



Bylaws
of
American Ex-Prisoners of War

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BYLAWS OF AMERICAN EX-PRISONERS OF WAR

Preamble

We, citizens of the United States who were captured or interned by the enemy, do unite to establish a permanent organization.

Article I. Name, Emblem and Colors

- A. The name of the organization shall be American Ex-Prisoners of War (and shall be sometimes hereinafter referred to as "AXPOW").
- B. The emblem of American Ex-Prisoners of War shall be a shield with the curves at the top portraying the United States Armed Forces in all the armed conflicts throughout the world. The heraldic symbols represent justice, balanced on swords. The motto, "non solum armis" means "not by arms alone." The slogan is "We exist to help those who cannot help themselves."
- C. The colors of American Ex-Prisoners of War shall be red, white, gold and maroon. The flower of the organization shall be the white daisy.

Article II. Purpose

- A. The purpose of the American Ex-Prisoners of War is to foster programs to highlight the service of those American military and civilian persons held in captivity or interned by enemies of the United States, and to sustain the legacy of the POW experience.
- B. The organization is dedicated to assisting the returnees and their families; and to educate the public and maintain an historical database.
- C. Through fraternal activities, members will foster patriotism, loyalty, and allegiance to the United States of America to preserve and defend her from all enemies.

Article III. Description

The American Ex-Prisoners of war is a not for profit corporation.

Article IV. Office of the Organization

The principal office of the organization shall be located as directed by the Board of Directors and shall be known as the "Headquarters, AXPOW".

Article V. Authority

A. This organization is incorporated under Remington's Revised Statutes (laws of the state of Washington) and is congressionally chartered under the stipulations of Public Law 97-234 of August 10, 1982.

B. General Powers and Authority

As a not-for-profit corporation, the organization shall have the following general powers and authority:

1. To have perpetual succession with the power to sue and to be sued, in Courts of law and equity;
2. To purchase, take, receive, hold, own, use, and dispose of such real estate, property, contract rights and privileges, or any interest therein, as shall be deemed necessary and incidental for its purposes;
3. To make contracts and incur liabilities, borrow money at such rates of interest as the organization may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge any or all of its property and income;
4. To conduct its affairs, carry on its operations, have offices and exercise its powers granted by law in any state, territory, district or possession of the United States;
5. To elect or appoint officers and directors and define their duties;
6. To make and alter Bylaws for the administration and regulation of its affairs;
7. To make disbursements, raise funds and make donations consistent with its purpose and mission and for the public welfare, or for charitable, scientific or educational purposes;
8. To cease its corporate activities; and
9. To have and exercise all powers legal, necessary or convenient to affect any or all of the purposes for which the organization exists.

C. Limitations of Power and Authority

1. No part of the income or assets of the organization shall be distributed to any member, officer or director. Nothing in these Bylaws shall be interpreted to prevent the payment of reasonable compensation of the officers, directors, or agents of the organization or to prevent reimbursement for actual necessary expenses in amounts approved by the Board of Directors.
2. The organization shall not make any loan to any officer, director, employee or member of the organization.
3. The organization shall have no power to issue any shares of stock nor to declare or pay any dividends.
4. The organization shall not claim congressional approval or federal government authority for any of its activities.

- D. Parliamentary authority shall be Robert's Rules of Order, newly revised, latest edition, unless otherwise provided for in these Bylaws or the Uniform Codes of Procedures.
- E. The official publication of the organization shall be known as "EX-POW Bulletin". Orders, official notices and financial reports published or referenced in this publication shall be deemed sufficient and lawful notice to all members for all purposes whatsoever. Such notice shall be considered delivered when deposited in the United States mail with the member's address as it appears on the records of the organization with postage thereon prepaid.

Article VI. Membership

There are two categories of membership: General Members and Associate Members.

- A. **General Member** Applicants for general membership must furnish written proof from the National Archives database, or the Department of Defense, Department of State, or International Committee of the Red Cross, of having been a prisoner of war or have on record of the organization sufficient lineage, or be able to establish by other means previously described sufficient lineage to comply with the requirements of membership as described below. General members shall be entitled to the privileges of voting and active participation in all activities of the organization. Application shall be made in writing and will be accompanied by national dues.

