

**Special Operations Medical Association (SOMA)
BYLAWS**

ARTICLE I. Offices

Section 1. Name

The Special Operations Medical Association (hereinafter called the "Association"), a nonprofit corporation incorporated in the Tennessee and registered to do business in the State of Kansas.

Section 2. Location.

The principal office of the Association is located at 4400 College Blvd. Overland Park, KS 66211 or elsewhere as determined by the Board of Directors.

Section 3. Purposes. The purposes of the Association include these:

The Association is organized exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The primary objective is that of enhancing professional standards through continuing medical education of special operations medical personnel in the service of the United States of America Armed Forces.

The main activity shall be the production of at least one medical conference to be held annually and which will be called the Special Operations Medical Scientific Assembly. This Scientific Assembly shall be for all military members and qualified civilian providers interested in special operations and tactical medicine and invited guests. Other activities and ventures that advance Special Operations Medicine can be pursued upon approval by majority vote of the SOMA Board of Directors.

ARTICLE II. Membership

Section 1. Eligibility

Membership criteria shall be established by the Board of Directors as specified in these Bylaws. There will be no discrimination based on sex, religion, race, color, or national origin.

Membership shall be open to commissioned officers and enlisted personnel of the reserve and active components of the Armed Forces, Public Health Service, Veterans Administration personnel, and civilians concerned with special operations medicine, provided the following criteria are met:

- A) Have a strong interest in special operations.
- B) Be in good standing professionally.

Section 2. Classes

There shall be nine classes of membership in the Association:

1. Military Medic
2. Civilian Medic
3. Professional
4. Physician
5. Emeritus
6. Student/Resident/Fellow
7. Corporate
8. Lifetime
9. Lifetime 2.0
10. Honorary

Membership classes may be altered according to the procedures outlined in the Articles of Incorporation and Bylaws of the Association.

- 1) Military Medic – Medics who are non-commissioned officers and enlisted personnel of the active and reserve components from one of the Uniformed Services or personnel in full employ of the Public Health Service or Veterans Administration. Military Medics shall enjoy all the privileges of the Association, including the right to vote in Association elections the right to chair and participate on committees and to run for elected offices. Annual membership fees shall be set by the Board of Directors.
- 2) Civilian Medic – Civilian EMTs, tactical medical emergency support medics and healthcare industry students concerned with special operations medicine. Civilian Medics shall enjoy all the privileges of the Association, including the right to vote in Association elections the right to chair and participate on committees and to run for elected offices. Annual membership fees shall be set by the Board of Directors.
- 3) Professional – Medical Professionals, PAs, NPs, Nurses, Physical Therapists, Allied Health Professional and International Practitioners and commissioned officers who are concerned with special operations medicine. Professional members shall enjoy all the privileges of the Association, including the right to vote in Association elections the right to chair and participate on committees and to run for elected offices. Annual membership fees shall be set by the Board of Directors.
- 4) Physician - Allopathic (MD) and Osteopathic (DO) physicians, dentists or veterinarians, either military or civilian, who are concerned with special operations medicine. Physician members shall enjoy all the privileges of the Association, including the right to vote in Association elections, the right to chair and participate on committees and to run for elected offices. Annual membership fees shall be set by the Board of Directors.

- 5) Emeritus - Individuals that were previously Medic, Professional or Physician members who have retired from professional employment because of length of service or physical disability. They retain their voting status and may hold elected office or chair committees. Annual membership fees shall be set by the Board of Directors.
- 6) Student/Resident/Fellow –Individuals that are currently students or in resident or fellowship programs. Individuals applying for this category of membership will be required to provide the anticipated date of his/her graduation or program completion. Student/Resident/Fellow members shall enjoy all the privileges of the Association, including the right to vote in Association elections, the right to chair and participate on committees and to run for elected offices. Annual membership fees shall be set by the Board of Directors.
- 7) Corporate – Organizations or corporations that directly or indirectly work to support special operations medicine. Corporate members shall enjoy benefits as determined by the Board of Directors, which shall not include voting, holding elected office, and serving as committee chairs.
- 8) Lifetime – All members that paid lifetime member dues prior to 2014. Lifetime members shall enjoy all of the privileges of the Association except for receiving complimentary issues of the *Journal of Special Operations Medicine*. Lifetime members may vote in Association elections, chair and participate on committees and run for elected offices. Lifetime members shall not be required to pay annual membership fees or registration fees for the Annual Scientific Assembly unless otherwise decided by the Board of Directors.
- 9) Lifetime 2.0 – Individuals verified by the Membership Committee as having completed five consecutive years of membership since 2014 unless deployed for combat two times during the five-year period. In addition, individuals must have participated in the association in one of the following ways: committee membership, speaker, panel member, volunteer, JSOM peer reviewer, published an article in JSOM. Lifetime members will be eligible to receive all of the benefits of SOMA Lifetime membership as well as a Lifetime member lapel pin and a name badge ribbon at the Scientific Assembly. Annual membership fees shall be set by the Board of Directors
- 10) Honorary - Those distinguished scientists, physicians, or others associated with special operations medicine recommended and voted for by a majority of the Board of Directors are eligible to be Honorary Members. They will be exempt from dues payment. They are not entitled to vote, hold elected office or chair committees.

