

# BYLAWS OF THE NATIONAL EXPLOSIVE ORDNANCE DISPOSAL ASSOCIATION, INC.

Ratified and Adopted 1988. Amended 2007,  
2012, 2015, 2016.

## **PREAMBLE**

We, present and former members of the Explosive Ordnance Disposal (EOD) units of the Armed Forces of the United States, having met initially at Waldorf, Maryland, on 23-24 April, 1988, and having assisted in maintaining the honor, integrity and supremacy of our nation in peace and war, and remembering the sacrifices that have drawn a strong bond among us, have joined together in establishing the National Explosive Ordnance Disposal Association, Incorporated, which shall be the name of this association. The purpose of the National Explosive Ordnance Disposal Association, Inc. (hereinafter called the NATEODA or the Association) will be to uphold and defend the Constitution of the United States, to cherish the memories of our military association, and to honor the memories of our fallen comrades-in-arms. These bylaws shall completely supersede all prior bylaws written for this Association.

## **ARTICLE I**

SECTION 1. National Headquarters. The National Headquarters of the Association shall be in the State of Maryland where it was originally chartered and where it is incorporated according to the laws of the State of Maryland and the U.S. Judicial Code.

SECTION 2. Legal Resident Representative. The legal representative (Registered Agent for service) of the Association shall reside within the State of Maryland at an established postal address so long as the National Headquarters is located in that state.

## **ARTICLE II**

SECTION 1. Nature and Purpose. The Association was incorporated in the State of Maryland as a not-for-profit, non-political, fraternal organization for active duty, retired, and former members of the EOD units of the U.S. Army, Navy, Air Force, and Marine Corps to exist in perpetuity.

SECTION 2. Non-Partisan Nature. The Association will not be used for the dissemination of partisan principles, or for the promotion of any person seeking public office.

SECTION 3. Activities. The Association shall meet annually in a National Convention and shall conduct fraternal meetings other than the National Convention, carry out memorial ceremonies, conduct fund-raising drives, and other not-for-profit economic activities, and contribute to scholarship or memorial funds or charities as the Board of Directors may decide by majority vote.

## ARTICLE III

### SECTION 1. Membership and eligibility.

SECTION 1. Any person shall be eligible for NATEODA regular membership who has graduated from a recognized military EOD school or who has served honorably in an EOD capacity in any of the U.S. Armed Services, or both, and who can provide evidence of honorable service in such capacity.

- a. NATEODA regular membership is contingent upon payment of annual dues, observance of the organization Charter and By-Laws, and upon maintenance of a personal integrity which reflects credit upon the organization.
- b. Time of Payment of Dues. Dues will be paid by all current members by the 31<sup>st</sup> Day of December in the year their dues expire. New members will pay a pro rata rate based on the date they join and the 31<sup>st</sup> of December of the year they join. Thereafter, their dues will be paid on the 31<sup>st</sup> of December of the year their dues expire.
- c. NATEODA regular members are allowed one vote each when a vote is required. Regular members, whose dues are current, will vote electronically.
- d. There will be a tab on the NATEODA web site home page for electronic voting. The tab for electronic voting shall be available 30 days before the start of the National Convention and voting must occur before the first day of the National Convention. Those without email shall receive their paper ballot no less than 30 days after the ballot is posted on the NATEODA web site home page. Electronic voting shall be accomplished using an application that will insure that a member can only vote once and as approved by the Board of Directors.
- e. In all cases of electronic or paper ballot voting, votes will be counted by a committee of three appointed by the National Commander.
- f. Regular members pay annual dues and receive the RSP. The RSP shall be sent to those members who have an email address by that method, so long as their dues are current.

SECTION 2. Membership. Membership in the Association will not be contingent on race, sex, age, creed, ethnicity, or sexual orientation.

SECTION 3. Life Memberships. Life memberships may be established by a majority vote of the Board of Directors and shall have the same prerequisites and shall be entitled to the rights and privileges as are regular members.

### SECTION 4. Associate Membership.

- a. Associate membership may be awarded to selected individuals, groups, or organizations (military or civilian) which are part of the world EOD family, and which are not qualified for regular NATEODA membership. This membership is considered when it would be of mutual

EOD fraternal or professional benefit, but it in no way authorizes, encourages or condones any breach of U.S. security laws and regulations.

