

# **BYLAWS**

## **OF THE NATIONAL REMEMBER OUR TROOPS CAMPAIGN, INC.**

### **CONTENTS**

#### ***ARTICLE I Registered Agent***

- *1.1 Registered Agent Name*
- *1.2 Registered Agent Initial Authority*
- *1.3 Repeal of Article I*
- *1.4 Specific Bylaws Wording Scheduled For Repeal*

#### **ARTICLE II Offices**

Registered Office

#### **ARTICLE III Board of Trustees**

- 3.1 Number and Powers
- 3.2 Titles
- 3.3 Terms of Office
- 3.4 Vacancies
- 3.5 Regular Meetings
- 3.6 Special Meetings
- 3.7 Notice
- 3.8 Quorum
- 3.9 Voting
- 3.10 Waiver of Notice
- 3.11 Registering Dissent
- 3.12 Executive and Other Committees
- 3.13 Re-numeration
- 3.14 Loans
- 3.15 Removal

#### **ARTICLE IV Officers**

- 4.1 Designations
- 4.2 The President
- 4.3 Vice Presidents
- 4.4 Secretary and Assistant Secretaries
- 4.5 The Treasurer
- 4.6 Executive Director

- 4.7 Delegation
- 4.8 Vacancies
- 4.9 Other Officers
- 4.10 Re-numeration
- 4.11 Loans
- 4.12 Term - Removal
- 4.13 Bonds

**ARTICLE V Employees**

- 5.1 Number of Personnel
- 5.2 Re-numeration
- 5.3 Commission Based Pay Salary Cap
- 5.4 Department Authority
- 5.5 Restrictions
- 5.6 Loans

**ARTICLE VI Independent Telemarketing Firms Restriction**

**ARTICLE VII Founder**

**ARTICLE VIII Fiscal Year**

**ARTICLE IX Depositories**

**ARTICLE X Notices**

**ARTICLE XI Seal**

**ARTICLE XII Indemnification of Officers, Trustees, Employees and Agents**

**ARTICLE XIII Conflicting Interest Transactions**

- 12.1 Definitions
- 12.2 Trustees' Action

**ARTICLE XIV Books and Records**

**ARTICLE XV Amendments**

# The National Remember Our Troops Campaign, Inc.,

hereafter referred to as the corporation adopts the following Bylaws:

## **ARTICLE I**

### **Registered Agent**

#### 1.1 Registered Agent Name.

*The name of the registered agent who shall act until the first meeting or until his successor is duly chosen and qualified for reasons caused by resignation, death or otherwise is Thomas A. Ruley whose address is 111 North Stuart Street, Baltimore, Maryland 21221.*

#### 1.2 Registered Agent Initial Authority.

*The abovenamed Registered Agent shall appoint the initial members of the Board and shall hold the position of President of the Board for a term of 2 years ending on January 1<sup>st</sup>, 2007 or until his successor is duly chosen and qualified for reasons caused by resignation, incapacitation, death or malfeasance. During this initial term the Registered Agent/President may not be involuntarily removed from office by the Board for reasons other than stated above in this Section. Power is granted the Registered Agent/President to appoint, terminate and reappoint all corporate staff, any Board member or Board officer at his discretion with or without cause. Any changes to the corporate Bylaws or Articles of Incorporation during this initial term must have the approval of the Registered Agent/President. After this initial term, the office of President of the Board shall be an elected position as specified in Section 3.3. The current Registered Agent and President will be allowed to seek re-election.*

#### 1.3 Repeal of Article I.

*Being that the Registered Agent and President of the Board is also the founder of the corporation, to provide for its stability and growth, this Article I may not be reworded, changed in any way or repealed by the Board during this initial 2 year term unless prior approval is granted in writing by the Registered Agent and President who is named above. This article may be deleted from these Bylaws at the end of this abovementioned initial 2 year term.*

#### 1.4 Specific Bylaws Wording Scheduled For Repeal.

*Due to the action provided for in these Bylaws, a new or re-elected President will be installed on January 1<sup>st</sup>, 2007. Certain specific wording herein is scheduled to be deleted or repealed by a simple majority vote of the Board at any time after said date. The specific wording scheduled for repeal/deletion is highlighted within these current Bylaws in Italics.*

## **ARTICLE II**

### **Offices**

#### Registered Office.

The registered office of the corporation shall be located in the State of Maryland at such place as may be fixed from time to time by the Board of Trustees, herein referred to as “the Board”, upon filing of such notices as may be required by law. The *registered agent and* President shall have a business office identical with such registered office.