Section 3. Application for Membership

Prospective members shall submit an application for membership to the Chair of the Membership Committee. The Chair or his/her designee will review the application, verify and approve the candidate's credentials for membership. The Chair may consult the members of the Membership Committee about any application at his/her discretion. If consulted, the Membership Committee shall recommend acceptance, rejection, modification, or tabling of an application for

membership. The President shall accept, reject, modify, or table the recommendation of the Membership Chair. For either the Membership Committee or the President, appropriate grounds for rejecting, modifying, or tabling the request include, but are not limited to, the following: previous revocation of membership in the Association; conviction of a felony offense; notice of an official reprimand, sanction or other negative action by a state medical licensing Board or a state medical society; unprofessional conduct; and unethical or immoral behavior. Membership in the Association is not transferable.

Section 4. Procedure for Admission

The Board of Directors may establish and modify procedures for admittance to all classes of membership.

Admission to membership for all classes of members except Lifetime, Honorary and Emeritus shall occur by notice after completion and approval of SOMA's application and payment of dues.

Prospective members shall submit an application for membership to the Association Office where it will be reviewed to verify and approve the candidate's credentials for membership. The staff may consult the Chair of the Membership Committee about any application at his/her discretion. If consulted, the Membership Committee Chair shall recommend acceptance, rejection, modification, or tabling of an application for membership. The President shall accept, reject, modify, or table the recommendation of the Membership Chair. For either the Membership Committee or the President, appropriate grounds for rejecting, modifying, or tabling the request include, but are not limited to, the following: previous revocation of membership in the Association; conviction of a felony offense; notice of an official reprimand, sanction or other negative action by a state medical licensing Board or a state medical society; unprofessional conduct; and unethical or immoral behavior. Membership in the Association is not transferable.

Applications for Emeritus membership must be approved by the Membership Committee Chair. Applications for Lifetime and Honorary membership must be approved by the Board of Directors.

Section 5. Appeal

Any applicant denied membership may appeal to the Executive Committee. The applicant shall have the right to address the Executive Committee in support of acceptance of the application. The Executive Committee shall vote on the appeal after receiving comments from all concerned parties. The Executive Committee will review any factual written material presented that has direct bearing on the applicant's request for membership. Its decision shall be considered final.

Section 6. Membership Record Date

Members entitled to vote at the Annual Meeting and in mail or electronic ballots shall be military medic, civilian medic, professional, physician, emeritus and lifetime members whose current membership fees are paid in full at the time of

the meeting or during a mail or electronic ballot.

Section 7. Revocation of Membership Status

Members who fail to pay dues within 90 days of the payment due date will have their membership revoked. Members who fail to meet other requirements of membership, as determined by the Board of Directors, may have their membership in the Association revoked. Additional circumstances of membership which may result in revocation of membership status, as determined by the Board of Directors, include, but are not limited to, the following: conviction of a felony offense; notice of an official reprimand, sanction or other negative action by a state medical licensing board or a state medical society; unprofessional conduct; and unethical or immoral behavior. Revocation of membership for reason other than failure to pay dues shall be determined by majority vote of a quorum of the Board of Directors after formal review of the circumstances, and according to the Association Policy and Procedures.