- b. Associate membership is awarded by a majority vote of the Board of Directors upon the recommendation of the Membership Committee.
- c. Associate members pay dues, do receive mailings of the newsletter "RSP," and may attend NATEODA meetings, but are not eligible to vote.
- d. Associate Membership for Surviving Spouses of Active Members. Any surviving spouse of a member of NATEODA who was current on his or her dues when they passed away, shall be a Lifetime Associate Member of NATEODA. They shall not be required to pay dues and they shall be entitled to receive "The RSP". If they wish to attend the annual convention, their registration fee shall be waived. If they wish to attend the banquet, they will have to pay the cost of the meal.
- e. Any parent of a U.S. military Explosive Ordnance Disposal technician, who is a Gold Star parent, and whose child died in combat, shall be a lifetime honorary member of NATEODA, even if the soldier was not an active member. They shall not be required to pay dues and shall be entitled to attend the annual convention without paying the registration fee. If they wish to attend the banquet, they will have to pay for their meal.

#### SECTION 5. Corporate Membership.

- a. Corporate membership may be awarded to businesses or corporations which have ties with the EOD field, or wish to support the objectives of NATEODA. This membership is awarded when it is of mutual benefit at the discretion of the Board of Directors, by majority vote.
- b. Corporate dues are \$150.00 annually. Corporate members pay dues, receive five copies of the newsletter "RSP," may send up to three representatives to NATEODA meetings, and may have two free advertisements in the RSP per year, but are not eligible to vote.

SECTION 6. Honorary Membership. From time to time the Board of Directors may award honorary membership to an individual, or organization, including active duty Explosive Ordnance Disposal units, in recognition of special worth to the EOD family and the NATEODA. Honorary members do not pay dues, and do not vote, but they do receive mailings of the newsletter "RSP," and may attend NATEODA meetings.

SECTION 7. Honored Service Membership. Honored Service Membership is a life membership, awarded by the Association to a member distinguished by unusual and meritorious Service to NATEODA. Honored Service Members shall have the same prerequisites and shall be entitled to the rights and privileges as are regular members, but are exempt from dues. (Passed by the members at the 2013 convention in Virginia Beach).

#### SECTION 8. Loss of Membership Status.

- a. Inactive Status: Members shall be placed into inactive status if they fail to remit their dues

within 30 days after their expiration date. Members shall be sent a delinquent dues notice on the 31<sup>st</sup> of December of the year their dues expire. If the member has an email address, the notice will be sent by this method. If they do not have an email address, the notice will be sent by regular mail. If they fail to respond to the dues notice by the 30<sup>th</sup> day after their dues expire, they shall be placed in an inactive status. Inactive members do not receive the "RSP" newsletter and may not participate in NATEODA business or events. A member may be reinstated at any future date by paying dues for the year of reinstatement.

b. Voluntary Removal from Membership. A member shall be removed from membership in NATEODA by written request to the National Adjutant. The Adjutant will acknowledge the request in writing and express the regrets of the Association. Subsequent reinstatement of members may be accomplished by written request to the National Adjutant provided that dues for the year of reinstatement are paid.

c. Involuntary Removal from Membership. From time to time, the Board of Directors may be informed or otherwise become aware of an activity or behavior on the part of a member that may be prejudicial to the best interests of NATEODA. If this occurs, the Board of Directors shall appoint five members to investigate the matter, take signed and notarized statements of any persons with direct knowledge of the matter, take any signed and notarized statement offered by the member being investigated, and report their findings to the Board of Directors. The Board of Directors shall review the findings of the investigators and, when satisfied that a complete investigation has taken place, shall render a written decision on the matter. Removal from membership shall be by a 2/3 majority vote of the Board of Directors. Removal from membership may not be based upon: race, religion, creed, age, national origin, gender, or familial status. Subsequent reinstatement may be made only by unanimous vote of the Board of Director or by majority vote of the members at a national convention after written appeal by the member removed. Notifications to the member being removed shall be made by the Adjutant using certified mail with return receipt requested.

d. Removal from Membership Roster. Any member whose dues are more than two years in arrears shall be removed from the membership roster.

## **ARTICLE IV**

SECTION 1. Articles of Incorporation. The Association shall be incorporated in the state where the Association Adjutant resides and shall be governed under the laws of that state.

SECTION 2. Not for Profit Status. The Association shall be registered with the state of incorporation and the Internal Revenue Service as a not-for-profit fraternal organization with Federal Identification Number 52-1566216.

SECTION 3. Office and Resident Agent. The Office of the National Explosive Disposal Association is: 7628 Blueberry Acres Road, St. Michaels, Maryland 21663. The Resident Agent is: Richard C. Steen. These are subject to change by majority vote of the Board of Directors or by resignation of the Registered Agent or both.

SECTION 4. Location and Tenure of the Registered Agent for Service. The office of the National Explosive Ordnance Association shall be the residence address of the Association Adjutant. The Resident Agent shall be the Association Adjutant, and shall serve a term of two years concurrent with the National Officers. He or she may be reappointed at the discretion of the newly elected Board of Directors by a majority vote.

## **ARTICLE V**

SECTION 1. The National Convention. The National Convention is the legislative body of the Association, it shall elect National Officers, consider and pass amendments to the Charter and By-Laws and consider all business conducted by the Association.

