

“Never Above You, Never Below You, Always Beside You”

Amended and Restated Bylaws



Marine Reconnaissance Foundation

California Nonprofit Public Benefit Corporation

AS ADOPTED ON November 15th, 2016

ARTICLE I - OFFICES

Section 1. Name

The name of the organization is Marine Reconnaissance Foundation, incorporated as a 501 c (3) non-profit public benefit corporation under the State of California, and hereinafter referred to as a corporation.

Section 2. Principle Office

The principle office of the corporation is in Murrieta, CA 92562 in the county of Riverside.

Section 3. Change of Address

The designation of the county or state of the corporation's principle office may be changed by amendment of these bylaws. The Board of Directors may change the principle office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 4. Other Offices

The corporation may have offices outside the state of incorporation.

ARTICLE II-PURPOSE

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

Section 2. Mission Statement

The corporation's mission is to provide immediate and ongoing support and assistance to the Marine Reconnaissance Community and their families.

Section 3. Statement of Purpose

Established to serve U.S. Marine Corps Reconnaissance personnel, and their families, the corporation offers critical support to Reconnaissance Commands, active-duty personnel, their families and former Reconnaissance Marines. As the duration and frequency of training and operational deployments continue, and the stress on the families and Marines grows, this special community requires support today more than ever.

ARTICLE III-Meetings

Section 1. Annual Meeting.

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors on the third of January.

Section 2. Special Meetings.

The President or the Board of Directors may request special meetings.

Section 3. Notice.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or by electronic service if sent electronically.

Section 4. Place of Meeting.

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum and Adjournment.

A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Waiver of Notice.

Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting when attendance at the meeting is for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual or special meeting by signing a written notice of waiver either before or after the time of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number of Directors.

A Board of Directors consisting of 6 director(s) shall manage the organization. The Board will have the power to increase or decrease its size. The other Directors shall be elected at the annual meeting of the Directors, and each Director elected shall hold office until his or her successor is elected and qualified.

Section 2. Duties.

It shall be the duties of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these Bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their address with the Secretary of the corporation, and notices of meetings mailed or electronically transmitted to them at such address shall be valid notices thereof.

Section 3. Powers.

Subject to the provisions of the laws of the state of incorporation and any limitations in the Articles of Incorporations and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the Board of Directors.

Section 4. Election and Term of Office.

The Director(s) shall be elected at the annual meeting. Each Director shall serve a term of 1 year(s), or until a successor has been elected and qualified.

Section 5. Compensation.

Directors shall serve without compensation except that a reasonable fee is paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 6. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 7. Procedures. The vote of a majority of the Directors present or represented by proxy at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 11. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 12. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

Section 13. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE V

OFFICERS

Section 1. Number of Officers.

The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. One person may hold two or more offices. The President/Chairman may not concurrently serve as the Secretary or Treasurer/CFO. The President may not serve concurrently as a Vice President. Board of Directors must be a veteran and have held the Reconnaissance Military Occupation Specialty.

a. Duties of President/Chairman. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the President shall preside at all meetings of the Board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

b. Duties of Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

c. Duties of Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

d. Duties of Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee, if any.

Section 2. Election and Term of Office.

The Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting, shall elect the officers annually. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy.

The Board of Directors shall have the power to remove an officer or agent of the organization. The Board of Directors may fill any vacancy that occurs for any reason.

ARTICLE VI

Corporate Seal, Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments.

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate. All other instruments executed by the organization, including a release of mortgage or the President or any Vice-President may execute lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Section 2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation, shall be signed by the treasurer and countersigned by the President.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VII

Section 1. Limitations on Activities.

No substantial part of the activities of this corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code), and this 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, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation except from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement.

No part of the net earnings of this Foundation shall inure to the benefit of, or be distributed to, its members, directors, trustees, officers, or other private persons, except that the Foundation shall authorize and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this Foundation.

Section 3. Distribution of Assets.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such a manner as to subject the corporation to tax under Section 4945(d) of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in section 4945(d) of the internal revenue Code.

ARTICLE IX

Amendment to Bylaws

The Bylaws of the corporation may be amended, altered, or repealed by the Officers by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (30) days before the meeting.

ARTICLE X

Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights) unless such director or officer acting without knowing disregard for the law or with gross negligence.

ARTICLE XI

Dissolution

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: the founder along with the 2/3-majority vote must approve the dissolution.

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

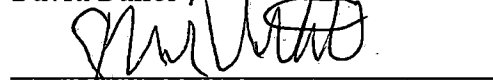
Certification

I certify that the forgoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted on Nov 15th, 2015.



President

David Danel



Secretary

Gabriela Willet