

THE MILITARY COALITION - MEMBERSHIP AGREEMENT

(Approved January 8, 2009)

Article I - Purpose

1. The Coalition shall be comprised of military, veterans', uniformed services', and survivors' organizations that share the following goals:

- Maintaining a strong national defense provided by dedicated, skilled, and highly capable personnel in the seven uniformed services;
- Maintaining uniformed services' compensation and entitlements at levels sufficient to attract and retain professional uniformed services' members for careers of service to the Nation;
- Advocating the interests of the entire uniformed services' community, including members' families and survivors, and responding to actions detrimental to compensation and entitlements earned by members of that community through years of dedicated service; and
- Educating the public on the extraordinary demands and sacrifices associated with a career in the uniformed services, and the need to maintain a similarly unique system of compensation and benefits sufficient to attract and retain the kinds and numbers of high-quality personnel needed to meet the Nation's short- and long-term defense requirements.

2. To achieve these goals, we join forces as The Military Coalition and agree to the provisions of this Agreement.

Article II - Nature of the Association

The Coalition shall be nonpartisan. It shall not contribute or otherwise support or assist any political party or candidate or nominee for public office.

Article III - Membership

1. **Corporate Members.** An organization may apply to become a member of the Coalition provided: (1) the organization's stated goals are in accord with the purpose of the Coalition; (2) the organization is willing to abide by this membership agreement; (3) the organization has a primary or secondary business office in the metropolitan area of Washington, D.C.; (4) the organization's principal representative has immediate access to a telephone, facsimile machine, and e-mail; and (5) the organization shall provide a postal

mailing address where correspondence may be delivered.

2. **Affiliate Members.** An organization that meets the above requirements, but does not wish to become an incorporated member, may apply for an affiliate membership with the Coalition to join with Coalition members in representing the interests of the uniformed services' community.

3. An organization desiring membership in the Coalition may apply in writing to the Coordinator, who shall provide an application form and a copy of the Membership Agreement to the requesting organization. Upon receipt of a completed application, the Coordinator shall forward it to the Membership and Nominations Committee for evaluation of the applicant's qualifications. Based on its findings, the Committee shall propose a recommendation to the membership as to the acceptance or denial of the applicant's request for membership. An organization whose application is opposed by five or more members of the Coalition (referred to as the "Rule of 5"), shall be denied such status. Further, an organization whose application is approved by the membership must spend one year as a "Supporting Organization" (as defined in Article V of this agreement). At the end of one year, upon application, it shall be considered for membership in "Affiliate" or Corporate" status.

4. An organization's "Supporting Organization", "Affiliate", or "Corporate" status may be terminated by a majority vote of Coalition Members.

5. The words "members" and "membership" in this document refer to Corporate and Affiliate members equally, except as noted in Articles IV and XV.

6. The term "Coalition" refers to The Military Coalition.

Article IV – Affiliate Member

Participation

An affiliate organization may not sit as a member of the Coalition Board of Directors or vote on articles of incorporation, amendments to the articles of incorporation, corporate bylaws, or other matters that affect only members of the Board of Directors. Once admitted to the Coalition, however, an affiliate organization possesses most other privileges and opportunities afforded members, including eligibility to serve as a Coalition Treasurer, Coordinator, and Committee Chair or Co-Chair; testify before and provide information to Congress and all federal agencies and departments on Coalition positions; vote and participate fully in the day-to-day activities of the Coalition.

Article V - Supporting Organization Participation

A supporting organization is not a member and may not sit on the Coalition Board of Directors or vote on articles of incorporation, amendments to the articles of incorporation, corporate bylaws or other matters. A supporting organization that is willing to abide by this membership agreement, however, may participate in committees, attend Coalition meetings, append its name to Coalition letters and testimony and testify before and provide information to Congress as well as all federal agencies and departments concerning Coalition positions.

