (6) meetings of its Board of Directors per year. Meetings may be conducted at such time and place, in person or by telephone or by other real-time electronic commutation as the board shall designate.

Section 3.02 Scheduling of meetings: Meetings of the BOD of the NGWRC will be designated by the NGWRC board of Directors not less than 30 days prior to meeting. Meetings may be held using teleconferencing or other electronic methods. Meeting maybe postponed due to health reason.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 3.05. Notice of Meetings. Written or printed notice stating the place, day, hour and agenda of any meeting of members shall be delivered either personally, by postal mail or electronic mail to each NGWRC Board of Directors entitled to vote at such meeting, not less than 30 nor more than 60 days before the date of such meeting.

Section 3.06. Quorum. A majority of the Board of Directors in good standing shall constitute a quorum at all meetings. There will be no proxy vote allowed. If a quorum is not present at any meeting a majority of the members present may adjourn the meeting without further notice. If there is no quorum the members present are free to discuss any items they wish without voting or making decisions.

Section 3.07. Accessibility of meetings. All meetings of the NGWRC will be accessible to individuals with disabilities. All those attending the meeting will be asked to refrain from wearing highly scented personal care products or perfumes with notice of this request printed on meeting announcements. When choosing the meeting place, attention will be given to issues for proper ventilation and cleaning products used within the meeting space area so as to make the meeting room as accessible as possible to those with Multiple Chemical Sensitivities or other health problems.

Section 3.08. Resolutions and Amendments. All proposed resolutions and amendments to such resolutions shall first be submitted in writing by the NGWRC. Upon adoption of the amendment or resolution the NGWRC shall adopt the proposal into its by-laws.

ARTICLE IV

Board of Directors

Section 4.01. Powers and duties. The Board of Directors shall have the power to manage and control the affairs and property of the NGWRC, shall have full power to enforce the rules and regulations governing the action the Board, and shall have full and complete authority with respect to the distribution and payment of moneys received by the NGWRC, provided that no such moneys may be distributed and paid in a manner inconsistent with the Articles of Incorporation. The Directors may delegate certain duties to the officers of the NGWRC but such delegation shall not relieve the Board of Directors of the Responsibility of any action so taken.

Section 4.02. Number and Term. The Board of Directors shall consist of up to an initial 7 to 9 directors named by the Incorporators. This Interim Board shall hold office for a period not to exceed 120 days from the date of Incorporation, at which time the initial annual membership meeting shall be held for the purpose of electing the standing Board of Directors which shall consist of up to 11 members. 4 shall serve initial terms of 1 year, 4 shall serve initial terms of 2 years and 3 shall serve initial terms of 3 years. Subsequent elections shall be for terms not to exceed 2 years. No Directors shall serve more than 15 consecutive years. Beginning October 1, 2011, the NGWRC will seat a 3-9 member board. The Veteran Information Network will approve the applications for all of the board members. The Director/CEO of the VIN will be the Executive Director of the NGWRC.

Sections 4.05. Any member in good standing of the NGWRC or Veteran Information Network may request and receive, by electronic means only, any minutes of meeting of the Board of Directors.

Section 4.06. Emergency Meetings. The Board of Directors shall reserve the right to call emergency meetings when deemed necessary of the Board of Directors. The Board of Directors shall be notified no later than 24 hours prior to said meeting. The meeting shall be restricted to the emergency item only. Complete minutes of the meeting shall be sent to the Board within 3 business days.

Section 4.07 Board Standards. The board shall follow standards, ethics, and policies for Board Members, as established by the Board.

Section 4.08. Board of Directors Decisions. The act of a majority of the sitting members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

Section 4.09. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent-in-writing, setting forth the action so taken, shall be signed by all of the directors. Electronic transmission of signatures is allowed; allow 72 hours for response.

Section 4.11 Compensation & Reimbursement. Members of the Board of Directors as such shall not receive salaries for their services, but by prior approval of the Board may be allowed expenses for attendance at any regular or special meeting of the Board.

If a board member attends less than 50% of any approved event, reimbursement or payment of expenses may be prorated.

A report of activity must be submitted within 30 day by any board member who accepts reimbursement or payment of expenses.

Section 4.12. Loans to Directors or Officers. No loans shall be made by the NGWRC to its directors or officers.

Section 4.12.1. Other Loans. No loans shall be made by the NGWRC to anyone.

