

RANGER MEMORIAL FOUNDATION, INC.

BYLAWS

1. Name and Purpose: The RANGER MEMORIAL FOUNDATION, INC. is a corporation organized pursuant to the Georgia Nonprofit Corporation Code. The corporation will not have members. Its purpose is to raise and spend funds toward the construction of a memorial honoring American Rangers serving in the armed forces, past, present, and future. The memorial will be located on Fort Benning, Georgia.

Funds will be raised through voluntary contributions and fund-raising activities. The purpose of the corporation falls within the meaning of section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. Organization: The RANGER MEMORIAL FOUNDATION, INC. will have a five person Working Group. This Working Group will consist of MG (Ret) Kenneth Leuer (Chairman), Mr. John Lynch (Secretary/Treasurer), Mr. Dick Leandri, LTC Bruce Grant, and MAJ Patrick Carpenter. Significant decisions to be made will be reached by a majority vote of the Working Group. Except for those portions taken from the Article of Incorporation, these BYLAWS may be amended or changed at any time by a majority vote of the Working Group.

Any person on the Working Group who can no longer serve in such capacity will nominate his own successor. Prior to serving, this nominee will be approved by majority vote of the remaining persons on the Working Group.

The RANGER MEMORIAL FOUNDATION, INC. will also have an Executive Committee. The Executive Committee will consist of the Working Group plus one volunteer from each of the following groups: World War II Ranger Battalions Association, Merrill's Marauders Association, Ranger Infantry Companies (Airborne) of the Korean War, 75th Ranger Regiment Association, Inc., U.S. Army Ranger Association, Chairborne Rangers, Ranger Training Brigade, and The Ranger Regiment Association. A majority of the Executive Committee will approve the final plans for the memorial.

3. Records: The Secretary/Treasurer will keep a record of all contributions made to the RANGER MEMORIAL FOUNDATION, INC. and a record of all expenditures in furtherance of its purpose. He will provide a quarterly written report to members of the Working Group on the financial status of the foundation. All financial records of the foundation will be subject to audit at any time by any member of the Executive Committee. The Secretary/ Treasurer will also be responsible for filing any tax forms with the IRS at the end of a tax year.

A financial account for the foundation will be established at a reputable institution. Three persons from the Working Group will have access to or signature authority on the account.

4. General Provisions: NO part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its 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 distribution in furtherance of the purpose of the foundation. Any reasonable compensation paid for services rendered will be approved by majority vote of the Working Group.

Other applicable provisions pertaining to dissolution of the foundation are found in the Articles of Incorporation. A majority vote of the Executive Committee shall control as the time for dissolution.

IN WITNESS WHEREOF, the undersigned has executed these BYLAWS of the RANGER MEORIAL FOUNDATION, INC.

This 27th day of January, 1992. Craig L. Reinhold
Incorporator

BYLAWS OF THE RANGER MEMORIAL FOUNDATION, INC.

As Amended October 2004

ARTICLE 1, NAME AND PURPOSE

1.1 NAME: This organization shall be known as "The Ranger Memorial Foundation, Inc."

1.2 DEFINITIONS: "The Ranger Memorial Foundation, Inc." shall be referred to in this document as "the Foundation".

1.3 PURPOSE:

(a) The Foundation is a corporation organized pursuant to the Georgia Nonprofit Corporation Code. The corporation will not have members. Its purpose is to raise and spend funds for programs and services for eligible individuals and toward the construction and maintenance of a memorial honoring U.S. Army Rangers serving in the armed forces: past, present, and future

(b) The Foundation and the memorial shall endeavor to preserve and perpetuate the memory, heritage, and spirit of the U.S. Army Ranger by, but not limited to, recognizing the outstanding performance of U.S. Army Rangers; awarding academic scholarships to promote the programs and services of the Foundation ; and such other activities which promote U.S. Army Rangers past, present, and future.

(c) Funds shall be raised through voluntary contributions and fund-raising activities. The purpose of the corporation falls within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II, OFFICERS AND DIRECTORS

2.1 The officers of the Foundation shall be a Chairman, a Secretary, a Treasurer, and six Directors appointed by the Chairman. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Foundation.