Article VI – Agenda

1. The Coalition will consider, or place on its agenda for review, only issues directly related to the compensation, entitlements, morale, welfare and benefits of members of the uniformed services' community, including active, retired, reserve, guard, veterans, and their families and survivors.

2. Exceptions to Section 1 above may be approved by three-fourths of the membership. Following such review, a final Coalition position shall remain subject to the "Rule of 5."

Article VII- Meetings

1. Regular meetings shall be held on the first Thursday of each month unless members agree otherwise. Fifty-one percent of the members of the Coalition shall constitute a quorum capable of transacting any business that may come before a meeting.

2. A special meeting of the Coalition may be called by the Coalition Co-Chairs or a Co-Chair in the absence of the other, or upon the request of a majority of Committee Chairs/Co-Chairs, or one-fourth of the members. Supporting organizations shall be invited to attend. Committee Chairs/Co-Chairs may call committee meetings at their discretion.

3. The Coalition derives its strength from the active participation of its members. Therefore, a representative of each member organization shall attend at least four of every six consecutive regular meetings. A reminder letter shall be sent to the Primary Coalition Representative of an organization that fails to meet this requirement for participation. If such non-participation continues, a letter of inquiry shall be sent to the Chief Executive Officer (CEO) to assess whether it is in the mutual interests of the organization and the Coalition to continue membership in the Coalition. Failure to correct non-participation shall result in a vote on the organization's continuation with the

Coalition in accordance with Article III, Section 4. A delinquent organization may appeal a vote to cancel its membership, and may be retained in the Coalition, provided five or more organizations do not object. A member organization conducting an annual convention or like gathering during a regularly scheduled meeting of the Coalition, will be granted an authorized absence for the month in which the gathering is scheduled.

Article VIII- Representation and Voting

1. A member may have as many representatives as necessary to fulfill its commitments to the Coalition, but shall have only one vote.
2. Approval by a majority of members shall signal a Coalition decision, except in those instances where another vote margin is specified in this agreement.
3. Whenever one-fourth of the members or five members -- whichever is less -- oppose a proposed Coalition action or position, that issue will be tabled and shall not be pursued as a Coalition initiative. In such an event, a Coalition member or Supporting Organization, obviously, shall remain free to pursue any independent action it deems appropriate.
4. Members' representatives shall keep their respective Chief Executive Officers apprised of Coalition business, and are considered to possess the authority of their Chief Executive Officers when casting votes at Coalition meetings, unless they specifically except themselves.

Article IX – Support of Coalition Testimony and Correspondence

1. A member or supporting organization's request to have its name removed from a specific submission of Coalition testimony or correspondence shall be honored.
2. It is in the Coalition's interest to have all Coalition members as signatories to major Coalition submissions to Congress (e.g., testimony and omnibus correspondence to conferees). Therefore, co-chairs should make a reasonable effort to accommodate expression of an organization's minority view on a specific topic for such submissions (e.g., an asterisk to indicate an organization's non-support on one topic). Such accommodation shall be made only to the extent that it does not undermine the purpose of the Coalition document (e.g., expressions of dissent on multiple topics).
3. The annual omnibus communications (testimony and letters to conferees on the NDAA) are the primary means by which the Coalition expresses its core values to Congress, and an organization's persistent declination to lend its name to them may result in a vote to reconsider the organization's TMC membership, in accordance with

Article III, section 4.

Article X- Officers

1. Board of Directors officers shall include a President and a Secretary. Each shall be elected by the Board of Directors for a term not to exceed one year. These officers shall serve without compensation.

2. Coalition officers shall include two Co-Chairs, a Coordinator, and a Treasurer. These officers shall serve without compensation. Each shall be elected by the membership for a term not to exceed two years. The Co-Chairs shall be elected on an alternate year basis.

3. Officers' duties are as follows:

A. President: Call and establish the agenda for Board of Directors meetings; preside at Board of Directors meetings and perform such other functions as may be directed by the Board of Directors.