SECTION 2. Time and Place. The National Convention shall take place once a year at a time and place determined by the sitting Convention for the succeeding Convention; however, such time or place or both may be changed by the Board of Directors in its discretion, by majority vote.

SECTION 3. Rules of Procedure. The National Convention shall be conducted according to the Standards for NATEODA Convention Planning and the Convention Agenda Standards. In addition, business meetings of the membership at the convention shall be conducted according to *Robert's Rules of Order (Revised)*.

SECTION 4. Chairman of the National Convention. The National Commander shall be the chairman of the National Convention. If the National Commander is absent, the National Vice Chairman shall serve as chairman. If both should be absent, the National Adjutant or National Treasurer shall serve as chairman, in that order of precedence.

SECTION 5. Enforcement of Order and Agenda. The National Sergeant-at-Arms shall enforce order and the observation of the agenda at the National Convention at the direction of the Chairman.

SECTION 6. Invocation. The National Chaplain shall give a brief invocation, to include honoring by "Roll Call" the deceased EOD personnel killed during the past year while on active duty, or who died of natural causes, or from other reasons. A prayer in their memory shall be offered.

SECTION 7. Agenda. The Agenda of the National Conventional shall be established by the Board of Directors and will be discussed in advance of all other business following which the floor will be opened to the members of the convention for discussions, proposals, etc. Any add-on topics to the agenda shall be approved by a majority vote of the Board of Directors then present.

SECTION 8. Time Limits on Discussion. Depending on the nature of the discussion, the Chairman of the National Convention may place time-limits on discussion of the agenda items or any other item in the interests of completing the discussion of the agenda and other issues.

SECTION 9. Voting Procedure. Voting in the election of National Officers or on Amendments or Resolutions shall be by a show of hands. When two or more members are running for the same

office, a written secret ballot, by all members present at the Convention will be taken and counted by the National Adjutant. However, this procedure may be supplanted by a written secret ballot to be counted by the National Adjutant in the presence of two members chosen from the Convention floor. During the voting procedure, the National Vice Commander will fill out a ballot but will not turn it in to the National Adjutant. If there is a tie, the Vice Commander will then turn the ballot in to break the tie. After all results are in and counted, they will be recorded in the minutes. The Vice Commander will be the tie breaker for all elections of officers or where a close vote on an item is expected.

SECTION 10. Nomination of Candidates. Nominations of candidates for election of the National Officers and Board of Directors shall be as described in Article VIII, Section 12.

SECTION 11. General Considerations for Convention Planning. Since the Association will be contributing money, collecting and documenting funds, the Board shall be involved in all aspects of planning the convention. NATEODA reunions are conducted annually and they shall alternate between the geographic regions of the country. The location of the convention shall be decided by a membership vote of those attending the convention. The Commander will send out a request for volunteer hosts who, once selected, will send the Board a basic reunion plan that includes dates, hotel location, and what will be offered of interest to members and their significant others.

a. Purpose. The primary focus of the convention is to promote camaraderie, patriotism, remembrance of those EOD Warriors that sacrificed their lives performing official duties, and those that have passed away. Every convention package shall list in the time and events section the Pledge of Allegiance and an opening and closing prayer. At every convention, there shall be a "Table Set for One" in remembrance of those missing and killed in action.

b. Host Qualifications and Responsibilities. The convention host(s) must be (an) NATEODA member(s). All financial decisions shall be monitored and reviewed by the Association Treasurer and, if necessary, approved by the Board. Many of those attending the convention are senior members and some will certainly have mild to severe physical limitations which must be taken into account by the host(s). Accordingly, all Americans with Disabilities Act requirements must be considered when selecting the hotel in order for everyone to feel comfortable and to partake in all ceremonies. A "Hospitality Room" shall be made available during the entire reunion and it shall be used for informal gatherings, and may include a bar, non-alcoholic drinks and snacks. The hotel must have a main room capable of holding all attendees comfortably, conducting sales of NATEODA items, the display of auction items, room for vendors, the dinner and awards ceremony, and the auction. There should be a separate room in the hotel for Board meetings.

c. Photographer. Every convention shall employ a professional photographer that has the equipment to take individual, couples (standing or seated) and group pictures. The hiring of the photographer shall be the responsibility of the host(s).

d. Convention Speaker. The convention hosts shall be responsible for choosing a keynote speaker to address the membership at the banquet and awards ceremony and shall

make their choice known to the Board of Directors for their approval no less than 30 days prior to the start of the convention.

e. Vendors. All vendors shall be required to pay a fee for displaying their wares at the convention. The fee shall be 10% of the vendor's net sales. This applies to vendors who are relatives or friends of Association members.

f. Contracts Related to the Annual Convention. No contract related to the convention shall be signed by the convention host(s) until it has been reviewed by the NATEODA general counsel and approved by a majority of the Board of Directors.

