



BYLAWS OF THE BERLIN U.S. MILITARY VETERANS ASSOCIATION, INC.

Approved July 22, 2022

Article I. Name: The name of this organization shall be Berlin U.S. Military Veterans Association, also known as BUSMVA, a nonprofit military service organization in accordance with the applicable provisions of Section 501(C)19 of the Internal Revenue Code, as now or hereafter amended.

Article II. Purpose: The purpose of this Association is to preserve and strengthen the spirit of comradeship among U.S. military veterans who served in the City of Berlin, Germany between 1945 and 1994, and maintain the bond of friendship forged between the U.S. military and the people of Berlin during that period.

Article III. General Provisions:

Sec. 1. The registered address of the Association is Washington state. The Board of Directors may change the registered address of the Association to any state within the United States of America after first giving notice of its intent, along with justification, to the membership followed by notice to the Internal Revenue Service.

Sec. 2. BUSMVA meets the provisions of and is thus qualified under Sec. 501 (C) 19 of the U.S. Internal Revenue Code, which governs military service/veterans' organizations. Membership rights may be lost or otherwise adversely affected if the Association should engage in any political activity which ties the Association to political action. The foregoing does not preclude members from engaging in the normal rights of private citizens independent of the Association.

Sec. 3. Tax Exempt Status The business of the Association shall at all times be conducted in such a manner as will assure the Association as an organization qualifies for exemption from taxation under Section 501 (C) of the Internal Revenue Code of 1986, as amended.

Sec. 4. Governing Instruments The Association shall be governed by the Articles of Incorporation and Bylaws and by any resolution and policies duly established by the Board of Directors in accordance there with.

Article IV. Membership

Sec. 1. Qualification(s) for Regular Membership: To be a full member of this Association an individual must have served honorably in a U.S. military organization assigned or attached to the U.S. Command Berlin or the U.S. Military Liaison Mission (USMLM) in Potsdam, and been stationed in and performed duty in the U.S. Sector of the occupied city of Berlin, Germany or in the case of the USMLM, in the city of Potsdam during the following period(s):

- (a) Allied Occupation from July 1, 1945 through October 1, 1990.
- (b) The reunited city of Berlin from October 2, 1990 through September 9, 1994.

Sec. 2. Proof of Membership Individuals applying for membership shall submit a completed, signed application form which identifies the military unit served with in Berlin as proof of eligibility. All completed application forms will be maintained with the Association Secretary. The Board of Directors may review applications and attached documents for authenticity and may request additional documentation to establish claims of eligibility. In such cases the ruling of the Board is final.

Sec. 3. Loss of Membership Membership in the Association may be terminated by the Board of Directors for any of the following:

- (a) Failure to pay dues.



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- (b) Findings by the Board of Directors that a member has obtained membership through fraud or falsification.
- (c) Findings by the Board of Directors, after due hearing with a notice of charges, that a member has acted in such a manner as to bring the Association into discredit or disrepute, or attempted to defraud the Association in any way.
 - 1) Any member so charged will be notified by registered mail, and given an opportunity to reply to such charges within 30 days.
 - 2) Charges may be submitted to the Board by an Association member in good standing, but the Board of Directors will decide the merit of such charges before proceeding.

Sec. 4. Other Classes of Membership

- (a) **Associate Membership** Civilian personnel employed full time by U.S. military forces in Berlin during the eligible period, Berlin Police personnel affiliated with the U.S. military, surviving spouses of former Association members, and military members of the U.S. Air Force and U.S. Army Air National Guard and Reservists who flew supply and logistics missions to Berlin and were stationed in the U.S. or Western Europe. Associate membership is limited to 10% of regular membership. Associate members have no voting rights and may not hold any elected office or position. Associate members may conduct tasks as appointed by a Board Member.
- (b) **Honorary Membership** Conferred by the Board of Directors in recognition of a prominent non-member who has performed distinctive service to the Association or to the City of Berlin. Recommendation for Honorary membership maybe submitted by any member. Honorary memberships are awarded for life and are not subject to dues. Honorary members have no voting rights and may not hold any elected office or position.
- (c) **Lifetime Membership** Conferred by vote of the regular membership in recognition of regular members who have performed extended periods of exemplary and significant service to the Association. Lifetime members will be nominated and confirmed by a majority of the regular members voting at the annual General Membership meeting. Lifetime members are not subject to assessment of dues.

Article V. Organization

Sec. 1. General The Association shall consist of the general membership and a Board of Directors. There will be no subdivisions or other type of units.

Sec. 2. Leadership The Association will be administered by an elected Board of Directors consisting of seven regular members, in good standing, including four Officers and three Directors at Large. The four elected Officers will be President, Vice President, Secretary, and Treasurer. The three elected Directors at Large will perform as Directors of Membership, Reunions, and Quartermaster or other duties as assigned by the President. The elected Board of Directors are volunteers and shall serve without remuneration.

Sec. 3. The Duties of the Elected Officers:

- (a) **President:** The President will preside over meetings of the Board. He/She will oversee all activities of the officers, directors and appointees of the Association. He/She will designate the areas of responsibility of the elected



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Directors at Large and is a voting member ex-officio of all committees. The President will act as the official spokesperson for the Association in public statements and in dealing with the news media. He/She may, as necessity or the occasion requires, designate a substitute from the Board of Directors. The President is the Chief Executive Officer of the Association. He/She and all members of the Board shall review the Federal tax and State tax, if required, returns prepared by the Treasurer PRIOR to their submission and report the review and concurrence in a written statement to the membership. That Statement of Concurrence will be included in the annual General Membership and Board meeting proceedings and made a permanent record with the meeting minutes.

- (b) Vice-President:** The Vice President will assist the President in the administration of the Association and will assume all executive duties, responsibilities, and authority in the absence of the President, or in the event the President is unable or unwilling to continue serving, and perform any other duties the President may assign. The Vice President shall exercise general oversight of all Standing Committees to ensure performance and compliance with their duties as articulated in Article VI of the Bylaws.
- (c) Secretary:** The Secretary is the Chief Administrative Officer of the Association and is responsible for maintaining all official correspondence, official files, and records of the Association. Board members are responsible to forward official records to the Secretary. He/She keeps the official minutes of all Board and General Membership Meetings, and is the presiding officer at meetings in the absence of the President and Vice President.
- (d) Treasurer:** The Association Treasurer shall be responsible for the following:
 - 1) Payment of all legitimate bills for goods and services.
 - 2) Payment of Directors' association related expenses for travel, telephone, postage, fax, copies, and office supplies when receipts are submitted.
 - 3) Preparation of an annual budget, after consultation with the Board of Directors.
 - 4) Publication of an annual financial statement.
 - 5) Make his/her records available to the Financial Review Committee Chair NLT 90 days prior to the annual General Membership meeting.
 - 6) Prepare and submit all Federal tax and State tax, if applicable, returns.
 - 7) Consult the President if he/she has questions on the validity of any request for payment. If the President cannot resolve the question, he/she may refer it to a vote of the Board of Directors, or if still unresolved, referred to the general membership for a vote.

Sec. 4. Duties of the Elected Directors

- (a) Membership Director** This Director is responsible for recruitment and retention of members. He/she will review applications of new members, receive payment, forward payments to the Treasurer and issue membership cards and welcome letters to new members. He/she will be responsible for sending out renewal notices to the membership. Upon receipt of membership renewal payments, record renewals, forward payments to the Treasurer and



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forward new membership cards to members. The Membership Director will maintain an up to date membership roster.

- (b) **Reunion Director** This Director is responsible for planning, coordinating and managing the Annual Reunion of the Association. This includes preparing and distributing to the membership all information and reunion details.
- (c) **Quartermaster** This Director will manage the storage, inventory, and sale of Association regalia, clothing, and memorabilia.

Article VI. Committees and Appointments

Sec. 1. Committees The President may appoint the following three (3) standing committees: Financial Review; Recruiting; and Marketing.

- (a) The Financial Review Committee shall be comprised of at least two (2) regular members deemed capable of a basic review of the statements and financial records of the Association Treasurer. This review shall be conducted annually at least 90 days prior to the annual General Membership meeting. A written report shall be submitted to the Board Members 60 days prior to the annual General Membership meeting. The report will also be provided to the membership at the annual General Membership meeting.
- (b) The Recruiting Committee shall be comprised of at least two (2) regular members who have an interest in marketing the Association with the goal to increase active membership. Their activities will be reviewed by the Board of Directors.
- (c) The Marketing Committee shall be comprised of at least two (2) regular members who have an interest in marketing the activities of the Association to include the annual reunions. Their activities will be reviewed by the Board of Directors.

Sec. 2. Other Appointments The President may appoint a Chaplain, Sergeant at Arms, Honor Guard Captain, Election Proctor, and other representatives and committees who will serve at the pleasure of the President. When possible, appointments shall be made at the annual General Membership meeting and be effective until the next annual General Membership meeting. Appointed members are not voting members of the Board of Directors.

Article VII. Dues and Assessments

Sec. 1. Responsibility The Board of Directors may by resolution, adopt, and change schedules of annual dues. The Board will notify the membership of the current dues and any anticipated or planned changes to the annual dues at the annual General Membership meeting. This notification will be followed by notice in the newsletter and on the website.

Sec. 2. Annual Dues Annual dues are effective from January 1st through December 31st of each calendar year, and will not be prorated by month. Members not renewed by February 15th are considered delinquent. Delinquent members will lose all membership benefits.

Article VIII. Financial

Sec. 1. Funds and Accounts The Association fiscal year is the calendar year. The funds of the Association will be maintained in separate accounts as follows:

- (a) The General Fund will be the primary account of the Association.
- (b) The Reunion Fund will consist of all monies collected in advance of the annual reunion. Only reunion expenses may be paid out of this fund until 120 days after



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conclusion of the reunion. At that time any excess revenues will be transferred to a restricted reunion account to fund specific activities for future reunions.