B. Secretary: Record, report, and disseminate the minutes of the Board of Directors meetings; and perform such other functions as may be directed by the Board of Directors.

C. Co-Chairs: Establish the agenda for Coalition activities; preside at Coalition meetings; ensure Coalition positions are clearly defined and disseminated to the proper addressees; respond to queries concerning the Coalition and its positions; appoint the Chair or Co-Chairs of special committees; and perform such other functions as may be directed by the members.

D. Treasurer: Maintain and oversee the Coalition's finances; maintain an account in the Coalition's name in a federally-insured financial institution; provide, at every regularly-scheduled meeting for the members' approval, a report on the state of the Coalition's finances; provide Coalition financial records to the committee appointed by the Coalition Co-Chairs to conduct an annual review; and file required annual reports with the Commonwealth of Virginia and the Internal Revenue Service, as appropriate. Additionally, the Treasurer shall be bonded by either his or her parent organization or the Coalition.

E. Coordinator: Coordinate the administrative functions of the Coalition; prepare meeting agendas; record and disseminate to members the minutes of Coalition meetings; maintain Coalition files; and perform such additional duties as may be requested by the Co-Chairs or members in the orderly conduct of Coalition business.

Article XI - Committees

1. The Coalition shall have the following standing committees, which shall recommend issues, positions, and actions within their purview for the consideration of the membership.

- | | | |
|-------------------------|------------------------------------|--------------------------|
| * Guard and Reserve | * Military Personnel/Compensation/ | |
| Commissaries | * Health Care | * Military Construction/ |
| MWR/Exchanges | | |
| * Retired Affairs | * Survivor Programs | |
| * Taxes/Social Security | * Veterans | |
| * Awards | * Membership and Nominations | |
| * Website | | |

2. The Co-Chairs may appoint other committees as needed or as provided in this agreement. See Article XV, Section 3.

3. Each member shall have at least one representative assigned to at least one standing committee. Representatives so assigned agree to participate actively in that committee's activities by attending at least every other meeting called by the Committee Chair or Co-Chairs.

4. Members of standing committees shall elect a Chair or Co-Chairs of their respective committees. In electing the Committee Chair or Co-Chairs, every effort shall be made to distribute these positions equitably among member organizations, consistent with their interests and expertise.

Article XII- Elections

1. The President and Secretary of The Military Coalition, Incorporated, shall be elected by the Board of Directors from its own membership. In the event of a vacancy between scheduled meetings of the Board of Directors, the Membership and Nominations Committee shall be notified to comply with the instructions listed in Section 2.B. below to fill the remaining term of the vacancy. An interim President and/or Secretary may be elected through the use of electronic communications. The results shall be announced to each member of the Board of Directors and maintained on file by the Secretary of the Board for at least three (3) years from the date of the announcement.

2. Coalition officers (i.e., the Co-Chairs, Treasurer and Coordinator) will be elected as specified in Article IX, Section 2, upon the expiration of an officer's term of office or upon a vacancy in an officer's position.

A. In electing the Coalition Co-Chairs, the members shall choose one primary commissioned officer representative and one primary enlisted representative. This requirement may be waived by a three-fourth majority of the members in a regular meeting of the Coalition, provided five or more members do not object.

B. The Co-Chairs shall instruct the Membership and Nominations Committee to solicit nominations, to distribute and tally ballots, and otherwise conduct the election. Any member may submit a nomination for a vacant office to the Membership and Nominations Committee.

C. Any nominee receiving the votes of more than one-half of the membership, that is an absolute majority, shall be declared elected.

D. In the event there are three or more nominees for an office, if no candidate receives a majority, the nominee receiving the fewest votes shall be eliminated and successive votes shall be taken until one nominee receives an absolute majority of votes.

Article XIII- Presenting Testimony

1. When the Coalition is requested to provide congressional testimony concerning a single matter, the first choice to provide such testimony normally shall be offered to the appropriate Committee Chair or Co-Chairs.