2.2 A salaried, non-voting position of Executive Secretary is established to carry out the administrative duties of managing the programs and services provided by the Foundation. Remuneration is set by vote of the Executive Council.

2.3 Any member desiring to resign from the Foundation shall submit his resignation in writing to the Secretary, who shall present it to the Executive Council for action.

ARTICLE III, EXECUTIVE COUNCIL

3.1 MEMBERSHIP AND VOTING RIGHTS

(a) The Foundation will also have an Executive Council. The Executive Council will consist of the Officers and Directors plus one individual from each of the following groups: The Merrill's Marauders Association, The Ranger Battalions Association of WWII, The Ranger Infantry Companies (Airborne) of the Korean War Association, the 75th Ranger Regiment Association, Inc., the U.S. Army Ranger Association, The Ranger Regiment Association, and The Ranger Association.

(b) Only members of the Executive Council shall have the right to voice and vote during meetings of the Foundation.

(c) Organizations and groups may request, in writing, membership in the Executive Council. The Executive Council will consider the request and act in a reasonable amount of time if conditional membership is to be granted.

3.2 POWERS AND FUNCTIONS

(a) The Executive Council shall be vested with the powers and duties necessary for the supervision and control of the affairs of the Foundation.

(b) The Executive Council shall authorize all commitments or contracts which shall entail the payment of money in accord with an approved budget. The expenditures of any money not authorized by the budget shall require express Executive Council approval. The Executive Council shall not authorize commitments, contracts or expenditures that entail the payment during a fiscal year of more money than the funds available from the revenues.

ARTICLE IV, QUORUM

4.1 A majority of the voting members of the Executive Council shall constitute a quorum for the transaction of Foundation business. Action shall be by a majority vote of the members present and voting.

ARTICLE V, MEETINGS

5.1 The Foundation shall hold an Annual Meeting on a date and at a place specified by the Executive Council.

5.2 Specified meetings may be called by the Chairman or by the Executive Council and shall be called upon the written request of five members of the Foundation. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.

ARTICLE VI, COMPENSATION

6.1 No salary or compensation for services shall be paid to or by any officer, member of the Executive Council, or member of any committee, except as may be specifically authorized by the Foundation.

ARTICLE VII, COMMITTEES

7.1 A Finance Committee composed of the Treasurer and two other members shall be appointed by the Chairman. It shall be the duty of this committee to prepare a budget, and submit it to the Executive Council at its regular meeting. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote. The Finance Committee is responsible for ensuring an annual audit, acceptable to the United States Government's Office of Management and Budget, is performed and reported by an independent, professional auditing firm.

7.2 Such other committees, standing or special, shall be appointed by the Chairman as the Foundation or the Executive Council shall from time to time deem necessary to carry out the work of the Foundation. The Chairman shall be ex officio member of all committees.

ARTICLE VIII, PARLIAMENTARY AUTHORITY

8.1 The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adapt.

ARTICLE IX, AFFIRMATIVE ACTION PROGRAM

9.1 Under the provision of Title VII of the Civil Rights Act of 1964 and the regulations issued hereunder, the program of The Ranger Memorial Foundation, Inc. will be conducted in such a manner that no person in the United States will be excluded from participation in , be denied benefits of, or be subjected to, discrimination under such program on the grounds of Race, Color, National Origin, Religion, Sex, Age, Disability, Vietnam Era, and Special Disabled Veterans. This will include, but not limited to, equal opportunity and consideration to all applicants and employees in personnel matters including recruitment and hiring, training, promotion, salaries and other compensation, transfer, and layoff termination.

9.2 Persons have a right to file a complaint with the State Agency, with the Federal Agency, or both of they believe that discrimination of the grounds of Race, Color, National Origin, Religion, Sex, Age, Disability, Vietnam Era, and Special Disabled Veterans, is being practiced.

ARTICLE X, AMENDMENTS OF BYLAWS

10.1 These bylaws may be amended at any meeting of the Foundation by a two-thirds vote of those present, provided that the amendment has been previously submitted in writing.

The Ranger Memorial Foundation, Inc. Executive Council

As of 10 Jun 05

* Executive Committee

** Non-voting members of the Executive Committee

*** Commander serves as a RMF Director, S5 or designee serves as association member

