

**BY-LAWS
OF
THE GO FOR BROKE ASSOCIATION**

ARTICLE I

Name and Seal

1. The Name of the Corporation shall be “The Go For Broke Association.”
2. The Corporation shall have a seal in such form as shall be approved by the Board of Directors.

ARTICLE II

Purpose

To provide leadership in preserving the legacy of “Go For Broke” established by the men of the 100th Infantry Battalion, the 442d Regimental Combat Team of World War II, and the 100th Battalion, 442nd Infantry Regiment (USAR) of the Vietnam, Iraq, Kuwait conflicts, including any future mobilizations.

To provide for the voluntary and mutual assistance, entertainment, enjoyment, and social improvement of the members of the 100th Battalion, 442d Infantry (USAR).

To assist the 100th Battalion, 442d Infantry (USAR) in its recruiting and retention efforts and in any possible manner to maintain the unit at the highest strength attainable that enables the unit to effectively participate in the defense of the United States of America.

To provide generally for the morale, mental and physical well-being of its members, and

To acquire property for the Corporate purposes by grant, gift, purchase, devise or bequest, and to hold and to dispense of the same, subject to such limitations as may be prescribed by law.

ARTICLE III

Office

1. The principal office of the Corporation shall be located in Honolulu, City and County of Honolulu, State of Hawaii, unless determined to be elsewhere by the Board of Directors.
2. Chapter Offices may be established as authorized from time to time by the Board of Directors. Said offices shall be subject to the provisions and conditions set forth in these By-Laws.

ARTICLE IV

Membership and Dues

1. Classes of Membership. There shall be five (5) classes of membership, namely; (a) Regular Members, (b) Life Members, (c) Memorial Members, (d) Honorary Members, and (e) Auxiliary Members: as described hereinafter.

(a) Regular Members. Every person who performed honorable military service with the 100th Battalion (Separate), 442d Regimental Combat Team, 442d Regiment, 100th Battle Group, 100th Battalion, 442d Regiment: or any predecessor unit at any time shall be eligible for Regular Membership in the Corporation by majority vote of the Board.

(b) Life Members. Any Regular Member shall be a Life Member who has paid the sum of One Hundred Dollars (\$100.00) in one lump sum. Life memberships are not transferable. A life member shall not be subject to dues and shall be entitled to vote.

(c) Memorial Members. Memorial Members shall be all deceased persons entitled to Regular Membership and who was killed in action or who died of wounds received in action or in the line of duty. Memorial Membership does not import and rights in the Corporation.

(d) Honorary Members. By affirmation vote of not less than two-thirds of the voting members of the Corporation present at any meeting, persons not meeting the qualifications of a Regular may be elected Honorary Members of the Corporation.

(1) Persons elected to be Honorary Members shall have rendered valuable and meritorious services for and on behalf of the Corporation and in the furtherance of the purposes and ideals for which the Corporation is formed.

(2) Honorary members shall have all the rights and privileges of Regular Members except the right to vote.

(e) Auxiliary Members. Auxiliary Members shall be the spouses, children, mothers, fathers, brothers, or sisters of all classes of membership who may form an auxiliary organization to be known as the "Go For Broke Association Auxiliary."

2. Dues

(a) Dues may be set from time to time by at least majority vote of the voting membership present at the annual meeting. Dues shall become effective on January 1, of the year following the annual meeting. Dues shall be assessed each calendar year.

(b) Until changed by (a) above, the following shall be the dues.

(1) Regular Member – \$25.00 per annum commencing January 1, 2018.

(2) Life Member – No dues. (\$100.00 one-time fee)

(3) Memorial Member – No dues.

(4) Honorary Member – No dues.

(5) Auxiliary Members – No dues.

(c) A member shall not be assessed accumulated dues for years the member has not joined the Corporation.

3. Reinstatement of Delinquent Members. Members who have fallen behind in scheduled payment of dues shall be considered Delinquent Members. Such Delinquent Members shall be reinstated as members in good standing upon payment of current dues plus any unpaid operating dues since becoming a member but for no more than three years immediately preceding the current year.

