

**BYLAWS
of the
American WWII Orphans Network.**

Article I - Mission

Our mission is to locate and bring together sons, daughters, and relatives of those who died or are missing as a result of American involvement in World War II. We honor the service and sacrifice of our fathers and provide information and support to these people who were orphaned by the war. We extend this information and support to the orphans' families and supporting members' families.

Our activities include but are not limited to the following:

1. To share our experience as war orphans and honor the memory of our fathers, grandfathers, and directly traceable relative as defined in Family Member in Article IV.
2. To collect and communicate information on accessing military records, World War II history, Network events and World War II events and associations of interest to our members.
3. To promote opportunities for fellowship among our members.
4. To promote special projects and education consistent with the organization's mission and goals.
5. To communicate information on World War II history and its participants to the public through literature, seminars and speakers.
6. To promote relationships with organizations whose purposes and goals are compatible* with our mission and goals.

* Compatibility is defined as: "capable of existing or performing in harmonious, agreeable, or congenial combination with another or others."

Article II - Offices

The American WWII Orphans Network, Inc. (AWON) may have such office(s) at such place(s), both within and without the State of Washington, as the Board of Directors may determine or as the business of AWON shall from time to time require.

Article III – Origin and Purposes

AWON is a nonprofit, nonpolitical, humanitarian corporation organized pursuant to the laws of the State of Washington. The Corporation is organized and shall be operated at all times exclusively for such humanitarian, literary and educational purposes as are tax exempt within the definition of Section 501 (c) 3 of the Federal Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law.

The fiscal year of AWON shall be the Calendar Year beginning January 1 and ending December 31.

Article IV - Membership

A. Membership Categories

1. Orphan Member: Any son or daughter of a member of the Armed Forces, Coast Guard or Merchant Marine who was killed, permanently listed as missing in action, or who died in the line of duty or later died of wounds or injuries sustained during World War II, is eligible to join as an Orphan Member of AWON.

2. Family Member: Any directly traceable relative of a member of the Armed Forces, Coast Guard or Merchant Marine who was killed, permanently listed as missing in action, or who died while on active duty or later died of wounds or injuries sustained during World War II, is eligible to join as a Family Member of AWON.

3. Supporting Member: Any individual, including friends of those killed in World War II, others who wish to participate in AWON activities and groups or organizations with an interest in and compatibility with AWON's purposes and goals are eligible to join as a Supporting Member of AWON.

B. Membership Status

The membership year for AWON shall commence upon receipt and deposit of dues and expire one year from that date. In order to retain active member status, membership dues must be received by the expiration date.

C. Dues

The Board of Directors shall review and determine the dues structure and amounts annually. The dues structure shall always provide a means by which members who are unable to pay the basic membership dues, may be sponsored by another individual or group who wishes to do so.

D. Voting and Membership Benefits

1. All Orphan, Family, and Supporting Members retaining active status and in good standing are eligible to vote for members to serve on the Board of Directors, to access the members only section of the AWON website, to request a page of honor for a father or other family member who was killed in the war and to attend local, regional, and national meetings of AWON.
2. All Orphan, Family, and Supporting Members in good standing shall have access to AWON social media.
3. All Orphan, Family, and Supporting Members in good standing shall be entitled to receive a subscription to the AWON newsletter and to attend local, regional, and national meetings of AWON.
4. All Orphan, Family, and Supporting Members may elect to have information about themselves and their relatives shared with other members of AWON, if they so desire. However, no information shall be relayed to anyone outside the AWON organization unless the member approves it.
5. All Orphan, Family and Supporting Members are eligible to stand as a candidate for the Board of Directors as defined in Article V.

Article V – Organization and Governance

A. Board of Directors

1. Ultimate authority and responsibility for the American WWII Orphans Network is vested in the Board of Directors.
2. The AWON Board of Directors shall consist of nine directors.
3. Directors shall be elected by Orphan, Family and Supporting Members holding Active Status and in good standing.
4. Directors shall be elected in even Calendar Years and serve a term of two (2) years, and until their successor has been duly elected and qualified.
5. Directors must be and maintain Active Status as Orphan, Family, or Supporting Member during their terms of office.
6. Any regular or special meeting of the Board of Directors may be held by virtual means.
7. At any annual, regular or special meeting of the Board, Directors may vote on previously defined and published motions by written and signed proxy delivered to the Secretary.
8. The Board of Directors shall be responsible for adopting the broad policy guidelines, mission statement, and operating policy statements; for drafting and voting an annual budget and operating plan; for adopting amendments to the Articles of Incorporation and Bylaws of AWON; and for filing any and all corporate documents required by the State of Washington.
9. The Board of Directors shall elect in even Calendar Years for a two (2) year term from among their number the following Officers: President, Vice President, Treasurer and Secretary.
10. A Director may be removed from office for cause by two-thirds vote of all other Directors then in office at a duly called meeting of the Board. Written notice of the proposed removal shall be sent at least seven (7) days prior to the meeting.

