

Bylaws of the Arizona Submarine Veterans Perch Base Foundation

ARTICLE I - Name

The name shall be Arizona Submarine Veterans Perch Base Foundation (the Foundation).

ARTICLE II - Offices

The registered office of the Foundation shall be at such place in the City of Phoenix in the State of Arizona as the Board of Directors of the Foundation (the "Board") shall from time to time designate. The Foundation may have such other offices within or without the State of Arizona as the Board may from time to time determine.

ARTICLE III - Members and Meetings of Members

1. Members

The Foundation shall have one (1) class of members, consisting of all those persons who from time to time are current members of the Perch Base of the United States Submarine Veterans Inc. (USSVI). Each such person shall become a member of the Foundation automatically without the need for any action by the other members or the Board, and shall cease to be a member of the Foundation automatically, without the need for any action by the other members or the Directors of the foundation, immediately upon ceasing to be a member of Perch Base or being delinquent in dues to either Perch Base or USSVI. Each such member shall have one (1) vote on matters that come before the members for action. Associate members of Perch Base are not members of the foundation.

2. Place of Meetings

All meetings of the members shall be held at the principal office of the Foundation or at such other place within or without the State of Arizona as from time to time may be designated by resolution of the Board or the members.

3. Annual Meeting

Annual meetings of members are not routinely held. See paragraph 4. Below concerning Special Meetings.

4. Special Meetings

Special meetings of the members shall be called by the President whenever, in his or her opinion, such meetings shall be necessary, or by the President or another officer on the written request of at least three (3) Directors or of at least three (3) members of the Foundation, filed with the Secretary, which request shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen days (15) after the

filing of such a request, the Directors or members who filed the request may call the special meeting.

5. Notice of Membership Meeting

Written notice of each meeting of members shall be given specifying the date, time, purpose, agenda, and place to be e-mailed or mailed to each Member at least ten (10) days prior to such meeting. E-mail and/or postal addresses used for notification shall be those shown on the Perch Base roster of members maintained by the Perch Base Membership Officer.

6. Business Conducted at Meetings

At special meetings of the members no business other than that stated in the notice thereof shall be transacted.

7. Quorum

Ten (10) percent of the number of Members current in dues to Perch Base and the USSVI immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE IV

Directors

1. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Foundation shall be managed by or under the direction of its Board of Directors. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Foundation under the statutes, its Certificate of Incorporation and these Bylaws, but only in pursuance of its exclusively charitable purposes.

2. The Board of Directors shall be composed of all those persons who from time to time are officers of Perch Base of the USSVI. and are also members, of Perch Base. Each such person shall become a member of the Foundations Board of Directors automatically, without the need for any action by the other members or the Directors of the Foundation, immediately upon becoming a Perch Base Officer, and shall cease to be a Director of the Foundation automatically, without the need for any action by the other members or of the Directors of the Foundation, immediately upon ceasing to be such an Officer of Perch Base. Each such Director shall have one (1) vote on matters that come before the Board for action under the Certificate of Incorporation or Bylaws of the Foundation.

3. Place of Meetings

The Board may hold its meetings at such place or places within or without the State of Arizona as the Board may from time to time determine.

4. Annual Meeting

The Annual Meeting of the Board, for the election of officers and other appropriate business, shall be held each year within one month of the Annual Business Meeting of USSVI at the date, time and place designated by the Board.

5. Other Meetings

Other meetings of the Board may be held whenever the President or a majority of the Board may deem it advisable.

6. Notification of Board of Director Meetings

Written notice of each meeting of the Board of Directors shall be given specifying the date, time, purpose, agenda, and place, to be e-mailed or mailed to each Director at least ten (10) days prior to such meeting. E-mail and/or postal addresses used for notification shall be those shown on the Perch Base roster of members maintained by the Perch Base Membership Officer.

7. Action without Meeting

Action may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

8. Telephonic/Video Meeting

The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

9. Quorum

A majority of the number of Directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at all meetings of the Board, but any number less than a quorum may adjourn such meeting to a specified date.

10. Action by Board

The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by law or by the Certificate of Incorporation or the Bylaws.

11. Proxies for Directors

Each Director must exercise authority as a director individually and may not grant a proxy or a power of attorney for such authority to any person.

12. Removal of Directors, Filling Vacancies.

The members may remove any one or more of the Directors at any time with or without cause. Removal may occur only at a meeting of the members called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors, as the case may be. A Director may resign at any time by delivering written notice to the Board.