## **ARTICLE VI**

SECTION 1. National Officers. The National Convention shall elect a National Commander, Vice Commander, Adjutant and Treasurer, and three Directors. In addition, the immediate past National Commander and Commander of any affiliate chapter shall be ex-officio voting members of the Board of Directors. The position of Coordinator for Veterans Benefits shall be appointed by the Board of Directors and shall be a voting ex-officio member of the Board of Directors. The position of Web Master shall be appointed by the Board of Directors and shall be a voting ex-officio member of the Board of Directors. The appointments of Coordinator for Veterans Benefits and Web Master shall be approved by members at the convention, prior to these individuals' taking their positions on the Board. These eleven officers shall be the Corporation Board of Directors.

SECTION 2. Powers and Duties of the National Commander. The National Commander shall serve as the chief executive officer of the Association and President of the Corporation, preside over the National Convention, have general charge and control of all business and properties of the Association and Corporation, and shall preside at all meetings of the members.

SECTION 3. Bonds and Contracts. The National Commander may sign and execute all authorized bonds, contracts or other obligations in the name of the Association and Corporation up to \$1,000. The National Commander may commit to larger sums only after approval to do so from a majority vote of the Board of Directors.

SECTION 4. President of the Corporation. The National Commander shall be the President of the corporation shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

SECTION 5. Standing Committees. The National Commander shall be "ex-officio" a member of all standing committees.

SECTION 6. Other Duties. The National Commander shall do and perform such other duties as may, from time to time, be assigned by a majority vote of the Board of Directors.

SECTION 7. Chairman of the Board of Directors. The National Commander shall be the Chairman of the Board of Directors.

SECTION 8. Rotation of Office of National Commander. To preserve the multi-service nature of the Association, the office of the National Commander shall rotate among present, retired or former members of the EOD units of the U.S. Army, Marine Corps, Navy, and Air Force in so far as is possible, unless circumstances do not permit this rotation. Such circumstances will be a matter of written record and must be approved by a majority vote of the Board of Directors.

SECTION 9. Powers and Duties of the Vice- Commander. The National Vice Commander, in the absence or inability of the National Commander, unless otherwise provided by resolution of the Board of Directors, may sign and execute all authorized bonds, contracts or other obligations in the name of the Association and Corporation in the same manner as the National Commander is authorized. The National Vice Commander shall have such other powers and shall perform such other duties as may be assigned to him or her by the National Commander or Board of Directors. In case of the absence or disability of the National Commander, the duties of that office shall be performed by the National Vice Commander. The taking of such action by a National Vice Commander in place of the National Commander shall be conclusive evidence of the absence or disability of the National Commander. The office of the National Vice Commander shall be filled, if practicable by a person eligible and willing to run for the office of National Commander in the following year, but the holding of this office shall not be construed as a guarantee of such candidacy or election.

SECTION 10. Powers and Duties of the National Adjutant. The National Adjutant shall give, or cause to be given, notice to all members of the Board of Directors and its chairmen and directors, and all other notices required by law and by these By- Laws, and in case of the Adjutant's absence, or refusal or neglect to do so, any such notice may be given by any person hereunto directed by the National Commander, or by the members of the Board of Directors upon whose written request the meeting is called, as provided by these by-laws.

a. The National Adjutant shall record all proceedings of the National Convention, and of the Board of Directors in books provided for that purpose, and shall perform such other duties as may be assigned by the Board of Directors or by the National Commander.

b. The National Adjutant shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it when authorized by the Board of Directors or by the National Commander, and shall attest to the same.

c. The National Adjutant shall provide for legal protection for the national and affiliate chapters' logos. In general, the National Adjutant shall perform all duties generally incident to the office of Secretary subject to the control of the Board of Directors and the National Commander.



SECTION 11. The National Treasurer. The National Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The National Treasurer shall render to the National Commander or to the Board of Directors, whenever either of them so requests, an account of all transactions as Treasurer, and of the financial condition of the Association; but not less often than at the National Convention.

SECTION 12. Powers and Duties of the National Treasurer. The National Treasurer shall have custody of all funds of the Corporation and Association, and shall keep full and accurate account of receipts and disbursements in books belonging to the Association and Corporation. The National Treasurer shall deposit all monies and other valuables in the name and the credit of the Association in such depository or depositories as may be designated by a majority vote of the Board of Directors.

SECTION 13. Surety Bond. The National Treasurer shall execute a bond in a sum, and with one or more sureties, satisfactory to a majority of the Board of Directors, for the faithful performance of his or her office, and for the restoration to the Association and Corporation in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, monies, and other properties of whatever kind in The National Treasurer's possession or control belonging to the Association. This action will be within one month. The Association shall pay the surety bond fee.