## **ARTICLE III**

### **Board of Trustees**

#### 3.1 Numbers and Powers.

The activities and financial affairs of the corporation shall be managed by the Board as provided for in these bylaws. The number of trustees of the corporation shall be eight, which number may be increased or decreased pursuant to these bylaws, but in no case shall the number be less than one and no decrease shall have the effect of shortening the term of any incumbent trustee. The Board is expressly authorized to make, alter or repeal the Bylaws of this corporation *except as noted in Article I*. This corporation may in its Bylaws confer powers upon its Board in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute.

#### 3.2 Titles.

The officers of the Board shall be a President, Vice President, a Treasurer, a Secretary and any other officers as may from time to time be prescribed by the Board.

#### 3.3 Terms of Office.

Officers and directors of the Board shall serve for a term of one year *excepting the President who will serve an initial 3 year term as set forth in Article I*. The officers and directors *terms of office shall begin immediately following the effective date of their initial appointment and thereafter* shall be elected.

3.4 Vacancies. *After the initial 3 year term as set forth in Article I*, all vacancies in the Board, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining trustees even though less than a quorum of the Board. A trustee elected to fill any vacancy shall hold office for the un-expired term of his or her predecessor and until a successor is elected and qualified.

3.5 Regular Meetings. Regular meetings of the Board may be held at the registered office of the corporation or at such other place or places, either within or without the State of Maryland, as the Board may from time to time designate. The annual meeting shall be held without notice at the registered office of the corporation, at 9:00 a.m., on the second Tuesday of December each year, or at such other time and place as the Board shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board, held, with proper notice, not less frequently than once each calendar quarter.

3.6 Special Meetings. Special meetings of the Board may be called at any time by the President or upon

written request by any two trustees. Such meetings shall be held at the registered office of the corporation or at such other place or places as the trustees may from time to time designate.

3.7 Notice. Notice of all special meetings of the Board (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 3.5) shall be given to each trustee by three (3) days prior service of the same by email, telephone, telegram, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting.

3.8 Quorum. A majority of the whole Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.9 Voting. In the event of a tie or evenly split vote by the board, the vote of the President of the Board shall count as 2 votes.

3.10 Waiver of Notice. Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the trustee or trustees, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

3.11 Registering Dissent. A trustee who is present at a meeting of the Board at which action on a corporate matter is taken shall be presumed to have assented to such action unless the trustee shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

3.12 Executive and Other Committees. The Board may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) trustees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board, provided however, that no such committee shall have the authority of the Board in reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any trustee or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of any responsibility imposed by law.

3.13 Re-numeration. No stated salary shall be paid trustees, as such, for their service, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity and receiving compensation therefore.

3.14 Loans. No loans shall be made by the corporation to any trustee.

3.15 Removal. *Excepting the provisions set forth in Article I*, Any trustee may be removed at any time, with or without cause, by the affirmative vote of five members of the Board.

## **ARTICLE IV**

### **Officers**

4.1 Designations. The officers of the corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. *After the initial 2 year period set forth in Article I*, All officers shall be elected for terms of one year by the Board. Such officers shall hold office until their successors are elected and installed. Any two or more offices may be held by the same person, except the offices of President and Secretary and/or Treasurer .

4.2 The President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board.

4.3 Vice Presidents. During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

4.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board.

4.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board (taking proper vouchers for such disbursements) and shall render to the Board from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board. The Assistant

Treasurer, or Assistant Treasurers, in the order designated by the Board, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board.

4.6 Executive Director. The Board may select an Executive Director from members of the Board who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the corporation, if any.

4.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee or any other person it may select.

4.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting of the Board.

4.9 Other Officers. The Board may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

4.10 Re-numeration. The Board shall determine, and may amend from time to time, the manner and fair but not excessive amount to be re-numerated to its corporate officers in the form of salaries, commissions and or overrides.

4.11 Loans. No loan shall be made by the corporation to any officer.

4.12 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board, *excepting the founder, should he hold any other position/positions during his initial 2 year term referred to in Article 1*, may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.13 Bonds. The Board may, by resolution, require any and all of the officers to be bondable to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board at the expense of the corporation.

## **ARTICLE V**

### **Employees**

5.1 Number of Personnel. While individual hiring, termination and/or re-hiring of personnel shall be the responsibility of the corporations managers, the Board shall exercise control over the number of the employees or independent contractors of the corporation and/or its departments.