The following persons shall be eligible for general membership in the organization:

1. Those persons who served in the armed services of the United States who were held prisoners of war by an enemy of the United States.
2. United States citizens who were interned by a foreign government because of their United States citizenship.
3. Those persons who were United States citizens when taken prisoner of war by an enemy of the United States while honorably serving with an ally of the United States.
4. All relatives, by blood, marriage or adoption of any of the foregoing may be recognized as a Next-of-Kin member. This includes, but is not restricted to: spouse, surviving spouse, parents, brothers, sisters, aunts, uncles, cousins and descendants of the foregoing including step-children. The spouse of a widow or widower of a former prisoner of war may be an Associate Member

- B. **Associate Member** Persons may apply to become Associate members, and may be accepted based on their unique contributions to the Organization as defined in Article II. Associate members shall be sponsored/nominated by letter to the membership committee endorsed by a current member and voted on by the board of directors. Associate members are not eligible to hold office—elected or appointed, and are not entitled to the privileges of voting.
- C. Membership restrictions. Any person who has been judged guilty by a court of competent jurisdiction of collaboration with the enemy, subversion, sedition or treason;
- D. Membership is not transferable to another person.

Article VII. Dues

- A. Members are required to pay annual dues. The annual dues shall be established by the Board of Directors and published in the official publication. The dues shall include a subscription to the official publication. All annual memberships shall expire at midnight on December 31 each year. Members, who have not paid their dues beginning January 1, shall forfeit all benefits of membership including voting and any leadership position until the obligation is fulfilled.
- B. Life Memberships are grandfathered, however The National Commander and Past Commanders will be granted Life Membership status. Money paid for life memberships shall not be refunded to any member, heirs, or estate. This shall include those who resign membership in the organization or are expelled through due process.

Article VIII. Leadership

- A. Officers
 - 1. The officers of the organization shall consist of the National Commander, Senior Vice-Commander, two Junior Vice-Commanders, Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer. This body shall constitute the Executive Committee.
 - 2. The Executive Committee shall perform the duties as prescribed by the organization, the Bylaws and Robert's Rules of Order, new revised, latest edition, and the Uniform Codes of Procedures. The Chief Executive Officer will chair the Executive Committee. In extremely urgent circumstances, when a decision must be made that exceeds the purview of the Chief Executive Officer, and the Board of Directors is unable to meet or be canvassed through electronic means, a meeting of the Executive Committee may be called by the Chief Executive Officer or, in his/her absence, the Chief Operations Officer to act on behalf of the Board, for the benefit of the organization.
 - 3. Election/Appointment of Officers
 - a. The National Commander, Sr. Vice-Commander, and the two Jr. Vice-Commanders are elected annually at the Convention and the term of office will be for one year. The National Commander and Sr. Vice-Commander are not term-limited.
 - b. The Chief Executive Officer is appointed by the Board of Directors for a two-year term and may be reappointed to consecutive terms. This person serves at the pleasure of The Board.
 - c. The Chief Operations Officer is appointed by the Board of Directors for a four year contract and is a paid position.
 - d. The Chief Financial Officer is appointed by the Board of Directors for a four year term but is not a funded position.

B. Directors

The National Directors will be elected at the annual meeting for a term of two years. One Director will be elected from each of the five regions specified below, and four additional Directors will be elected at-large from the general membership. Directors representing specific regions will be elected in even years and Directors serving at-large will be elected in odd years. They, along with the Executive Committee, shall constitute the Board of Directors.

The five regions shall consist of:

1. Northeast region: Michigan, Indiana, W. Virginia, District of Columbia, Maryland, Delaware, Pennsylvania, N. Jersey, New York, Connecticut, Massachusetts, Vermont, New Hampshire, Maine, Rhode Island, and Ohio
2. Northwest region: Washington, Oregon, Idaho, Montana, Wyoming, Alaska, Guam, and all members residing in foreign countries or territories not otherwise identified
3. Central: North Dakota, South Dakota, Minnesota, Wisconsin, Illinois, Nebraska, Iowa, Kansas, Oklahoma, Missouri, Arkansas, Texas, and Louisiana
4. Southeast region: Kentucky, Tennessee, Mississippi, Alabama, Virginia, N. Carolina, S. Carolina, Georgia, Florida, and the Virgin Islands of the United States.
5. Southwest region: California, Nevada, Utah, Arizona, Colorado, New Mexico, Hawaii, and Puerto Rico

C. Senior Directors

Past National Commanders (PNCs) are a valuable resource to the future of AXPOW and provide a rich heritage for the continued growth of the organization. As Senior Directors they may be called upon by the Commander and Chief Executive Officer for counsel, and they are invited to serve as non-voting representatives to the Board of Directors.