SECTION 14. Tenure of Office. The National Commander and National Vice Commander may serve only one term of office. Other officers may be reelected or serve later terms of office. The term of office for all officers shall be two years, commencing with their election at the National Convention, and ending with the next election of officers at the subsequent National Convention

SECTION 15. Officers' Tenure. Upon the election of new National Officers, the National Commander, Vice Commander, National Adjutant, and National Treasurer shall serve as officers of the Corporation equivalent to the President, Vice President, Secretary, and Treasurer, and as a Board of Directors of the Corporation, respectively. This tenure will last until the next election.

## **ARTICLE VII**

SECTION 1. Appointment of Non-Voting Officers. The Board of Directors may appoint as non-voting officers a National Chaplain, National Sergeant-at-Arms, and National Publisher, who shall serve concurrently with the National Officers, but who shall not vote as members of the Board of Directors.

SECTION 2. The National Chaplain. The National Chaplain shall perform spiritual functions at the Association meetings, including the Invocation at the National Convention, and at memorial meetings as needed.

SECTION 3. The National Sergeant-at-Arms. The National Sergeant-at-Arms shall enforce order and the rules of procedure at the National Convention, and any other formal meetings of the Association as needed. He or she may appoint deputies for each event as the need may arise.

SECTION 4. The National Historian. The National Historian shall maintain records of the Association in written form and hand these collective records to his or her successor. The National Historian shall also serve as the chairman of the Historic Properties Management and Preservation Committee.

SECTION 5. The National Publisher. The National Publisher shall be responsible for publication of the Association newsletter and distribution of the Directory of members provided by the National Adjutant.

## **ARTICLE VIII**

SECTION 1. The Board of Directors. The Board of Directors, consisting of the National Officers, and voting ex-officio members, shall manage the property and business of the Association between sessions of the National Convention under the overall direction of the National Commander.

SECTION 2. Number and Term of Office. The number of the Board of Directors shall be (7) elected members and (4) voting ex-officio members. Additional members of the Board may be elected by the National Convention, but must stand for election and shall serve a term of two years as is the case of the National Officers.

SECTION 3. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, or other cause, the remaining Committee members by affirmative vote thereof, may elect a successor to hold office for the unexpired term of the member whose place shall be vacant, and until the election of a successor, or until removed prior thereto by an affirmative vote of the majority of the members.

SECTION 4. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Association either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written majority consent of all the members of the Board of Directors. They may hold their meeting by conference telephone or similar electronic communications equipment in accordance with the provisions of the Maryland Corporate Law.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Committee, provided that notice of every resolution of the Committee fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each member of the Board at least three days before the first meeting held pursuant thereto. The annual meeting of the Committee shall be held immediately following the election of the members of the National Convention. Any business may be transacted at any regular meeting of the Committee.

SECTION 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Committee. The Adjutant shall give notice of each special meeting the Committee by mailing the same at least three days prior to the meeting or by telegraphing

the same at least two days before the meeting to each member; but such notice may be waived by any member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which each member shall be present, even though without notice, any business may be transacted and any member may, in writing, waive notice of the time, place, and objectives of any special meeting.

SECTION 7. Quorum. A majority of the whole number of the members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. If at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting and the act of a majority of members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except that as may be specifically provided by law or by the Articles of Incorporation or by these By-laws.

SECTION 8. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution except as otherwise stated herein.

SECTION 9. Compensation of Members. Members of the Board of Directors shall not receive any stated salary for their services as such, but members shall be entitled to receive from the Association reimbursement for the expenses incurred by them in attending any regular or special meeting of the Board. By resolution of the Board, a fixed sum (per diem) may also be allowed for attendance at each regular or special meeting of the Board, and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude a member from serving the Association in any other capacity and receiving appropriate compensation therefor.

SECTION 10. Standing Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more standing committees, each committee to include at least two or more members of the Board of Directors, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors and may authorize the seal of the Association to be affixed to all papers which may require it. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 11. "Ad Hoc" Committees. The Board of Directors may by majority vote also designate committees of Association members to carry out delegated projects or studies, for example: budgets, membership drives, by-laws, etc. Such committees will include the National or Vice Commander as ex-officio members and receive reports or recommendations which shall not necessarily be binding on the Board of Directors. Such "ad-hoc" committees shall consist of a committee chairman and at least two additional members, but no more than nine members, and shall serve during the term of the existing Board of Directors for so long as the Board deems necessary. Minutes of ad-hoc committees shall be kept and passed on to the National Adjutant for recording.