Any member in good standing may submit a written letter stating the infraction and evidence of circumstance for revocation of membership to the SOMA Membership Committee. Individual members or corporate members accused of conduct unbecoming for membership will be allowed to respond to the accusations in a written letter, via teleconference, or in person within 60 days of notification of the accusation. Individual or corporate members that are incarcerated or convicted of crimes that warrant revocation of membership in accordance with Section 7 of these Bylaws will not be allowed to appeal their revocation for a period of one year from the date that the Membership Committee and Board were notified of the infraction. Refunds of membership dues will be at the discretion of the voting quorum of the Board of Directors.

The Membership Committee and a voting quorum of the Board of Directors will meet to determine the severity of the circumstances and determine the appropriate punishment, which can range from one-year revocation of membership to a lifetime ban. This determination can be made for individual or corporate memberships.

Section 8. Withdrawal of Membership

Each member shall continue as a member unless removed for the reasons outlined in Section 7 or until a written intent of resignation from the member is received by the President of the Association.

ARTICLE III. Meetings

Section 1. Annual and Special Meetings

The members shall meet annually at a time and place as set by the Board of Directors and as stated in a NOTICE OF MEETING. Special meetings of the members, for any purposes save the election of officers, may be called by the President or at the request in writing of a majority of the Board of Directors or at the request in writing of a majority of the Physician members. Meetings shall be conducted in accordance with "Roberts Rules of Order.

Section 2. Notice of Meeting

Notice of a meeting shall be mailed (postal or electronic) to each member not less than 28 calendar days in advance of said meeting, at his/her address as shown in the books of the Association, setting forth the time and place of the meeting. It shall be the responsibility of each member to ensure the Association has a proper address for mailing notices of meetings and other Association business.

Section 3. Quorum

Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, the majority of voting members of the Association who are present shall constitute a quorum for the transaction of business.

Section 4. Voting

Each Military Medic member, Civilian Medic member, Professional member, Physician Member, Emeritus member and Lifetime member, shall have one (1) vote.

No proxy voting is permitted, except on issues relating to the amendment of the Articles of Incorporation or these Bylaws, or as otherwise provided in these Bylaws. These proxies must be submitted in writing to the Secretary/Treasurer prior to the beginning of the meeting.

Upon demand of any Member, a vote shall be taken by secret ballot. The election of officers and Members-at-Large shall be by secret ballot. All issues shall be decided by a simple majority vote of a quorum unless otherwise required by law, the Articles of Incorporation, or by these Bylaws.

Except as otherwise provided in these Bylaws, voting may occur either via voice vote, paper ballot or electronically as determined by the Board of Directors and communicated to the membership at the time of the vote.

ARTICLE IV. Dues

Dues for the Association members shall be set by the Board of Directors based on the annual operating budget. Prior to approving a change in dues, the Board of Directors shall communicate the proposed dues change to the membership of the Association at least one month before the Board of Directors votes on the proposed dues change.

ARTICLE V. Nominations and Elections

Section 1. Nominating Committee

- a) The nominating committee as described in Article VIII, Section 9. shall solicit the membership for nominations of eligible members to serve open positions on the board as board member at-large and officer positions. A slate of one or more names per position shall be approved by the board and recommended to the members.
- b) The position of president will automatically be filled by the military vice president that is completing the second year of his/her term.
- c) After approval by the board, the membership shall be notified.

Section 2. Ballots

Ballots and information about the candidates shall be distributed to all Military Medic, Civilian Medic, Professional, Physician, Lifetime and Emeritus members in good standing no later than 90 days prior to the annual business meeting of SOMA. There shall be a provision for write-in candidates for each position on the mail ballot. Each voting member shall be entitled to cast one vote for each open position. Mail ballots shall be valid and counted only if received within 30 days after the date of the mailing of the ballot.

Section 3. Determination of Election Outcome

Nominees shall be elected by a plurality of votes cast.

Section 4. Notification

The membership shall be notified of the election results 30 days prior to the annual business meeting.

Section 5. Challenges to Election

Any challenge to the final vote count must be presented to SOMA's president no later than 14 days following the announcement of the election results and must be accompanied by a petition bearing the signatures of 25 SOMA members in good standing. In the event of such a challenge, the board shall retain an independent referee to conduct an investigation and recount the ballots, if necessary. The results of such an investigation and/or recount shall be considered conclusive and final.