5.2 Re-numeration. The Board shall determine, and may amend from time to time, the manner and fair but not excessive amount to be re-numerated to the employees, sales representatives, managers or other personnel of the corporation in the form of salaries, commissions and or overrides.

5.3 Commission Based Pay Salary Cap. As a further assurance that a fair but not excessive amount to be re-numerated to the commission based sales representatives and sales managers, a salary cap of no more than \$2,000.00, (two thousand dollars), per week will be paid to any sales representative or sales manager. Any weekly commission overage amount unpaid shall not accrue or be added to regular weekly commissions at a later date. This \$2,000.00 per week maximum represents a very generous \$104,000 per year and it is commensurate with performance and other top level professional sales producer and top level professional sales management positions.

5.4 Department Authority. Further control is granted the Board to set allocation amounts or budgets for its several departments, which may be amended from time to time.

5.5 Restrictions. No reduction in the number of employees, contractors or other personnel of the corporation shall infringe on any contractual rights of an individual.

5.6 Loans. No loans shall be made by the corporation to any employee.

## **ARTICLE VI**

### **Independent Telemarketing Firms Restriction**

The corporation shall enter into no contract or in any way engage any outside telemarketing firm to conduct telemarketing on its behalf.

## **ARTICLE VII**

### **Founder**

This irrevocable Article VII of the Bylaws provides that it shall be the policy of the corporation, for the life of the corporation, to recognize in and on its printed or otherwise internal or public materials and/or disclosures, at the corporations discretion, that its founder is Thomas A. Ruley.

## **ARTICLE VIII**

### **Fiscal Year**

The corporation's fiscal year shall be from January 1st through December 31st.

## **ARTICLE IX**

### **Depositories**

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board.

## **ARTICLE X**

### **Notices**

Except as may otherwise be required by law, any notice to any trustee may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the

United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

## **ARTICLE XI**

### **Seal**

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board, or by usage of the officers on behalf of the corporation.

## **ARTICLE XII**

### **Indemnification of Officers, Trustees, Employees and Agents**

The corporation shall indemnify its officers, trustees, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **ARTICLE XIII**

### **Conflicting Interest Transactions**

12.1 Definitions. For purposes of this Article:

(A) "Conflicting interest" means the interest a trustee has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

(1) The trustee knows at the time the corporation takes action that the trustee or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the trustee's judgment if the trustee were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the trustee knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the trustee's judgment if the trustee were called upon to vote on the transaction:

(a) An entity of which the trustee is a trustee, director, general partner, agent or employee;

(b) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(c) An individual who is a general partner, principal, or employer of the trustee.

(d) "Trustee's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a trustee of the corporation has a conflicting interest.

(B) "Qualified trustee" means any trustee who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second trustee who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first trustee's judgment when voting on the transaction.

(C) "Related person" of a trustee means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the trustee, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

(2) A trust, estate, incompetent, conservatee, or minor of which the trustee is a fiduciary.

(D) "Required disclosure" means disclosure by the trustee who has a conflicting interest of:

(1) The existence and nature of the trustee's conflicting interest; and

(2) All facts known to the trustee respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

## 12.2 Trustees' Action.

(A) Majority Vote. Trustees' action respecting a trustee's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified trustees who voted on the transaction after either required disclosure to them or compliance with Paragraph (B) below.

(B) Trustee's Disclosure. If a trustee has a conflicting interest respecting a transaction, but neither the trustee nor a related person of the trustee is a party to the transaction, and if the trustee has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that trustee from making the disclosure, then disclosure is sufficient if the trustee:

(1) Discloses to the trustees voting on the transaction the existence and nature of the trustee's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(2) Plays no part, directly or indirectly in their deliberations or vote.

(C) Quorum. A majority (but no fewer than two) of the qualified trustees constitutes a quorum for purposes of action that comply with this Article. Trustees' action that otherwise complies with this Article is not affected by the presence or vote of a trustee who is not a qualified trustee.

## **ARTICLE XIV**

### **Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its trustees, giving the names and addresses of all

trustees.

**ARTICLE XV**  
**Amendments**

*Subject to the provisions of Article I and, Subject to the provisions of Article VI, the Board shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of trustees unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the trustees of such class.*

Adopted by resolution of the corporation's Board of Trustees on 01/19, 2006

*waf*

*W. C. Penke IV*  
Secretary