13. Committees of the Board

The Board may, but need not, create one (1) or more committees, such as an Executive Committee, and appoint Directors to serve on them. Each such committee shall have two (2) or more Directors, who shall serve at the pleasure of the Board. Persons who are not Directors may not serve on any such committee. The creation of such a committee and appointment of Directors to it shall be accomplished by a resolution of the Board describing the Committees and naming the individual Directors to serve on it, which shall be approved by the number of Directors required to take action under Section 10 of this Article IV. A committee so constituted and approved shall be called a Committee of the Board, and may, to the extent specified by the Board in a resolution similarly approved, exercise the authority of the Board under Article IV of these Bylaws. Such a committee may not, however: (1) amend the Certificate of Incorporation; (2) adopt, amend or repeal Bylaws; or (3) approve a plan of merger or dissolution. Any Committee of the Board may be dissolved at any time, and any Director serving on a Committee of the Board may be removed from such Committee at any time, or for any reason, with or without cause, and any vacancy on any such Committee may be filled, by a resolution approved by the Board in the manner set forth in this Section 13.

14. Additional Committees

In addition to Committees of the Board provided for in Section 13 above and, the Foundation may have other committees, which may consist entirely of Directors, or of both Directors and persons who are not Directors, or entirely of persons who are not Directors. Such other committees may be created and persons to serve on them may be designated by the Board or by the President. However, no committee other than a Committee of the Board shall have or exercise any power or authority of the Board. A committee which is not a Committee of the Board may investigate and study such matters, and advise, report to and make recommendations to the Board and the officers of the Foundation on such matters, as the Board or the President may request. The Board may dissolve any such committee, or remove and replace any member of any such committee, at any time, for any reason, with or without cause, and the President may dissolve any such committee appointed by him, or remove or replace any member of any such committee appointed by him, at any time, for any reason, with or without cause.

ARTICLE V

Officers

1. General

At the first meeting of the Board and at each Annual Meeting of the Board, the Board shall elect a President, one (1) or more Vice Presidents, a Treasurer and a Secretary. The Board may from time to time elect such other officers as the Board deems expedient. Any two (2) or more offices may be held by the same person. The duties of officers of the Foundation shall be such as are prescribed by these Bylaws and as may be prescribed by the Board from time to time.

2. President and Vice President

The President shall be the chief executive officer of the Foundation and shall have general control and management of its assets and affairs, subject to the direction of the Board. He or she shall preside at all meetings of the Board and the members and shall perform all duties incident to the office of President. He or she may appoint such clerks and other employees and agents of the Foundation as he or she may from time to time deem advisable. Except as specially limited by vote of the Board, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be delegated to him or her by the Board from time to time.

3. Secretary

The Secretary shall have responsibility for preparing and keeping a record of the minutes of the proceedings of all meetings of the Board and the members and for authenticating records of the Foundation. The Secretary shall issue all notices required by law or by these Bylaws including tax filings. He or she shall have the custody of the seal of the Foundation and all books, records and papers of the Foundation, except as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and shall discharge all other duties required of such officer by law or delegated to him or her from time to time by the Board or as are incident to the office of Secretary.

4. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation, keep full and accurate accounts of receipts and disbursements and books belonging to the Foundation, deposit all monies and valuable effects in the name and to the credit of the Foundation in depositories designated by the Board, and he or she shall discharge all other duties required of such officer by law or delegated to him or her from time to time by the Board or as are incident to the office of Treasurer.

5. Terms of Office

Each of such officers shall serve for the term of one (1) year and until his or her successor shall be duly designated, but any officer may be removed by a majority vote of the Directors in office at any time, with or without cause. Vacancies among the officers by reason of death, resignation or other causes shall be filled by vote of the Directors in office. The period between consecutive Annual Meetings of the Board shall be deemed one (1) year for this purpose. There shall be no limit on years of consecutive service by officers.

ARTICLE VI

Miscellaneous

Unless otherwise voted by a majority of those persons present at any meeting and entitled to vote thereof, the rules and procedures specified by Robert's Rules of Order Revised, as published and in effect at the time of any meeting, shall be followed during any meeting of constituents of the Foundation.

ARTICLE VII

Amendments

These Bylaws may be altered, amended or repealed by a majority vote of the Directors of the Foundation present at a meeting of the Board of Directors at which a quorum is present, and provided that no amendment shall be effective which shall cause the Foundation to lose its position as an organization operated exclusively for charitable and educational purposes as described in its Certificate of Incorporation.

Adopted: ____ 2022