Section 6. Tie Votes

In case of a tie, another secret ballot will take place between the candidates receiving the highest number of votes. If a tie results after two ballots, the retiring Board of Directors shall determine the winner by simple majority vote of the members of the Board.

ARTICLE VI. Board of Directors

Section 1. Management

The Board of Directors shall be empowered to transact all business in the name of the Association.

Section 2. Composition

The Board of Directors shall consist of the President, the Military Vice President, the Civilian Vice President, the Secretary/Treasurer, the Immediate Past President and four Members-at-Large. The Chair of the Program Committee, the Chair of the Membership Committee, the Chair of the International Committee, a representative from USSOCOM and the Executive Director will be *ex-officio*, non-voting members of the Board of Directors. The President may appoint other committee chairs as *ex-officio* members of the Board based on the needs of the Association.

Section 3. Eligibility

Only current SOMA members in good standing will be considered for office. Qualifying criteria to serve as a SOMA officer shall also include the following, depending on the office held, the SOMA President and Military Vice President must be fully SOF-Qualified or extensive SOF service (more than 5 years) (eg. SF, Ranger, SEAL, PJ, SOCM) from active or retired military community. The Civilian Vice President will be from civilian Tactical medicine community. Secretary/Treasurer shall have a SOF background, not necessarily "SOF Qualified". Board members-at-large shall have a background in TEMS, Army, Navy or Air Force.

Section 4. Resignation

A member of the Board of Directors may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of receipt by the Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective.

Section 5. Vacancies

If the office of President becomes vacant, the Military Vice President shall assume the office of President, to complete this term. If the office of Military Vice President becomes vacant, the Secretary/Treasurer may assume the Military Vice President's office provided that he/she meets the eligibility criteria. If the Secretary/Treasurer does not meet the eligibility criteria then the President shall appoint a new Military Vice President, subject to the approval of the Board of Directors, who shall serve until the next election for the office of Military Vice President. If the office of Civilian Vice President becomes vacant, the Secretary/Treasurer may assume the Civilian Vice President's office provided that he/she meets the eligibility criteria. If the Secretary/Treasurer does not meet the eligibility criteria then the President shall appoint a new Civilian Vice President, subject to the approval of the Board of Directors, who shall serve until the next election for the office of Military Vice President.

In the event of inability of both the President and the Military and Civilian Vice Presidents to function as chairperson, a quorum of the Board of Directors shall designate a President pro tempore, who shall function as President

If the office of Secretary/Treasurer becomes vacant, the President shall appoint a new Secretary/Treasurer subject to the approval of the Board of Directors, who shall serve until an election can be held for the office of Secretary/Treasurer. If a Member-at-Large position becomes vacant, the Board of Directors shall vote either to leave it vacant until the end of its term or to appoint a new Member-at-Large to fill the remaining term.

Section 6. Term

The term of office for the Board of Directors shall be two years or the remainder of an unexpired term and until their successors are duly elected or appointed and qualified. The Members-at-Large shall assume their titles and roles at the conclusion of the Scientific Assembly immediately following their election; they shall be limited to serving two full, two-year consecutive terms as Members-at-

Large. An Officer may not serve two consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case the Officer may serve the unexpired portion of the term and one full term.

Section 7. Removal from Office

Board members may be removed from office as a result of conduct detrimental to the Association, inappropriate use of Association funds, becoming ineligible for membership or failing to maintain membership in good standing, or other substantive inappropriate actions. Each Board member must attend at least one of the semi-annual meetings in person per calendar year. The President's discretion may be used to excuse Board member from a meeting for reasons of health or other significant unforeseen circumstance. Removal from office shall require a two-thirds majority vote of the Board of Directors.

Section 8. Executive Officers

The executive officers of the Association shall consist of the President, Military Vice President, Civilian Vice President, Immediate Past President and Secretary/Treasurer. No person may hold more than one of these offices simultaneously.

Section 9. Other Officers and Agents

The Board of Directors shall have the power to appoint such other officers and agents as it may deem advisable, 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, but who shall not be voting members of the Board.

