

# **7TH SQUADRON, 17TH AIR CAVALRY, RUTHLESS RIDERS ASSOCIATION**

## **BYLAWS**

### **Article I Offices**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 327 Broadway, P.O. Box 640, Cottonwood Falls, KS 66845. The corporation, by resolution of its Board of Directors, may change the location of its principal office.

Section 2. Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place. By like resolution the resident agent at such registered office may be changed to any other person or corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, State of Kansas, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

### **Article II Membership**

Section 1. Membership. Membership is open to all cavalry men assigned or attached to the 7th Squadron 17th Air Cavalry who served in Southeast Asia during the Vietnam War.

Members shall be classified as Life, General, Perpetual Corporate, Corporate, and Honorary. To be recognized as an active member in any of these classifications, the member must be in good standing and current in the payment of his dues. Members eligible to vote shall be either general members or life members.

Membership classifications are as follows:

- a. Life membership will be conferred upon an individual eligible for membership who pays \$ membership fee or such dues as may be subsequently determined under the provisions of Article V, Section 1 hereof.
- b. General membership will be conferred upon an individual eligible for membership who pays \$ annual dues or such dues as may be subsequently determined under the provisions of Article V, Section 1 hereof.

c. Honorary membership is open to distinguished persons, such as aviation pioneers, guest speakers and aviation dignitaries. Honorary memberships must be approved by the Board of Directors.

Section 2. Application for Membership. Applications for membership shall be made in the manner prescribed by the Membership Committee, where so directed by a resolution of the Board of Directors.

Section 3. Resignation From Membership. A resignation from membership shall be presented to the Board of Directors.

Section 4. Termination or Suspension. If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, such person shall be notified in writing to appear by telephone conference call before the Board of Directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the Board of Directors present at the meeting, the membership of such person in the corporation may be terminated or suspended. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member.

Written notices hereunder shall be delivered by 1st class mail to the member's last known address.

Section 5. Transfer of Membership. Memberships in the corporation shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 6. Meeting of Voting Members and Other Membership Matters. The annual meetings of the members shall be held at a time and place established by resolution of the Board of Directors and shall be held during the annual reunion.

Written notice of each meeting shall be given to each member entitled to vote by mail e-mail, or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been waived by the member. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before the annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. Notice printed in the VHPA Newsletter and distributed to the membership by U. S. Mail or E-Mail shall be deemed to have been given to said member.

Section 7. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors, or by members holding not less than one-fifth of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 8. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special may be adjourned from time to time by the vote of a majority of the membership. When any members meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 9. Voting. The record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Unless otherwise provided in the Articles of Incorporation all elections of officers and Board of Directors shall be by written ballot except uncontested elections may be by voice vote and written ballot is deemed waived. Each voting member shall have one (1) vote for Board of Directors members and all other matters which may properly come before the members at any meeting.

Section 10. Quorum. The members present at a duly called meeting shall constitute a quorum for the transaction of business.

Section 11. Proxies. No member is entitled to vote by proxy.

Section 12. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of Board of Directors members shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the membership ledger, which shall be the secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president or secretary of the corporation.

Membership lists shall not be used by the corporation or any other person for any commercial purpose whatsoever.

Section 13. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

### **Article III**

#### **Directors**

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors, which are referred to in these bylaws as the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to-wit:

First--If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.

Second--To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or by the bylaws, fix agents and employees compensation, and require from them security for faithful service.

Third--to conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

Fourth--To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to designate any place within or without the State of Kansas for the holding of any annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of membership certificates, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fifth--To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Sixth--To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board of Directors in the management of the business an affairs of the corporation, except the power to adopt, amend, or repeal bylaws. Any such committee shall be composed of one or more Board of Directors members. Standing committees of the corporation are as follows:

1. Constitution and Bylaws
2. Historical (VHPA)
3. Membership
4. Nominating
5. Reunion and

Section 2. Number and Qualifications of Board of Directors. The authorized number of Board of Directors members of the corporation shall not be more than Thirteen (13) until changed by amendment to this bylaw. The president, vice president and immediate past president shall be members of the Board of Directors.