4. Waiver of Dues and Member Reinstatement. The Board of Directors shall have the power and at its discretion may waive or suspend the requirements of Section 2 and 3 of this Article in individual instance.

5. Expulsion. Any member may be expelled from the Corporation by three-fourths (3/4) vote for the reason that the member's conduct has been detrimental in the best interest of the Corporation. Such vote shall be by secret ballot (except the person or persons charged) of voting members who are personally present at a membership meeting. Notice of the proposed expulsion shall be given to the member involved at least thirty (30) days before the membership meeting at which the vote is to be taken, and the member under threatened expulsion shall have the right to be heard at said meeting. A member who is expelled may be readmitted only by majority vote at a membership meeting.

6. Effect of Termination. Termination of membership for any reason shall be deemed absolute forfeiture of any and all interest in and to the property and affairs of the Corporation.

7. Assessments. Special assessments, apart from annual dues, may be imposed on all voting members by three-fourths (3/4) vote of the voting members at a membership meeting. The meeting notice shall state the reasons for the imposition of special assessments and the amount thereof.

ARTICLE V

Rights and Privileges

1. Only Regular and Life Members in good standing may vote in person or by written proxy through a voting member on all matters required by law at regular and special meetings of the Corporation. These members shall be classified voting members.
2. Only Life members in good standing will be issued membership cards entitling them to attend and participate in all activities and functions of the Corporation and in all benefits, as shall be determined from time to time by the Board of Directors.
3. Members in good standing may transfer between Chapters without penalty.

ARTICLE VI

Board of Directors

1. There shall be a Board of Directors (hereafter Board) of the Corporation consisting of not less than three (3), and no more than seventeen (17) persons. The Board shall be selected bi-annually in even numbered years by voting members of the Corporation during the month of May and shall serve for a term of two years and thereafter until their successors are duly elected and qualified. The nominees receiving the highest number of votes shall be deemed duly elected. A temporary Board of Directors shall be selected and perform the functions of the Board until an election is held.
2. The Board shall be composed of additional directors, one director elected by the members of each chapter and two directors from the 100th Battalion, 442d Infantry Regiment (USAR), one of whom shall be the Commanding Officer of the Battalion or his/her named designee and the other the Command Sergeant Major of the Battalion or his/her named designee. (The members from the 100th Battalion, 442d Infantry (USAR) shall be regular members in good standing.)
3. Regular or Life Members may serve on the Board even if they are members of the 100th Battalion, 442d Infantry (USAR).
4. All directors shall be elected for a term of two years and shall serve for such term and thereafter until his successor shall have been duly elected and qualified.

5. In the event of a vacancy or temporary absence in the Board, the Board may appoint an Acting Director until such office is filled by a regularly elected officer, or in the case of temporary absence, the office is resumed by the regularly elected officer.
6. In the event of a vacancy or temporary absence in the Board involving a director from a Chapter, the Chapter with such vacancy or temporary absence occurring may appoint an Acting Director until such office is filled by a regularly elected Director, or resumed by the regular Director.
7. In the event of a vacancy or temporary absence in the Board involving the 100th Battalion, 442d Infantry (USAR), the commanding officer of the unit may appoint as Acting Director until such office is filled by a regularly elected Director or resumed by the regular Director.
8. The Board shall meet monthly and at such other times as may be required on the call of the President, or three Directors. A majority of Directors shall constitute a quorum for the transaction of business and the vote of majority of Directors present shall be sufficient to transact any business of the Corporation, except in the cases where a larger vote is required by these By-Laws.
9. The property, affairs, and business of the Corporation shall be under the control of and managed by the Board which may exercise all the powers of the Corporation except such as are law or by the Charter, or by these By-Laws, expressly conferred upon or reserved to the members; and in furtherance, and not in limitation of said general powers and in addition in all powers vested or implied by any provision of these By-Laws, the Board shall: 1) have power to control the acquisition and disposition of property; 2) appoint such agents and employees as in its judgment the business of the Corporation may require; and 3) confer upon and delegate in time by power of attorney or resolution or otherwise. Such power and authority shall determine be used to: 1) fix the salaries or compensation of any and all officers, agents and employees of the Corporation; 2) require security of any of them for the faithful performance of any of these duties; 3) make rules and regulations for the transaction of business; 4) instruct the officers of the Corporation with respect to their duties; 5) incur such indebtedness as may be deemed necessary; 6) secure or cause to be secured the re-payment thereof by thus, create such committees and to designate as members of such committees such persons as the Board shall determine; 7) confer upon each committee such powers and authority as may be by resolution set forth for the Corporation in such securities or other property as the Board may seem deem proper; 8) enter into agreements and/or contracts with other organizations for the participation in the Corporation's activities and functions, 9) take all other necessary steps for the proper execution of said purposes not inconsistent with these By-Laws; 10) remove or suspend any officer, agent, or employee for cause or without cause; and 11) generally to do every lawful act necessary or proper to carry into effect the powers, purposes and objects of the Corporation.
10. The Board shall have power and authority to accept or reject on behalf of the Corporation any and all gifts of money, securities and property offered to the