Section 10. Meetings

The Board of Directors shall meet in person at least semi-annually. Conference call meetings will be conducted at the discretion of the President. Special meetings of the Board may be called by the President, or shall be called by the President or Secretary/Treasurer at the request, in writing, of a majority of the Board of Directors Members. Each member of the Board must attend at least one of the semi-annual meetings in person per calendar year; if the member does not meet this requirement, the member may be removed from office by a two-thirds majority vote of the remainder of the Board of Directors. The President's discretion may be used to excuse a member from a meeting for reasons of health or other significant unforeseen circumstance. Minutes of all meetings of the Board of Directors, including conference calls, shall be available to any member requesting same.

Such meetings do not have to be in person but may take advantage of modern telecommunications. Voting under these circumstances will be verbal or electronic as the options provide.

Section 11. Quorum of the Board of Directors

Voting members of the Board of Directors will consist of the five elected Officers, and Members-at-Large. Non-voting members include the Membership Committee Chair, Program Committee Chair, the International Committee Chair and USSOCOM Representative and Executive Director. A majority of the voting members present shall constitute a quorum.

Section 12: Suspension of Requirements

A. Such provisions of this Constitution as require Annual Meetings of this Association shall be suspended during periods of War or other National Emergency. Such suspension shall be authorized by the concurring vote of the Board of Directors polled by telephone or electronic message at the request of the President of the Association. The membership shall then be notified in writing within 30 days.

B. In such an event, the President may designate three voting members of the Board of Directors as a Board of Regents to conduct the affairs of the Association for the duration of the emergency.

C. Such Regents shall have all the powers and responsibilities delegated otherwise to the Officers and Board of Directors. They shall function by majority vote in such manner as may seem to them most expeditious.

Article VII Duties of the Officers and Board Members-at-Large

Section 1. Powers and Duties of the President

The President shall be the chief elected officer of the Association. The President shall preside at all meeting of the members and of the Board of Directors and shall have general supervision, direction and control of all affairs of the Association. Except as the Board of Directors shall otherwise authorize, he/she may execute contracts on behalf of the Association. The President shall additionally serve as a voting member of the Board of Directors during the year following his/her term of office.

Section 2. Powers and Duties of the Military Vice President

The Military Vice President shall have oversight over duties as assigned by the President. In addition, in the second year of his/her term the Military Vice President shall assume all duties and authorities of the President in the President's absence and shall have powers and duties as may be prescribed by the Board of Directors and the Military Vice President shall assume the office of the President following the expiration of the President's term or in the event of the President's death, resignation or removal.

Section 3. Powers and Duties of the Civilian Vice President

The Civilian Vice President shall have oversight over duties as assigned by the President.

Section 4. Powers and Duties of the Secretary/Treasurer

The Secretary/Treasurer shall see that accurate and complete minutes of all meetings of the Board of Directors and of the membership are kept, and send out communications to the membership of the Association as necessary. The Secretary/Treasurer shall determine the presence of a quorum and record votes. The Secretary/Treasurer shall have or designate the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Secretary/Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Secretary/Treasurer shall render to the President and Board of Directors, whenever requested, an accounting of all transactions and of the financial condition of the corporation. The Secretary/Treasurer shall provide an annual audit or accounting review to the Board of Directors. He/she shall make an annual financial report to the membership at the Annual Meeting. The Secretary/Treasurer shall Chair the Finance Committee. The Secretary/Treasurer may appoint an agent to perform the listed duties.

Section 5. Powers and Duties of the Immediate Past President

The Immediate Past President of the Association shall be a member of the Board of Directors and the Executive Committee. The Immediate Past President must be a member in good standing. The Immediate Past President shall be eligible to serve for a term of two years immediately following completing office of President. The Immediate Past President shall serve as Chair of the Nomination Committee. The Immediate Past President shall have such other powers and

duties as prescribed by the President or Board of Directors, including acting as an advisor and consultant to the members of the Board of Directors.

Section 6. Powers and Duties of Members-at-Large

The duties of Members-at-Large shall be as assigned by the President or Board of Directors of the Association.

ARTICLE VIII. Committees

Section 1. Executive Committee

There shall be an Executive Committee, consisting of the President, Military Vice President, Civilian Vice President, Secretary/Treasurer, and Immediate Past President. The Executive Director shall be an *ex-officio*, non-voting member. The Executive Committee shall meet in person or by conference call as needed to handle the affairs of the Association, between meetings of the Board of Directors, as directed by the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors.