SECTION 12. Election Nominations (Standing) Committee. The Board of Directors shall by a resolution passed by a majority of the whole committee designate an Election Nominations committee, in which the National Commander and vice Commander shall be ex-officio members,

and to which no more than three (3) additional members shall be appointed for the purpose of receiving nominations for the next election of officers and preparing a slate of candidates. The Election Nominations Committee Chairman shall be appointed from outside the Board of Directors and shall direct the work of the Election Nominations Committee. The Election Nominations Committee shall advertise the impending elections sixty (60) days in advance of the National Convention and receive resumes from nominees or applicants. Resumes shall include personal data of the candidates, including a statement of their qualifications and reasons for seeking the office sought. From these applications, the Election Nominations Committee shall prepare a slate that shall be approved by majority vote of the Board of Directors based on recommendations by the Nominating Committee and shall have the seal of the Association affixed. That Board of Directors through the National Adjutant shall inform the members of the Association of the slate of candidates no later than thirty (30) days before the National Convention.

SECTION 13. Historic Properties Management and Preservation (Standing) Committee: The Board of Directors shall by a resolution passed by the majority of the whole committee designate a Historic Properties Management and Preservation Committee and appoint its chairman. The chairman of this committee shall also serve as the National Historian. The committee shall consist of 3 members. It shall be the duty of this committee to develop, and present to the membership for approval, rules and conditions for the management and preservation of properties of historic value owned by the association. The point of contact between the association and the temporary holders of such historic properties shall be the National Adjutant.

## **ARTICLE IX**

### **CORPORATE SEAL**

SECTION 1. Original Seal. In the event that the National Commander shall direct the Adjutant to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Association, the year of its organization and the word "Maryland".

SECTION 2. Copies of Seal. Duplicate copies of the corporate seal may be provided for use in the different offices of the Association, but each copy thereof shall be in the custody of the Adjutant or an Assistant Adjutant nominated by the National Adjutant.

## **ARTICLE X**

### **BANK ACCOUNTS AND LOANS**

SECTION 1. Bank Accounts. Such officers and agents of the Association and Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by a majority vote of the Board of Directors. Such officers and agents shall be authorized by a majority of vote of the Board of Directors to withdraw any or all of the funds of the Association so deposited in any bank or trust company, upon checks, drafts or other

instruments or orders for the payment of money, drawn against the account or in the name of or on behalf of this Association, and made or signed by such officers or agents; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay without limit as to amount, all checks, drafts or other instruments or orders for payment of money, when drawn, made or signed by officers or agents so designated by a majority vote of the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Committee shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Association are deposited, the signature of the officers or agents of the Association so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instrument or orders for the payment of money shall be signed, as herein above provided in this Section, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the National Commander or Vice Commander and countersigned by the National Adjutant or National Treasurer or by an Assistant Adjutant or Assistant National Treasurer.

SECTION 2. Loans. Such officers or agents of this Association as from time to time shall be designated by a majority vote of the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Association from banks, trust companies, institutions, corporations, firms or persons as the Board of Directors shall from time to time designate by a majority vote, and as security for the repayment of such loans, advances, or other forms of credit, to assign, transfer, endorse and deliver, either originally or in addition or substitution any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interest, deposits, accounts, documents covering merchandise, bills and accounts receivable, and other commercial paper and evidences of debt at any time held by the Association; and for such loans, advances or other forms of credit, to make, execute and deliver one or more notes, acceptances or written obligations of the Association on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and to sell to, or discount or re-discount with, such banks, trust companies, institutions, and other instruments and evidences of debt at any time held by the Association, and as to what end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized, and each such bank, trust, company institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by a majority vote of the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust, company, institution, firm or person.

## **ARTICLE XI**

Reimbursements. Any payments made to an officer or other employee of the Association, such as salary, commission, interest or rent or entertainment expense incurred, which shall be disallowed in whole or in part as deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Association to the full extent of such disallowance. It shall be the duty of the Board of Directors, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the

determination of the Board of Directors, proportionate amounts may be withheld from any future compensation payments until the amount owed to the Association has been recovered.

## **ARTICLE XII**

SECTION 1. Revenue. The National Association shall derive revenue from membership dues paid by members in good standing, and such other financial operations allowed to a tax-exempt corporation under the regulations of the Internal Revenue Service.

SECTION 2. Membership Dues. The amount of membership dues shall be determined from time to time by a majority vote of members then present at the National Convention.

SECTION 3. Remittance of Membership Dues. Annual dues of members shall be remitted to the National Adjutant no later than 31 January of the coming year. After recording their receipt in a regular book of account, the National Adjutant shall forward all dues to the National Treasurer in the form that they were received. Delinquent member shall be dropped from the rolls of the Association after sufficient notice of delinquency has been given

SECTION 4. Fund Raising. The Board of Directors shall establish a Budget or Ways and Means (Standing) Committee to study and propose ways by which the revenue of the National Association may be increased; however, these proposals must be approved by a majority vote of members at the National Convention.