D. Powers and Duties

1. The National Commander serves as the spokesperson of the organization and represents the legacy and honor of the POW and the experience of captivity to all as the face and voice of the American Ex-Prisoners of War. The Commander shall be an ex-prisoner of war or former civilian internee and his/her role within the organization carries the highest honor and respect.
2. The Senior Vice-Commander shall, when called upon, assist the National Commander, and in his absence, shall discharge the duties of the Commander. Therefore, this person must be an ex-prisoner of war or former civilian internee.
3. The two Junior Vice-Commanders shall, when called upon, assist the National Commander. In the absence of the Senior Vice-Commander, one of the Junior Vice-Commanders shall be

selected by the Board of Directors to temporarily discharge the duties of the Senior Vice-Commander.

4. The Chief Executive Officer (CEO) is charged with furthering the aims and policies of the organization. The responsibilities include: preside over all meetings of the Executive Committee, Board of Directors and national convention; and establish/dissolve and manage the committees. The Chief Executive Officer is appointed by a majority vote of the Board of Directors for a two-year term.

5. The Chief Operations Officer (COO) is responsible for daily headquarters operations and all administrative functions. This person shall attend all business meetings of the national convention and Board of Directors, ex-officio, and shall be responsible for the minutes of the meetings. In the absence of the Chief Executive Officer, the Chief Operations Officer shall assume the responsibilities until action may be taken by The Board.

6. The Chief Financial Officer (CFO) shall have custody of all monies, bonds and items of value and shall compile and maintain a complete set of financial records to divulge the true financial status of the organization suitable to be audited by a certified public accountant. The CFO shall chair the Budget and Finance committee.

7. The Senior Directors (PNCs) shall act as advisors to the National Commander and Chief Executive Officer and may represent the Commander, when requested, at functions and meetings when the organization's presence is required. PNCs may be asked to complete special tasks and assignments by the Chief Executive Officer or Board of Directors.

8. The Board of Directors, as a body, has the responsibility for maintaining the good of the organization as defined in Article II, the Purpose. The property and business of the organization shall be managed by the Board of Directors, and The Board, as elected by the members, holds the final authority for the operation and maintenance of the AXPOW. As defined above in this Article, Sections 1-5, certain responsibilities and authorities may be delegated. The Chief Executive Officer shall serve as the Chairman of the Board.

E. Eligibility for Office; Election Procedures

1. To be eligible for election as National Commander, an individual must be an X-POW or a former civilian internee and is a member in good standing.
2. To be eligible for election to office of Senior Vice-Commander, an individual must be an X-POW or a former civilian internee and is a member in good standing. The Senior Vice-Commander may ascend to the position of National Commander through resignation, death or incapacitating illness to fill out the term in office as Commander.
3. To be eligible for election to the office of Junior Vice-Commander, a member must be in good standing and shall have served as a Director.
4. To be eligible for election as a National Director, a member must be vetted by the Nominating Committee.

5. Elected officers shall be elected at the national convention. Officers shall hold their offices for one (1) year, and National Directors shall hold their offices for two (2) years, or until a successor is elected.
6. A year is defined as the time between National conventions.

F. Governance

1. The Board of Directors, in addition to the authority specified in para D-8 above, shall have the direction, control and management of the property and business of the organization. They shall employ and remove all such persons and agents of the organization as they deem necessary and proper for the conducting of the business of the organization and shall determine any compensation and duties.
2. The Board of Directors shall have the power to approve supplementary funding necessary to cover emergency situations and to reallocate monies as required to support the Purpose of AXPOW as defined in Article II.
3. Actions of the Board of Directors may be repealed, amended or modified by a simple majority vote of the members, present and voting, at the national convention.

G. Meetings

1. The Chief Executive Officer shall call a meeting of the Board of Directors a minimum of three (3) times per year: prior to the call-to-order at the annual convention, immediately after the annual convention, and mid-year.
2. Special meetings may be called at any time by the Chief Executive Officer, Chief Operations Officer or at the request of a majority of the Board of Directors.
3. Any member in good standing may attend meetings of the Board of Directors except when the Board of Directors may declare itself in executive session. This right to attend such meetings shall be without the right to vote or voice and without cost to the national organization.
4. "Executive Session" means that the particular meeting is limited to the members of either the Executive Committee or the Board of Directors, and others only by special invitation, and therefore, is not open to any other members of the organization or to the general public, unless governed by applicable law. Such meetings shall be limited to matters of extreme urgency and/or sensitivity so as to protect the confidentiality and integrity of the proceeding.