Section 2. Standing Committees

The Standing Committees are integral to the overall operation of the Association. The Standing Committees include: Finance, Membership, Nominations, Program and Research Committees.

Section 3. *Ad Hoc* Committees

Ad Hoc Committees may be formed by the President or the Board of Directors to address the needs of the Association. These shall be dissolved when their mandate has been fulfilled.

Section 4. Eligibility to Lead/Serve on Committees

Committee Chairs must be Military Medic, Civilian Medic, Physician, Professional, Emeritus or Lifetime Members in good standing. Each Committee Chair shall select a Vice-Chair who may be selected as the Chair of the Committee after the conclusion of the term of the Committee Chair

Section 5. Participation on Committees

All members of the Association will be invited to attend committee meetings and are eligible for committee membership. With the exception of the Finance Committee and the Nomination Committee members are self-designated by expressing commitment to the Committee by communication with the President and/or the Chair of that committee.

Except as precluded by the Bylaws, the President shall appoint Committee Chairs on assuming office. The President shall consider the recommendations of all interested parties in appointing Committee Chairs. The President may change Committee Chairs at any time except for the chairs of the Finance Committee and the Nomination Committee.

Section 6. Term

Committee Chairs and Vice Chairs shall serve two-year terms coinciding with the President's term. Committee Chairs may serve no more than two successive full two-year terms, unless an extension is approved by a simple majority vote of the Board of Directors.

Section 7. Removal

A Committee Chair, Vice-Chair, or Committee member, except as noted, may be removed by the President at any time, with the exception of any member of the Executive Committee, any member of the Nomination Committee including the Chair or the Chair of the Finance Committee. The President shall appoint a new Committee Chair in the event of a vacancy.

Section 8. Duties of the Finance Committee

The Finance Committee shall supervise the contractual arrangements of the Association and other business matters, including the Association's financial arrangement with the publisher of *the Journal of Special Operations Medicine*. The Finance Committee shall oversee the audits of the Association as well as any financial investments. The Finance Committee shall be chaired by the Secretary/Treasurer and shall also consist of the President-Elect, and at least two additional members of the Association.

Section 9. Duties of the Membership Committee

The Membership Committee is charged with the duty of recruiting new members and investigating the credentials of applicants for membership in the Association. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 10. Duties of the Nomination Committee

The Nomination Committee shall consist of at least two medic members, one physician member, a Professional Member and a Lifetime member, all nominated by the Immediate Past President and approved by the President. If there is no Immediate Past President, a Chair of the Nomination Committee shall also be nominated by the President with approval by the Board of Directors. Members of the committee serve for a one year term. At any time a member of the Committee can be removed by a two thirds vote of the Board of Directors. The Committee shall prepare a slate of candidates for the elections for Board of Directors each year, as specified in Article V., Section 1, and assist with the leadership development activities of the Association.

Section 10. Duties of the Program Committee.

The Program Committee shall be responsible for overseeing the educational programs of the Association. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 11. Duties of the Research Committee

The Research Committee will suggest, develop, and support research in the field of SOF and tactical medicine. The Committee shall have additional powers and duties as assigned by the Board of Directors.

Section 12. Senior Advisor Board

The President shall appoint individuals to serve as a Senior Advisory Board with approval of the Board of Directors. Members of the Senior Advisory Board shall be senior medical and operational leaders with extensive SOF backgrounds who are available to advise SOMA on issues of strategic importance. The Senior Advisory Board shall have no fiduciary responsibility to the Association. The Senior Advisory Board shall meet from time to time as the President deems necessary. The Senior Advisory Board may join the Board of Directors at their meetings, but shall not be considered voting members of the Board of Directors.

ARTICLE IX. Liaisons and Representatives

Section 1. Liaisons

The President may appoint liaisons to other organizations with similar goals and objectives as the Association. The Board of Directors will determine which organizations should have liaisons. Liaisons may be invited to report on the activities of the organizations to which they are liaisons. Liaisons may serve no more than two successive full two-year terms, unless an extension is approved by a simple majority vote of the Board of Directors.