Section 3. Election and Term of Office. The Board of Directors shall be elected at the annual meeting of members, and shall serve for the terms specified when they are elected. The terms of the Board of Directors shall be staggered over three (3) years. All Board of Directors members shall hold office until their respective successors are elected. An Board of Directors member, including officers and Board of Directors members may be removed from office at any time for cause, however, by a majority vote of the voting members, and he may be removed without cause by a two-thirds (2/3) vote of the voting members. No member shall serve as an Board of Directors member or officer/Board of Directors member for more than a total of six (6) years except as provided in Article IV Section 5.

Section 4. Vacancies. Vacancies on the Board of Directors may be filed by a majority of the remaining Board of Directors members, although less than a quorum, or by a sole remaining Board of Directors member. If the Articles of Incorporation permit election of an Board of Directors member without written ballot, then the election of Board of Directors members to fill vacancies shall be without written ballot, unless requested by any member of the Board of Directors. If at any time, by reason of death, resignation, or other cause, the corporation should have no Board of Directors members in office, then any member may call a special meeting of the members in accordance with the provisions of these bylaws, or may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each Board of Directors member so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Board of Directors member or if the

authorized number of Board of Directors members be increased, or if the members fail at any annual or special meeting of members at which any Board of Directors member or members are elected to elect the full authorized number of Board of Directors members to be voted for at the meeting, or if any Board of Directors member or members elected shall refuse to serve.

The members holding at least twenty percent (20%) of the outstanding membership certificates may call a meeting at any time to fill any vacancy or vacancies not filled by the Board of Directors in accordance with the above procedures. If the Board of Directors accepts the resignation of an Board of Directors member tendered to take effect at a future time, the Board of Directors or the members shall have power to elect a successor to take office with the resignation is to become effective as set forth in Article IV Section 5.

No reduction of the authorized number of Board of Directors members shall have the effect of removing any Board of Directors member prior to the expiration of his term of office.

Section 5. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at least quarterly without call at such time as the Board of Directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuring which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president, or if he is absent or unable or refuses to act, by any other Board of Directors member. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered or notified by telegram or Fax or E-Mail at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Board of Directors member at his residence or usual place of business. If notice be given by telegraph, such notice shall be deemed to be delivered when the same is delivered to the telegraph company. If notice be given by Fax, such notice shall be deemed to be delivered upon transmission.

Section 8. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Board of Directors members if the time and place be fixed at the meeting adjourned.

Section 9. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, of a quorum be present, and if, either before or after the meeting, each of the Board of Directors members not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the total number of Board of Directors members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Board of Directors members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The Board of Directors members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Board of Directors members to leave less than a quorum.

Section 11. Meeting by Telephone. Members of the Board of Directors of the corporation, or any committee designated by such Board of Directors, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Adjournment. A majority of the Board of Directors members present may adjourn any Board of Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board of Directors.

Section 13. Votes and Voting. All votes required of Board of Directors members hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one Board of Directors member. Each Board of Directors member shall have one vote. Every reference to a majority or other proportion of Board of Directors shall refer to a majority or other proportion of the votes of such Board of Directors.

Section 14. Inspection of Books and Records. Any Board of Directors member shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such a Board of Directors member's position as a member of

the Board of Directors. When there is any doubt concerning the inspection rights of an Board of Directors member, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 15. Fees and Compensation. Board of Directors members shall not receive any salary for their services as Board of Directors members, but, by resolution of the Board of Directors they shall be authorized expenses of attendance.

## **Article IV Officers**

Section 1. Officers. The officers of the corporation shall be a president, vice president; immediate past president, a secretary and treasurer and must be either a member or life member.

Section 2. Election. The officers of the corporation, except the secretary and treasurer, shall be elected by the members for a three year term. The first year of the term shall be as vice president. The second year of the term shall be as president. The third year of the term shall be as immediate past president. Members are prohibited from serving more than one term.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers shall serve without compensation but may be entitled to reimbursement for reasonable expenses as may be approved by the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

- a. Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Presidency, then the Vice President (President Elect) shall succeed him as President for the remainder of the resigning or incapacitated president's term. At the completion of the resigning or incapacitated president's term, the president shall begin serving the term of the Presidency for which he was initially elected. The position of Vice President shall remain vacant until the annual reunion.