Section 4.13. Contracts, Transactions and Conflicts of Interest with Directors or Officers. No director or officer of the NGWRC shall be interested, directly or indirectly, in any contract or transaction relating to the operations conducted by it, nor in any contract or transaction for furnishing services or supplies to it, unless:

- a. such contract or transaction shall be authorized by a majority of directors present and voting at a meeting at which the presence of such director is not necessary to constitute a quorum and the vote of such director is not necessary for such authorization,
- b. the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract or transaction is so authorized, and
- c. The contract or transaction is fair to the Corporation.

Section 4.14. Resignation or Removal. Any director may resign at any time. The resignation of a director shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Executive Director and the President. The acceptance of a resignation shall not be necessary to make it effective. Any Board Member, officer or other appointment of the Board of Directors may be removed by a 2/3 vote of the sitting members of the Board whenever in its judgment the best interests of the NGWRC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Resignation shall be filed with the Secretary of the NGWRC.

- a) Any board member who is not in attendance at any three board meetings in a one year period, or at the health fair, **may** have their board seat declared vacant by the President and the Board at the scheduled board teleconference meeting that is missed, that the board shall contact the board member whose seat has been declared vacant by certified mail advising them that their seat is vacant, and that the Board shall commence to fill the vacant position according to the by-laws of the National Gulf War Resource Center at the next regularly

scheduled meeting after the seat is declared vacant. (not a hard and fast rule)

- b) Board members are allowed two excused absences per year (noted to President or other person designated by Board in advance of the meeting, or in extenuating circumstances (e.g. hospitalization) excused afterwards).
- c) If a board member or their spouse is deployed as a reservist or National Guard member, that board member will be granted a leave of absence. An alternate will be appointed only until such time as the board member is able to return to active participation on the board. A leave of absence may be granted for other reasons by a 2/3 vote of the board.

Section 4.15. Waiver of Notice. Whenever any notice is required to be given to any director of the NGWRC under the provisions of the Bylaws, the articles of incorporation or any statute, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Presence without objection also waives notice. A notice may be a read reply of the email, or certified snail-mail.

ARTICLE V

Section 5.01. Officers. The officers of the NGWRC shall be a President, a Vice President, a Secretary, and Treasurer. The treasurer and the secretary may be the same person at times. The President shall serve as Chairperson of the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The four officers named above and the Executive Director shall constitute the Executive Committee.

Section 5.02. Powers and Duties. The officers shall have such powers and shall perform such duties as are consistent with these Bylaws and may from time to time be specified in resolutions or other directives from the Board of Directors, and other duties prescribed by board standards and policies manual.

Section 5.03. Executive Committee – any three members of the Executive Committee, in the event the board cannot meet or cannot get full written

consent, may act in lieu of the board on an emergency basis only, subject to final approval by the board at its next meeting.

Section 5.04. President of the Board. The President shall serve as Chairperson of the Board and preside at all meetings of the members and of the Board of Directors of the NGWRC and shall have such other powers and duties not consistent with these Bylaws as may be assigned from time to time by the Board of Directors.

Section 5.05. Vice President. The Vice President shall, in the absence of the President, serve as Chairperson of the Board and shall have all such duties and responsibilities as necessary to serve in the absence of the President.

Section 5.06. Secretary. The Secretary shall have the duties and powers usually vested in the office of Secretary of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the President, including the powers and duties to (i) be custodian of all records, documents and the seal of the NGWRC which are to be kept at the principal office of the NGWRC; (ii) affix the NGWRC seal to any instrument requiring it and attest to the same by his or her signature when authorized by the Board of Directors or when such instrument shall first have been signed by the President or other duly authorized officer or agent; (iii) keep the minutes of the Board of Directors' meetings, and other committee meetings of the NGWRC to be recorded in one or more books and on computer disks provided for that purpose, with the time and place of the holding of such meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof indicated in the record; and (iv) provide that proper notices are given in accordance with the provisions of these Bylaws.

Section 5.07. Treasurer. The Treasurer shall be responsible for all funds and securities of the NGWRC and shall have the general powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by VIN, including the powers and duties to (i) care for, receive and give receipt for all moneys due and payable to the NGWRC; (ii) deposit all moneys received in the name of the NGWRC in such banks, trust companies or other depositories as from time to time may be designated by the Board of Directors; (iii) enter or cause to be entered regularly into the books to be kept by the Treasurer or under his or her direction for that purpose, a

complete and correct account of all moneys received and disbursed by the NGWRC; (iv) render a statement of the financial accounts of the NGWRC to the Board of Directors before each of the six regular board meetings; and (v) exhibit the documents of the NGWRC in his or her custody to any member of the Board of Directors upon request; and (vi) oversee fundraising and development efforts.