Corporation, with or without instructions, qualifications, or stipulation as to the administration of such gifts.

11. The Board shall cause the books (financial records/ledgers) of the Corporation to be audited annually by one or more competent persons or firms.

12. The presidents of 100th Infantry Battalion Veterans Club and 442d Veterans Club shall be invited to serve as ex-officio, nonvoting members of the Board.

ARTICLE VII

Officers

1. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected annually from members of the Board, and shall serve a term of one year and thereafter until their successors are duly elected and qualified. In the event of a tie, the Officer shall be chosen by lot.

2. No officer may hold the same office for more than three consecutive one-year terms.

3. There shall be a Nomination and Election Committee appointed by the President. The Committee shall nominate any number of candidates for the Board except that reserved for the 100th Battalion, 442d Infantry (USAR) and shall accept any nomination if such nomination is submitted by a written petition signed by at least 10 voting members of the Corporation and shall be made or submitted not later than March 1 of even numbered years.

(a) Nominations decided upon by the Committee should be contacted for their acceptance. The Committee may, at its discretion, refuse to accept the declination of a nominee.

(b) The Committee shall conduct and supervise all nominations and elections.

(c) Ballots should be mailed out no later than two weeks prior to the election date. A notice shall be enclosed with the ballots indicating by what date ballots will be acceptable.

4. The 100th Battalion, 442d Infantry (USAR) shall establish a separate nomination and election procedure for nominees for the Board. The unit shall notify the President no later than May 1, of even numbered years as to Board members so selected.

5. The Board may appoint such other officers as they deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board. One person may hold more than one office.

6. All appointed officers shall be subject to removal at any time by the affirmative vote of a majority of the whole Board.
7. The President shall preside at all meetings of the Corporation and the Board. The President shall have general charge of the business and officers of the Corporation, subject to the instruction of the Board.
8. The Vice President shall perform the duties of the President during his absence or whenever the office is vacant. The Vice President shall have general supervision over any committee formed by the President.
9. The Treasurer shall have custody of all funds and securities of the Corporation. He shall keep all books and accounts and render statements thereof as may be required from time to time by the Board. The Treasurer shall have charge of such other books and papers as the Board may designate, and shall open to examination such books and accounts to the examination of any Director upon application at the Office of the Corporation. The Treasurer shall have the authority to appoint as his agent, subject to the approval of the Board, such bank or trust company as he may designate. The Treasurer shall serve as the President in the absence of the President or Vice President.
10. The Secretary shall keep the minutes of all meetings of the Board and of the Corporation: he shall attend to the giving and service of all notices of the Corporation. The Secretary shall have a file of the minutes and correspondence available at the Office of the Corporation.