- b. Should the Vice President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Vice Presidency, the position of Vice President shall remain vacant for the duration of the term of the resigning or incapacitated Vice President. A President and a Vice President shall be elected at the next annual reunion.
- c. Should both the President and Vice President resign or become incapacitated, then the Member of the Board of Directors in order of seniority shall assume the duties of the Presidency (become Acting President) for the remainder of the term of the President who has just resigned or become incapacitated, but he shall not automatically succeed to the position of President after his term of Acting President has expired. A President and Vice President shall be elected at the next annual reunion with the new President's one year term beginning at the close of the annual reunion. The Immediate Past President shall serve one additional year on the Board of Directors.

Section 6. Removal and Resignation. Any officer may be removed with by a two-thirds (2/3) vote of the Board of Directors at any time in office, at any regular or special meeting of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, such officer may be removed with or without cause by a majority of the Board of Directors. Any officer may resign at any time upon written notice to the corporation.

Section 7. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. The president is a member of the Board of Directors.

Section 8. Vice-President. In the absence or disability of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these bylaws. The vice president is a member of the Board of Directors.

Section 9. Immediate Past President. The immediate past president shall serve as a member of the Board of Directors on the Board of Directors for a one year period until the next annual meeting after his term as president.

Section 10. Secretary-Treasurer. The secretary-treasurer shall be a non-voting member of the Board of Directors and he shall be appointed by a majority of the Board of Directors. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Board of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors meetings, the members present or represented at members meetings and the proceedings thereof

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership ledger, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the members and the Board of Directors required by these bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Board of Directors member.

The treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and Board of Directors members, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the or these bylaws. He shall be bonded, if required by the Board of Directors. The secretary-treasurer shall be authorized to vote at the Board of Directors meeting only in the event of a tie vote among the other members. An assistant secretary-treasurer may be nominated by the president and appointed by a majority of the Board of Directors. He shall perform the duties set forth above in the absence of the secretary- treasurer.

## **Article V**

### **Miscellaneous**

Section 1. Dues. The dues required for initial membership and annually or otherwise shall be as specified by majority vote of the voting members at the annual meeting. Such dues may be changed from time to time except that once a member has paid his life or corporate life dues, no subsequent increase or decrease in the life or corporate dues shall warrant an assessment or require a refund as to such fee with respect to such member. Nonpayment of dues shall be a proper cause for suspension or revocation of membership thereunder. All dues shall be payable as specified by the Board of Directors. Annual dues shall be in the same amount for all members of the same membership class. The annual dues may vary for each membership class where there is more than one such class.

Section 2. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and Board of Directors members' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 3. Indemnification of Board of Directors members and Officers. When a person is sued, either alone or with others, because he is or was an Board of Directors member or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court; and,
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 6. for giving notice of members' meetings, in such form as the court directs.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Annual Report. An annual report to members shall be required at the annual meeting.

Section 6. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the president (or by a vice-president, if there be one, serving in the absence of the president), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president (or vice-president serving in the absence of the president).

Section 7. Membership Certificates. A certificate of membership shall be issued to each member when any such member so requests, and no such certificate shall be issued when fees are required until such fees are paid in full. All such certificates shall be signed by the president or vice-president and the secretary, or an assistant secretary. Only one certificate may be issued per member except to replace membership certificates which are lost, stolen or destroyed. In the event a membership certificate is lost, stolen or destroyed, the member requesting a new certificate shall prepare and submit to the president a statement stating the conditions and reasons for or circumstances surrounding the loss, theft or destruction.

Section 8. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

## **Article VI Dissolution**

Section 1. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes

of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board of Directors - shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Article VII  
Amendments**

New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of members at any regular meeting; provided, however, that the time and place fixed by the bylaws for the annual meeting and election of Board of Directors members shall not be changed within one hundred eighty (180) days next preceding the date on which such elections are to be held. Notice of any proposed amendment of the bylaws shall be given to each member having voting rights within sixty (60) days prior to the date of such annual meeting.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed and acting secretary of the 7th Squadron 17th Air Cavalry, Ruthless Riders Association a Kansas not-for-profit corporation; and
- (2) That the foregoing bylaws and comprising pages constitute the original bylaws of said corporation, as duly adopted at the meeting of the members thereof duly held on the        day of September, 2002.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this        day of September, 2002.

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SECRETARY