Section 2. Representatives

National organizations with an interest in SOF and tactical medicine and other groups with which the Association has a relationship may send representatives to the Board of Directors meetings at their own expense. The President shall have the power to limit their attendance to specific portions of the meetings. They shall not have a vote in the Association's affairs. Representatives may be invited to report on the activities of the organizations that they represent.

ARTICLE X. Prohibition of Dividends

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to a candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt

from federal income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XI. Dissolution or Liquidation

In the event of dissolution, winding up, or other liquidation of the assets of the Association, its assets shall be applied and distributed to the extent possible as follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions shall be made thereof;
2. Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Association, or to such organization or organizations formed and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C) (3) 26 USCA, Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Directors shall determine. Preference will be given to the Special Forces Warrior Foundation. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is 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 XII. Finances

Section 1. Fiscal Year

The fiscal year of the Association shall be determined by resolution of the Board of Directors.

Section 2. Instruments

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Officer or Officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

The financial assets of the Association will be held in an interest bearing bank account under the name of the Association and will be accessible by the President and the Treasurer.

Section 3. Budget

The Board of Directors shall establish a budget for each fiscal year and shall operate under generally-accepted accounting principles.

Section 4. Contracts

Any contract or other written legal agreement into which the Association enters must be approved by a majority vote of the Executive Committee. The President or designee shall have the power to sign such legal documents as agents of the Association. The Board of Directors may empower other individuals to sign legal documents as agents of the Association. The President or designee is authorized to sign any contract for less than \$250,000. Any contract greater than that amount must be ratified by the Board of Directors prior to signing.

ARTICLE XIII. Notice and Waiver of Notice

Section 1. Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated, and any such notice shall be deemed to be sufficient if given by mail or telephonic or electronic or other written communication, charges prepaid, addressed to the party entitled thereto at its address as it appears on the records of the Association, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section 2. Waiver of Notice

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation or under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

ARTICLE XIV. Miscellaneous Provisions

Section 1. Indemnification

- A. The Association will indemnify every person (and the heirs and personal representatives of such person) who is or was a Director, officer, or agent of the Association against all liability and reasonable expense from any claim, action, suit, or proceeding (i) if such Director, officer, or agent is wholly successful with respect thereto or (ii) if not wholly successful, then if such Director, officer or agent is determined to have acted in good faith, in what he/she reasonably believed to be the best interest of the Association, and, in addition, with respect to any criminal action or proceeding is determined to have had not reasonable cause to believe that his/her conduct was unlawful. The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or dismissal shall not be used to create a presumption that a Director, officer, or agent did not meet the standards of conduct set forth in this Section.

- B. The terms "claim, action, suit, or proceeding" shall include any claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of the Association, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer or agent of the Association (or his heirs and personal representatives) may become involved, as a party of otherwise:
1. By reason of his/her being or having been a Director, officer, or agent of the Association or of any corporation which he served as such at the request of the Association, or
 2. By reason of his/her acting or having acted in any capacity in a partnership, association, trust, or other organization or entity where he/she served as such at the request of the Association, or
 3. By reason of any action taken or not taken by him/her in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.
- C. The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines, or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, or agent.
- D. The term "wholly successful" shall mean:
1. Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him.
 2. Approval by a court, or by any other means with knowledge or the indemnity herein provided, of a settlement of any action, suit, or proceeding.
 3. Or, the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any prepayment or promise made to induce a settlement.
- E. The rights of indemnification provided in this Section shall be in addition to any rights to which any such Director, officer, or agent may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, or other agents to the full extent permitted by the provisions of Tennessee law at the time in effect, whether on account of past or future transactions.
- F. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of a written request for same and an undertaking by or on behalf of the recipient to repay such amount unless he/she is entitled to indemnification.

Section 2. Liability

The members or Board of Directors shall not be liable for the debts of the Association.

ARTICLE XV. Bylaw Amendments

These Bylaws may be amended by simple majority vote at any meeting of the members at which there is a quorum, provided that a copy of any proposed amendment shall have been sent to each voting Member, at least thirty (30) days prior to the meeting, with a notice of such meeting. All Military Medic, Civilian Medic, Professional, Physician, Lifetime and Emeritus members may vote.

Effective Date

Revised June 30, 2021

Revised: May 8, 2019

Revised: May 25, 2016

Revised: August 7, 2014

Approved by the Membership: 12/10/2014