(c) The Allied Museum Fund will consist of all funds raised or allocated for support of the Allied Museum in Berlin.

(d) No part of the Associations net earnings shall inure to the benefit of any private individuals or members.

Sec 2. Approvals The following amounts are approved for payment of non-routine or unbudgeted expenditures for purchase of goods and services:

(a) Association President – Approval up to \$2500.00.

(b) Board of Directors – Approval up to \$5000.00.

(c) General Membership – Approval over \$5000.00.

Article IX. Voting, Elections, and Meetings

Sec. 1. Voting Only regular members with currently paid dues may vote. Members unable to attend the annual General Membership meeting may vote by absentee ballot. Each regular member has only ONE vote on any issue. The President will appoint a regular member to act as proctor for all votes. The Proctor will maintain a tally sheet of ballots and submit them to the Secretary for record keeping. A simple majority of more than 50% of the votes cast is binding on all elections and issues, except the revision of Bylaws which require a 2/3 majority of the votes cast. Absentee ballots received before the close of the election will be accepted. Proxy votes will not be accepted at any time.

Sec. 2. Elections The election of officers and directors will take place at the annual General Membership meeting. If for any reason a reunion is not held, elections will be held by the Election Proctor at the direction of the Board prior to the end of that calendar year.

Sec. 3. Meetings The annual General Membership meeting will be held in conjunction with the reunion each year. Any issues requiring member approval will be introduced by the Board and voted on at the annual General Membership meeting. Issues too urgent to postpone until the next General Membership meeting will be referred to the membership.

Article X. Election of Officers and Directors

Sec. 1. Eligibility Officers and Directors must be regular members of the Association and will serve without remuneration.

Sec. 2. Term of Office Officers and Directors are elected for a three year term, and take office on the last day of the Annual Reunion.

Sec. 3. Election Cycle Officers and Directors will be elected on a staggered schedule to ensure continuity. The President, Secretary and one Director at Large will be elected followed two years later by the elections for Vice President, Treasurer and two Directors at Large. This schedule may be modified if out of term vacancies occur.

Sec. 4. Nominations Any regular member may be nominated for an elected office with his/her permission. To be included on the absentee ballot the nomination must be received by the Association Secretary thirty (30) days before the scheduled election. A final round of nominations may be made just before the final vote of the scheduled election at the annual General Membership meeting.

Sec. 5. Vacancies A vacancy in any elected office may be filled by the Board of Directors until the next scheduled election for that position.

Sec. 6. Board Meetings The Board of Directors will meet in person at the annual reunion and will conduct additional in person and virtual meetings as directed by the President.



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The Secretary will keep records of all board meetings and make them available to the membership. A simple majority of the Board will constitute a quorum for the conduct of business.

Sec. 7. Removal of a Member of the Board Evidence of illegal or fraudulent activity will be presented to the entire Board, including the member being accused. The accused will have an opportunity to address the charge(s). An attorney may represent the accused at his/her expense. The Board may engage the services of an attorney, if necessary. The review process will include a determination of the impact on the Association. A vote of the Board is required to remove a member. The President will cast the deciding vote in event of a tie.

Article XI. Berlin Observer The "Berlin Observer" was the official news and information voice of the Berlin Command. Its continued publication is preserved through its adoption by the Association as the official publication of the Association. It shall be published by the Association quarterly and in its original and historical format in hard copy and digital form. The Editor of the Observer shall be a regular member of the Association selected by the Board. The President and Vice President are responsible for monitoring the content and quality of the publication and ensuring that it retains its distinctive and historical style and quality. The Observer, along with the Association website, shall be the Association's primary communication venues for conveying important information to the membership regarding Association activities, events, and business, to include: election results; reunion information; scheduled General Membership meeting items of interest; and ballot actions.

Article XII. Revisions and Amendments

Sec. 1. Revisions Revisions are updates that require the Bylaws to be rewritten. The President will appoint a Bylaws Review Committee every five years to conduct a complete review of the Bylaws. The Committee will submit proposed changes to the Board of Directors.

Sec. 2. Amendments Amendments are changes to the current Bylaws to improve them.

Sec. 3. Revisions and Amendments to the Bylaws may be proposed by the Board of Directors for adoption at the annual General Membership meeting provided that a notice of the proposed changes, accompanied by an absentee ballot, is furnished to the membership forty-five (45) days prior to the meeting.

Sec. 4. Adoption Revisions and Amendments to the bylaws require approval by 2/3 of the votes cast. Approved revisions and amendments will take effect immediately.

Article XIII. Dissolution of the Association

Sec. 1. Dissolution The Association may be dissolved by vote of the regular membership.

Sec. 2. Funds and Assets Any Association funds and assets remaining at dissolution will be donated to the Allied Museum in Berlin, or to another non-profit veterans' organization chosen by the remaining members.