## **ARTICLE XIII**

SECTION 1. Regional Representation. There shall be three (3) Regions generally East, Central, & West of the continental United States. Puerto Rico and the U.S. Virgin Islands shall be in the East Region. Hawaii, Guam, and Alaska shall be in the West Region.

SECTION 2. Types of Chapters. The National EOD Association may form regional or other chapters following an approval of such status from the Board of Directors by majority vote.

SECTION 3. Membership. Chapters must have a minimum of ten potential members to apply for Chapter status. Applications shall be subject to the approval by the majority of the members then present at the National Convention.

SECTION 4. Officers and Executive Committee. A Chapter must establish a Chapter Executive Committee consisting of at least three officers, specifically, a Chapter Commander, Chapter Vice Commander, and Chapter Adjutant-Secretary. The Committee shall be elected by a quorum of the Chapter members at an annual election meeting and may serve for one year.

SECTION 5. Term of Office. Chapter Commanders and officers may be elected for no more than three consecutive terms.

SECTION 6. Tax-Exempt Status. The Chapter may enjoy tax-exempt status through its affiliation with the National Association if appropriate state laws permit.

SECTION 7. Revenues. The Chapter may collect membership dues and conduct other financial operations to gain revenues within the limits of a tax-exempt organization.

SECTION 8. Surety Bond. Chapter officers engaged in financial operations must establish a surety bond. The Association shall pay the surety bond fee.

SECTION 9. Contributions to National Organization. Chapters must contribute a portion of its net revenues to the up-keep of the National Association, remitting such revenues to the National Treasurer. Such portions of the Chapter net revenues shall be determined by a majority vote of the members then present at the National Convention, but may not exceed ten percent of net revenue for any Chapter unless the Chapter elects to contribute more.

SECTION 10. Distinctive Name. The Chapter may adopt a distinctive name consonant with its location, e.g., regional, state or city, or a name honoring a deceased EOD person.

SECTION 11. Observance of Charter and By-Laws. The Chapter must accept the Charter and By-Laws of the National Association and abide by them.

SECTION 12. Revocation of Affiliation. The National Association retains the right to reconsider and to cancel the affiliation of a Chapter in view of conflicts of policy with the National Association as reflected in its Charter and By-Laws.

## **ARTICLE XIV**

### **AMENDMENTS TO BY-LAWS**

SECTION 1. By-Laws Committee. The Board of Directors by majority vote may appoint an “ad hoc” committee to consider amendments to the Charter or By-Laws, such committee including at least one member of the Board of Directors. The Committee shall render its report and recommendations at the National Convention.

SECTION 2. Powers of the National Convention. The National Convention shall consider and vote by a majority of the members then present on adoption, rejection of any and all amendments to the Charter and By-Laws and shall direct the National Adjutant to make any changes in the written Charter and By- Laws.

SECTION 3. Consonance with Laws. Any and all amendments to the Charter and By-Laws must not conflict with laws governing non-profit corporations of the State of Maryland and the U.S. Judicial Code.

SECTION 4. Legal Review.

- i. The Board of Directors shall be responsible for ensuring that, where necessary, all proposed amendments to the By-Laws or to the Constitution, or any part there of shall be reviewed by Legal Counsel before being presented for adoption at the National Convention. Such Legal Counsel must be a licensed

member, in good standing of the Bar of any state in the USA.

- ii. Recommendations made by Legal Counsel should be incorporated to keep any amendment within the law, but such Legal Counsel may be required to explain and clarify any proposed recommendations either to the entire Board of Directors, or to a Director charged with coordinating such recommendations. A majority vote of the Board of Directors is required to reject Legal Counsel's recommendation(s).

## **ARTICLE XV**

### **MISCELLANEOUS PROVISIONS**

SECTION 1. Fiscal Year. The fiscal year of the Association shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of the By-Laws, notice is required to be given to any National Officer or Member of the Board of Directors, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or director at such address as appears on the books of the Association and such notice shall be deemed to have been given at that time. Any officer or member may waive any notice required to be given under these By-Laws.

SECTION 3. Disposal of Funds on Dissolution. Should the National Explosive Ordnance Disposal Association be dissolved, all funds shall be contributed to a charitable organization as ordered by the National Convention and executed by the National Treasurer.

## **ARTICLE XVI**

### **INDEMNIFICATION**

SECTION 1. Definitions. As used in this Article XIII, any word or words that are defined in Section 2- 148 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Association shall indemnify and advance expenses to an officer or director of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Association, the Association may, as determined by a majority vote of the Board of Directors, indemnify and advance expenses to such employee or agents in connection with a proceeding to the extent permitted by and in accordance with this Indemnification Section.



