

Mormon Battalion Association™

AMENDED AND RESTATED

Articles of Incorporation

OF THE MORMON BATTALION ASSOCIATION™

RESOLUTION:

We the Board of Directors for Mormon Battalion Association™ do hereby submit according to the laws of the State of Utah that these are the full *Articles of Incorporation* of the Mormon Battalion Association™ and that they do supersede and replace any and all previous *Articles of Incorporation* as may have been filed.

ARTICLE I. NAME, PURPOSE, PRINCIPLE OFFICE, and DURATION

Section 1.01 Name. The name of this corporation is and shall be the MORMON BATTALION ASSOCIATION™, and it retains the rights to any and all names that it has previously operated under.

Section 1.02 Purpose. The purpose of this corporation shall be, but not necessarily be limited to, honoring the memory of the men and women who served with the Mormon Battalion of 1846-47 during the Mexican-American War.

Section 1.03 Principle Office. The principal office of this corporation shall be located in Utah.

Section 1.04 Duration. The duration of this corporation shall be perpetual unless sooner dissolved by law.

Article II. DIRECTORS and OFFICERS

Section 2.01 Membership of Board of Directors and Executive Staff. The affairs of this corporation shall be governed by a Board of Directors consisting of an elected Chairman and six to nine other elected Directors, the elected Battalion Commander (*ex officio* President) and Battalion Executive Officer (*ex officio* Vice President), and the two appointed Executive Directors of business operations. The affairs of this corporation shall be conducted on a daily basis by an Executive Staff comprising a minimum of the Battalion Commander and Battalion Executive Officer of the membership, and two Executive Directors of business operations.

Section 2.02 Division of Responsibilities. The Battalion Commander and Battalion Executive Officer coordinate and direct all member activities. Their roles are that of Chief Executive Officer and Chief Operations Officer. The Executive Directors manage all administrative support business matters. Their roles are that of Chief Business Executive and Chief of Business Operations.

Section 2.03 General Elections. Under the direction of the Board of Directors, a Governance Committee may be established to hold necessary elections for the Board of Directors, Battalion Commander (*ex officio* President), and Battalion Executive Officer (*ex officio* Vice President).

Section 2.04 Supremacy of Authority. The Board of Directors shall be responsible for adjudicating matters related to the Battalion, its purpose, and its general operations.

Section 2.05 Legal, Lawful, and Ethical Behavior. All directors, officers, or other personnel shall follow and be held accountable to the highest standards of professional ethics and legal guidelines as defined by the Utah Nonprofits Association, or other designated authorities and professional groups.

Article III. STOCK CERTIFICATES

Section 3.01 Nonstock Corporation. This corporation shall have no stock holders, but may issue *Certificates of Membership*. *Certificates of Membership* serve only as proof of membership and do not endow the bearer(s) of such a certificate to any special rights or privileges.

ARTICLE IV. MEMBERSHIP and ELECTIONS

Section 4.01 Membership Classifications. Membership in the Mormon Battalion Association shall be classified by the following:

- a) **Individual Membership:** Any person 18 years of age or older having paid the appropriate dues for either Life Membership or Annual Membership.
- b) **Associate Membership:** Any group or organization which pays the appropriate Associate Membership fees and dues.
- c) **Family Group Membership:** Any family group which pays the appropriate Family Group Membership fees and dues.

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Section 4.02 No Special Rights. Membership in the Mormon Battalion Association™ does not grant any special rights or privileges not specifically granted in these *Articles of Incorporation* or the Mormon Battalion Association's™ *Bylaws*.

Section 4.03 Member Voting Rights. Members current in their dues, or a single representative of an Associated Group or Family Group, shall be allowed to vote during an election meeting. Members must be present at the meeting to cast a vote, or as otherwise specified by the Governance Committee.

Section 4.04 General Elections. All general elections shall be conducted under the direction of the Governance Committee as defined in the Battalion's *Bylaws*.