H. Notice

The Chief Operations Officer shall, in writing, notify the Board of Directors of regular or special meetings not less than thirty (30) days before the call to order of the meeting. Said notice shall include the meeting agenda and the place, date and hour. Such notice shall be deemed to be delivered when deposited in the United States mail with the board member's address as it appears on the records of the organization with postage thereon prepaid. Any Board member may waive notice of the meeting.

I. Vacancies

Vacancies occurring on the Board of Directors for any reason, other than the resignation of a Director(s) for the purpose of seeking a higher office, shall be filled by appointment by the Board of Directors at any regular meeting of the Board of Directors or by mail, electronic, telephonic or video conference ballot or a specially called meeting of the Board of Directors authorized by the Chief Executive Officer, Chief Operations Officer, or a majority of the board.

1. Resignation

An elected officer or Director may resign at any time. Such resignation shall be made in writing to the Chief Operations Officer with a copy to the Chief Executive Officer. Such resignation shall take effect thirty (30) days after receipt or when a successor is elected, whichever shall come first.

2. Removal

The Board, by an affirmative vote of two thirds of all Board members, may suspend, expel or terminate the membership of an officer or Director, for cause after a hearing, in accordance with established procedures. The Chief Executive Officer shall notify the individual of his right to a hearing by the Board prior to a vote for removal. Any vacancy created as result of such action shall be filled as otherwise provided herein.

J. Quorum

A quorum at any meeting of the Board of Directors shall consist of a majority of the board of directors, present and voting, one of whom shall be the Chief Executive Officer or Chief Operations Officer.

K. Voting

All elected Board members are eligible to vote. The Chief Operations Officer and the Chief Financial Officer are not eligible to vote.

Article IX. Conflict of Interest

Each member of the Board of Directors shall disclose to other member of the Board any duality of interest or conflict of interest and make such a matter of record when the interest becomes a matter of Board action. Any Board member having a possible duality or conflict of interest on any matter shall not vote or use his personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes for meeting shall reflect that the disclosure was made, the Board member's abstention from voting, and the status of the quorum. The requirements stated herein shall not prevent the Board from briefly stating a position in the matter if requested to do so, nor prevent the exchange of information among members, if necessary to gain an understanding of the matter in order to make an informed decision in the best interests of the organization.

Only one member of an immediate family can serve on the Board of Directors at any one time. Herein, family is defined as spouses or members living at the same address.

Article X. Fiscal Year

The organization's fiscal year shall be October 1 through September 30.

Article XI. Appointments and Committees

The Chief Executive Officer shall nominate persons to the Board of Directors for appointment. When approved, the appointee shall serve at the pleasure of the Board of Directors. The duties and responsibilities of each appointee shall be as set forth in the position description, as approved by the Board of Directors. The Chief Executive Officer may choose to exclude assignments or combine appointments.

A. Appointments

1. Chaplain
2. Judge-Advocate
3. Protocol Director
4. Sergeant-at-Arms
5. Service Office Director
6. Department of Veterans Affairs Voluntary Service Director
7. Any additional appointments as deemed necessary

B. Committees

The Chief Executive Officer is responsible for the appointment and management of committees to sustain the good of the organization and liaison with other organizations and services. The chairperson may be a National Director—all committee members must be members in good standing. An associate member may be appointed as a consultant or advisor.

C. Annual Reports

Each committee chair and appointed person shall provide a detailed written report of the year's activities and accomplishments to the Board of Directors and the Chief Executive Officer through the Chief Operations Officer.

The report shall be submitted to the Board no later than fourteen (14) days prior to the first day of the National Convention. And, at the National Convention, the chairperson of each committee shall present the report to the membership of AXPOW.

Article XII. National Convention

The AXPOW will hold a National Convention each year.

- A. The organization's annual meeting shall be held between June 15 and September 15.
- B. The Chief Executive Officer shall have the authority to establish the number of days of the national convention.

- C. The location and dates for the next year's National Convention shall be Arlington, Texas, or the vicinity, or as voted by the majority of members present and voting at the National Convention.
- D. Voting for officers and Directors will be by a mail-in ballot printed in the official publication.
- E. The counting of the paper ballots shall be done by the Nominations and Election committee.
- F. When more than two candidates are seeking one office, the candidate receiving the greatest number of votes cast shall be declared elected to office.
- G. All issues shall be decided on a majority vote except bylaw changes and the revocation of a Charter which must be by 2/3 majority of the votes cast.
- H. The minutes of any board actions taken at the meeting immediately preceding shall be read at the opening business session of the national convention.