## **ARTICLE XVII**

### **AUXILIARIES**

The Association will consider the question of auxiliary and affiliated organizations (e.g. wives, mothers, and children) at the National Convention if such Auxiliary organizations are deemed desirable or needed by a majority vote of the members then present.

## **ARTICLE XVIII**

**SECTION 1. NATEODA Distinguished Service Medal.** The National EOD Association hereby established a Distinguished Service Medal to be awarded for distinguished service to the Association by a member, non-member, or organization.

**SECTION 2. Recommendations.** Any regular or life member of the Association in good standing, may recommend a recipient for the award to the Board of Directors. The Board of Directors shall decide by majority vote of the Board of Directors on the award of the medal.

**SECTION 3. Frequency of Award.** No more than two National EOD Association Distinguished Service Medals shall be awarded in any single calendar year with the exception of a posthumous award, which the Commander can award to a deserving member that has passed away during the year.

**SECTION 4. Description.** The NATEODA Distinguished Service Medal shall consist of a crimson ribbon attached to a pendant of a size common to United States military ribbons with medal pendants.

a. The medal pendant shall be circular in shape and of silver material common in the industry. The obverse shall have a representation of the original cloth Bomb Disposal patch worn by Army Bomb Disposal personnel during World War II, inscribed around the circumference the words "DISTINGUISHED SERVICE" on the upper portion, and the letters NATEODA on the lower portion. The reverse shall have two smooth surfaces, suitable for engraving the recipient's name and date awarded. A pin fastener shall be used to fasten the ribbon to clothing.

b. This Section shall have a pictorial illustration of both the obverse and reverse sides of the medal, the ribbon, and the fastener.

### **NATEODA Distinguished Service Medal Picture**

**SECTION 5. Certificate of Award.** A Certificate of award for the Distinguished Service Medal shall be presented to each recipient of the medal. The certificate shall be 8 2 inches by 11 inches in size and will contain the following: A color representation of the ribbon and medal pendant, the signatures of the current National Commander and National Adjutant, and a notarial seal with ribbons, imprinted overall with the official seal of the Association.

## **ARTICLE XIX**

Approved by majority vote of the members present at the 2012 National Convention, October 5, 2012.

SECTION 1. NATEODA Honored Service Membership. The National EOD Association hereby established an Honored Service Membership Award for distinguished service to the Association by a member.

SECTION 2. Requirements. To be nominated for the award, a member must be anyone in good standing and having distinguished themselves by unusual and meritorious service to the Association

SECTION 3. Honors. The Awardee will be presented with a plaque and certificate which comes with a lifetime membership in the National EOD Association which entitles him/her to the same rights and privileges as regular members but are exempt from association dues.

SECTION 4. Nomination and Approval. Any regular or life member of the Association in good standing may recommend a recipient for the award to the Board of Directors by June 30th. Nominations must be in writing and must be signed by at least five voting members of the Association. The Board will vote in July; and a two-thirds majority of the Board members is required to elect an Honored Service Member.

SECTION 5. Frequency of Award. No more than one Honored Service Member may be elected each year. It is neither required nor expected that an Honored Service Member be elected every year.

SECTION 6. Description. The Honored Service Member award will be a rectangular wooden plaque with an inscribed metal plate. The inscription on the plate will include: The NATEODA Logo with the Army and Marine Service Logo's on the left side and Navy and Air Force on the right side and below this, will be engraved "The Honored Service Member Award is Bestowed Upon [name] in Grateful Appreciation for His (or Her) Many Years of Dedicated and Distinguished Years of Service to The National Explosive Ordnance Disposal Association. Presented by the National Commander for the Board of Directors and Members [national commander's name] and [date]. The award will include a laser-etched metal plate with a photograph of the awardee.

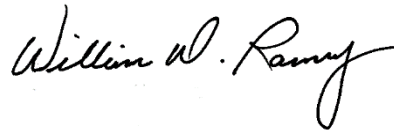
SECTION 7. Presentation. The award will be presented at the annual meeting with appropriate ceremony attended by all of the members.

Original Bylaws ratified and adopted 1988 by the undersigned. Amended in 2007, 2012,

2015 and 2016. Authenticated By:



Henry C. Engelhardt III  
National Adjutant



William D. Ramsey  
National Commander



Amendments ratified and adopted on October 2, 2015, by the attendees of the National Convention on October 2, 2015, in Las Vegas, Nevada.

\_\_\_\_\_/s/  
Frank A. Martinez  
National Adjutant

\_\_\_\_\_/s/  
Charles G. Cobbs  
National Commander

Amendments ratified and adopted on September 30, 2016, by the attendees of the National Convention in Fayetteville, North Carolina.

\_\_\_\_\_/s/  
Frank A. Martinez

\_\_\_\_\_/s/  
Douglas F. Rhodes

National Adjutant

National Commander