Article V. BYLAWS

Section 5.01 Enactment of *Bylaws*. This corporation shall have necessary powers to create such *Bylaws* as needed to perform its stated purposes.

Article VI. POWERS

Section 6.01 Enactment of Purposes. This corporation shall have such power to enact its purposes in any manner that is allowable under the laws of the jurisdictions in which it operates and in accordance with established standards of ethics for nonprofit organizations.

ARTICLE VII. FINANCES

Section 7.01 Legal, Lawful, and Ethical Finances. The Executive Directors, their staff and finance officers, shall conduct all financial affairs of the corporation in accordance with the laws of the United States and its Internal Revenue Service Act.

Section 7.02 Oversight. No individual member and/or subordinate unit of the Battalion shall operate its financial affairs without oversight and control by the Executive Directors and the finance officers of the corporation.

Section 7.03 Independence of Associate Members and Family Groups. Associate Members, Family Groups, or other business partners, may operate their own affairs and/or financial operations at will provided that they are legally authorized to do so under the laws of the jurisdiction in which they operate.

Article VIII. DISSOLUTION

Section 8.01 Distribution of Assets. Upon any dissolution of the corporation, all of its assets and property shall be distributed to such other corporation(s), associate(s), or trust(s) which shall have one or more of the same objects and purposes as those of the corporation, and in such proportion as the Executive Staff shall determine, and in no event shall the assets or property, or any part thereof, revert to any member of the corporation or any contributor to the corporation.

ARTICLE IX. SEVERABILITY

Section 9.01 Severability Clause. If a provision of these *Articles of Incorporation* is or becomes illegal, invalid, or unenforceable in any jurisdiction, that shall not affect:

- a) the validity or enforceability in that jurisdiction of any other provision of these *Articles of Incorporation*; or
- b) the validity or enforceability in other jurisdictions of that or any other provision of these *Articles of Incorporation*.

ARTICLE X. AMENDMENT

Section 10.01 Majority Vote of Board of Directors. These *Articles* may only be amended by a two thirds majority vote of the Board of Directors.

Section 10.02 Prerequisites to Amendment. No motion to amend these *Articles* may be made by the Board until such time as the following conditions are met:

- a) **Brought before the Board of Directors.** A proposal to amend these *Articles* has been brought to the Board during its annual meeting.
- b) **Administrative Impact and Viability Study.** The Executive Directors and their professional staff have completed an *Impact and Viability Study* which should include the following:
 - i) legal impact on the organization,
 - ii) feasibility and logistical impact on operations,
 - iii) fiscal impact on the organization,
 - iv) public relations and ability to connect with other like-minded organizations.

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- c) **Membership Impact Report.** The Battalion Commander and Battalion Executive Officer have prepared a *Membership Impact Report* which should include the following:
- i) member comments in support of and in opposition to changes,
 - ii) how changes will affect ability of members to operate,
 - iii) reports from each member advisory committee outlining the effect of proposed changes to that committee.
- d) **Additional Public Comments.** Sufficient time has been allowed for additional public comments if the Board or staff desires.
- e) **Time for Board Deliberation.** All Board members entitled to vote have been allowed sufficient time to review, evaluate, discuss, and deliberate in full quorum the results of the studies mentioned above.

IN WITNESS WHEREOF, and as authorized agents of the Mormon Battalion Association™, we have hereunto set our hands this _____th day of May 2013.

BOARD OF DIRECTORS:

LTC Max W. Jamison
Battalion Commander/President

Date: _____ May 2013

COL Carl V. Larson
Battalion Executive Officer/Vice President

Date: _____ May 2013

COL Jerome G. Gourley
Battalion Commander's Chief Advisor/Director

Date: _____ May 2013

Margaret Larson
Membership-Human Relations Officer/Director

Date: _____ May 2013

Steven L. Rinehart
Judge Advocate General/Director

Date: _____ May 2013

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Subscribed and sworn to before me this _____th day of May 2013.

Notary Public

Residing at: _____

My Commission Expires: _____