11. Vacancies occurring on the Board of Directors may be filled by an Orphan or Family, or Supporting Member qualified to perform a task currently performed by the vacating Director, or another task needed by the Board, by a majority vote of a quorum of the remaining Directors. Directors elected shall serve until the next election held in the even Calendar Years.

12. The Editor of The Star newsletter shall be a member ex-officio of the Board without voting privileges.

13. The AWON Webmaster, when not elected to the Board, shall be a member ex-officio of the Board without voting privileges.

14. Other ex-officio members, without vote, may be appointed as the Board of Directors deems it appropriate or necessary.

15. The current edition of Robert's Rules of Order Newly Revised shall govern AWON in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order now or later adopted.

16. Equal opportunity is AWON policy. No employee of AWON or volunteer serving for or representing AWON shall discriminate against an applicant, employee, volunteer or member because of race, creed, color, religion, sex, sexual orientation, national origin, ancestry, age, or physical or mental disability.

17. All Directors retaining active status and in good standing have voting privileges. Voting privileges do not extend to non-Director appointees to any standing or ad hoc committee nor to any Director sitting as an ex officio member of a committee.

18. When the candidates for the Board of Directors have no opposition, the Board shall be considered elected.

B. Executive Committee

1. The day-to-day operations of the organization are the responsibility of the Executive Committee.
2. The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary as Officers of the Corporation.
3. Officers shall serve for two years or until their successors have been elected.
4. Authority for the expenditure of funds, according to the terms of the annual budget approved by the Board of Directors, shall lie with the Executive Committee.
5. All actions of the Executive Committee shall be determined by the affirmative vote cast in person, in writing or electronically by a simple majority of the Officers.
6. Members of the Executive Committee shall serve at the pleasure of the Board of Directors.
7. Vacancies occurring among Officers on the Executive Committee may be filled by a majority vote of a quorum of the Board of Directors.

C. Executive Director

1. The Executive Committee may appoint and delegate authority for the daily operations of the organization to an Executive Director.
2. The Executive Director shall at all times conduct himself or herself in accordance with the instructions of the Executive Committee and shall serve at the pleasure of the Executive Committee.

D. Founder

The Founder/President Emerita of AWON, Ann Bennett Mix, shall serve in perpetuity as a member of both the Board of Directors and the Executive Committee so long as she may wish, without recourse to reelection.

Article VI - Meetings

A. Annual General Meeting of the Board of Directors

1. The Board of Directors shall hold an annual meeting, when possible, of the Board for the general membership at least once each Calendar Year, at such place and such time as may serve AWON purposes.
2. The purpose of the meeting will be to review the financial condition of the organization, determine general policy and consider any other matters that shall come before it.
3. All Active Status Orphan, Family, and Supporting Members shall be notified in writing of the date, time, and location of the meeting of the Board of Directors at least thirty (30) days prior to the date selected for the meeting.
4. The membership need not be notified of other regular or special meetings of the Board.

B. Regular Meetings

The Board of Directors will annually establish or confirm the regular meeting schedule for Board meetings for the current and following year.

C. Special Meetings

Special meetings of the Board of Directors may be called at any time upon obtaining an affirmative vote of a majority of the Board, and must be called upon the written request of a majority of the Executive Committee within thirty (30) days of the date of the request.

Article VII – Quorum

1. A quorum for all meetings of the Board shall consist of five (5) Directors and the President. In the event that the President is temporarily incapacitated, then the Vice-President will act as President.
2. A simple majority of the Directors who are present shall be necessary and sufficient to constitute a quorum for the transaction of any business at a duly called meeting of the Board of Directors. The President does not normally vote, thereby allowing for a majority vote.

Article VIII - Nominating

1. A Nominating Committee Chair will be chosen by the Board of Directors.
2. The Chair will select the Nominating Committee, consisting of not less than three (3) nor more than five (5) Orphan, Family, or Supporting Members. This Committee shall have the duty of selecting a slate of qualified candidates for all Director positions.
3. Orphan, Family, and Supporting Members shall receive notice of the slate of candidates not less than thirty (30) days prior to each election.

Article IX - Liabilities

Nothing in these Bylaws shall constitute members of the AWON organization as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the organization. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful malfeasance.

Article X - Dissolution

When in the opinion of the Executive Committee, the Organization is unable to function properly because of declining membership and/or financial shortfalls, the Executive Committee by a 3/4 majority may adopt a resolution to dissolve the Organization. The Executive Committee will notify the Board.

If the Board approves the resolution, it will notify all members. Such resolution must then be approved by 51% of the active members attending the first annual meeting held subsequent to the adoption of the Executive Committee and the Board's resolution to dissolve the Organization.

The resolution so adopted by the Executive Committee, the Board, and the delegates shall contain a date of dissolution together with a provision for the distribution of the assets of the Organization on hand as of the dissolution date. Distribution should be in accordance with the Non-profit guidelines of the state of Washington.

Amendment History:

These Bylaws were originally created in November, 1996, amended November 8, 1997, amended November 25, 2001, amended May, 2014, amended November, 2016, and amended April, 2021. Board approved these Bylaws on June 27, 2021.