2. When the Coalition is called upon as a witness to provide congressional testimony concerning multiple matters, the first choice to provide such testimony normally shall be offered to the Coalition Co-Chairs or Committee Chair or Co-Chairs.

3. Should a designated witness be unable to testify on the specified date, the Coalition Co-Chairs shall select a replacement witness from the Co-Chairs' volunteer list on file with one of the Co-Chairs.

4. Each witness shall be responsible for preparing his or her own oral testimony sufficiently in advance to ensure coordination and, where applicable, modifications by the membership at least 48 hours before the Congressional due date. All such oral statements shall reflect highlights of the written testimony approved by the Coalition. A member may elect whether to have its name listed as a subscriber to that testimony. Member organizations shall retain the right to submit testimony separate from or in addition to that of the Coalition.

Article XIV- Issues

1. Members having an issue to be considered by the Coalition shall provide the necessary background information and references to the appropriate Committee Chair or Co-Chairs for review and recommendation to the Coalition representatives assembled at a regularly-scheduled or special meeting.

2. On matters of particular urgency, when the Coalition Co-Chairs consider there is insufficient time to convene a meeting, the Co-Chairs may poll members by e-mail or other means of communication.

Article XV – Board of Directors

1. The Board of Directors of the Corporation shall be comprised of the Chief Executive Officers or their designated representatives of the members of the Coalition, except that affiliate and supporting organizations may not hold a seat on the Board.

2. The Board of Directors shall be responsible for managing the corporate affairs of the Coalition and shall meet at least once annually.

3. The Board of Directors shall review the goals, priorities, and where necessary, the issues of the Coalition and provide guidance, advice, and recommendations to the Coalition officers. Additionally, the Board of Directors will establish the Coalition's annual budget.

4. The Chief Executive Officer of a member organization may designate a representative with authority to vote and act on behalf of the Chief Executive Officer and the member organization at meetings of the Board of Directors.

5. Any Chief Executive Officer may request a special meeting of the Board, provided a date and time are selected to permit attendance by at least three-fourths of the members' Chief Executive Officers or designated representatives.

Article XVI - Finances

1. The Treasurer may execute disbursements in accordance with the annual budget approved by the Board of Directors. Other disbursements shall be approved by a majority of the members, except that the Co-Chairs, acting together, may approve the disbursement of up to \$200.00 monthly for emergency purposes.

2. Except as otherwise provided in this Agreement, no Coalition director, officer, member, member's representative or supporting organization's representative, may take possession of any of the assets, funds, or property of the Coalition, or accept a loan from

the Coalition, or make any such loan.

3. At least once annually, the Coalition Co-Chairs shall appoint a committee of not less than three members, who do not have access to Coalition funds, to review the Coalition finances and report its findings to the membership assembled at a regularly-scheduled meeting of the Coalition as determined by the Coalition Co-Chairs.

4. In the event of final dissolution of the Coalition, and after the discharge of all its liabilities, the remaining assets of the Coalition shall be given to one or more tax-exempt organizations whose purpose is to assist United States' uniformed services' members; any such organization shall be designated by a vote of two-thirds of the Coalition members.

Article XVII - Revenue

1. The Coalition may from time to time adopt methods by which to raise operational revenues.

2. No member or supporting organization shall be required to pay dues, contribute money, or participate in any financial undertaking approved by the Coalition membership. The Coalition shall accept voluntary contributions from members and supporting organizations, but not from any outside organization. Total amounts contributed by members and supporting organizations shall be noted in the Treasurer's report without identifying the contributing organization to guard against creating inadvertent pressures for contributions from others.

Article XVIII - Duration and Amendment of Membership Agreement

1. This Membership Agreement was amended and approved by the members assembled in a regularly scheduled meeting of the Coalition on this 8th Day of January in the Year 2009. This agreement shall remain in effect in perpetuity, but may be revoked or amended by a favorable vote of three-fourths of the bodies referenced herein.