Sec 5.08. Changes to policies and procedures manual for the board may be done by a 2/3 vote of the board.

Sec 5.09. The Board shall use Sullivan's Global Standards to guide its ethical conduct.

ARTICLE VI

Committees

Section 6.01. Committees of Board of Directors Members. The Board of Directors, by resolution adopted by a majority of the Board members in office, may designate one or more committees, each of which shall consist of one or more Board members and two or more general members of the NGWRC, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the NGWRC, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual member thereof, of any responsibility imposed by law. The President shall be an ex officio member of all committees. The functions and responsibilities of all committees herein established shall be determined by the Board of Directors, and all activities of such committees shall be subject to approval by the Board.

Section 6.02. Standing Committees. The Board of Directors, by resolution adopted by a majority of the members in office, shall appoint as it deems appropriate, members to standing committees.

Section 6.03. Ad Hoc Committees. The Board of Directors, by resolution adopted by the majority of the sitting members in office, may appoint members to ad hoc committees for such purpose as the Board may determine.

ARTICLE VII

Parliamentary Procedure

Section 7.01. Meetings of the board shall be conducted in accordance with Robert's Rules of Order unless otherwise specified in the by-laws or board policies and procedures manual.

ARTICLE VIII

Contracts, Checks, Deposits and Gifts

Section 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the NGWRC, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the NGWRC, and such authority may be general or may be confined to specific instances.

Section 8.02. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the NGWRC shall be signed by the CFO or by the Executive Director.

Section 8.03. Deposits. All funds of the NGWRC shall be deposited from time to time to the credit of the NGWRC in such banks, trust companies or other depositories as the CFO or the Executive Director may select.

Section 8.04. Gifts. The Board of Directors may accept on behalf of the NGWRC any contribution, gift, bequest, or device for any purpose of the NGWRC.

ARTICLE IX

Books and Records

Section 9.01. The NGWRC shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office records giving the names and addresses of the members having paid dues. All books and records of the NGWRC may be inspected by any member in good standing, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Indemnification of Directors and Officers

Section 10.01. Indemnification Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the NGWRC shall be indemnified by the NGWRC against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the maximum extent permitted by law.

ARTICLE XI

Staff

Section 11.01. Executive Director The Executive Director shall be the Chief Executive Officer for the National Gulf War Resource Center and the Veteran Information Network, shall exercise general and active management of the business of the NGWRC, shall advise the Board of Directors on all significant matters of the NGWRC's business, and see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director has all of the powers and duties of management of the NGWRC and shall have such other powers and duties not inconsistent with the Bylaws as may be assigned to him or her from the Veteran Information Network, NGWRC, including (i) the duty to attend all meetings of the Board of Directors, (ii) the duty to approve all material business transaction made in the name of the NGWRC, (iii) the power to hire and discharge all personnel of the NGWRC (iv) shall be responsible to the Board of Directors Veteran Information Network.

Section 11.02. Public Statements. The Executive Director, President, and VP shall be the authorized spokespersons for the NGWRC. All public statements involving the name of the NGWRC shall be cleared through the Executive Director or the President. They shall be responsible for:

- a. All public and community relations activities involving the NGWRC
- b. The distribution of media and public information related to NGWRC activities.
- c. The development of NGWRC promotional activities.
- d. The development of *media and public information contacts*.

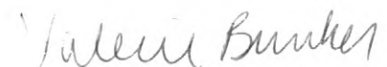
Section 11.03. The President may authorize a public relations committee member or chair to make public statements. The President may authorize a committee member to make public statements related to the specific work of that committee. The President or Executive Director may refer media to any member of the NGWRC for further comment or information.

ARTICLE XII

Amendments

Section 12.01. These Bylaws may be altered, amended or repealed only by a two-step process. First, by a vote of two-thirds of the Board members at a normally constituted meeting at which a quorum is present, the NGWRC board may recommend an amendment to the Veteran Information Network. Then the board of Veteran Information Network must approve the amendment by a majority vote. No amendment may come from the NGWRC to remove the Veteran Information Network from these Bylaws or change the roles of the *Executive Director* /CEO and or the CFO.

I, the undersigned, certify that I am the elected and acting National Secretary of the National Gulf War Resource Center, Inc. a State of Delaware nonprofit corporation, and the above Bylaws, consisting of 13 pages, are the Bylaws of this corporation, as adopted by a meeting of the Board of Directors held on June 25, 1995, and as amended by a meeting of the Members on September 20, 1998 and as amended by a meeting of September 1, 2011.



Valerie Bunker