ARTICLE VIII

Executive Secretary

1. The Board may hire an agent to execute the daily business requirements of the Corporation. The agent shall be designated the Executive Secretary. The Executive Secretary shall be the chief executive officer of the Corporation subject to the policies established by the Board.
2. The Board shall establish the salary, tenure, vacation and other matters pertaining to the Executive Secretary providing the conditions are commensurate with those of existing positions elsewhere. The Board may change the compensation from time to time.
3. A job description concerning the responsibilities and duties of the Executive Secretary will be prepared and given to the Executive Secretary and each Chapter. The job description may be changed from time to time at the discretion of the Board.
4. The Executive Secretary shall have the right to appeal to the Board on any matter which the Executive Secretary has a grievance.

ARTICLE IX

Meetings and Notices

1. A general membership meeting of the members of the Corporation shall be held at least annually and at such place as the Board may determine. Each voting member shall be entitled to one vote.
2. A general membership meeting may be held during any State convention.
3. Special meetings of the Corporation may be called upon the request of the President; or three members of the Board; or of 25 voting members.
4. Notice of all meetings of the membership of the Corporation shall specify the time and place of the meeting and shall be communicated to each member no later than ten days prior to the date designated for the meeting. The notice shall contain an agenda.
5. At all meetings of the Corporation, the presence of seventeen voting members shall constitute a quorum. The affirmative vote of a majority of the voting members present shall be necessary for the validity of any Corporate act.
6. Proceedings and motions adopted at meetings in which a quorum is not present shall be considered valid and binding unless they are questioned and reconsidered at the next quorum-constituted meeting, at which time decisions rendered will become final.

ARTICLE X

State Convention

1. A State convention will be held bi-annually, preferably during the month of May, in even numbered years. The anniversary celebration shall be observed at the State convention. The place of the convention shall be designated by the Board.
2. Funds for staging such a convention will be allocated by the Board with the cost of transportation and other expenses assessed by the respective individuals.

ARTICLE XI

Execution of Instruments

1. All checks, drafts, notes, bonds, contracts and all other instruments shall be signed by the Treasurer or an Officer of the Corporation in the Treasurer's absence. The Board may, by general or special resolution, designate a counter signature requirements.

ARTICLE XII

Liability of Directors and Officers

1. The Directors and Officers shall be free from all personal liability for any acts done on behalf of the Corporation or for any loss incurred or sustained by the Corporation unless the same shall have occurred through the willful neglect or default or through gross carelessness. The property of the Corporation shall alone be liable in law for the payment of its debts and liabilities.

ARTICLE XIII

Chapters and Subordinate Units

1. Chapters and subordinate units of the Corporation organized at various places must be duly approved and recognized by the Board.
2. Each such chapter or subordinate unit shall have its own officers and governing board, to be elected by members of such chapter or subordinate unit. All officers and members of the governing boards of such chapters or subordinate units shall be members entitled to vote in the Corporation. Membership of such chapters or subordinate units shall conform to that of the Corporation.
3. Each chapter or subordinate unit may adopt its own rules, regulations, and by-laws, provided such rules, regulations and by-laws are in consonance with the objective and purposes of the Corporation's Charter and By-Laws.
4. Each chapter shall elect a member (and an alternate) to the Corporation's Board of Directors.

ARTICLE XIV

Committees

1. There are no standing committees.
2. Committees may be created by the Board or by the President.
3. Specific policies adopted by a committee will become binding upon approval by the Board.

ARTICLE XV

Standing Rules

1. Standing rules not listed herein, nor covered elsewhere may be enacted by the Board as the situation demands: they shall be as binding as any provision of the Corporation or these By-Laws.

ARTICLE XVI

Emblems, Caps, Shirts, Stickers

1. Such paraphernalia may be adopted at the discretion of the Board.

ARTICLE XVII

Parliamentary Reference

1. The rules contained in Robert's Rules of Order, as revised, shall govern the Corporation when not inconsistent with the By-Laws of the Corporation.

ARTICLE XVIII

Amendments

1. These By-Laws may be amended or repealed by the affirmative vote of the majority of the Board present at a meeting duly called and held for such purpose.

CERTIFICATE:

These By-Laws, as amended were duly adopted by the Board on May 13, 2017.

Amendments: