

BY-LAWS  
OF  
DESCENDANTS GROUP, AN AUXILIARY OF THE  
AMERICAN DEFENDERS OF BATAAN AND CORREGIDOR

	<u>Page</u>
ARTICLE I.....	1
NAME AND ADDRESS OF CORPORATION .....	1
Section 1.1 Name and Address .....	1
ARTICLE II.....	1
PURPOSE .....	1
Section 2.1 Purpose .....	1
ARTICLE III.....	1
MEMBERSHIP .....	1
Section 3.1 .....	1
ARTICLE IV.....	2
BOARD OF DIRECTORS.....	2
Section 4.1 Number and Qualifications .....	2
Section 4.2 Governing Powers .....	2
Section 4.3 Annual Meetings.....	2
Section 4.4 Nomination .....	2
Section 4.5 Election and Term of Office .....	2
Section 4.6 Vacancies.....	3
Section 4.7 Removal of Directors.....	3
Section 4.8 Compensation .....	3
Section 4.9 Regular Meetings.....	3
Section 4.10 Special Meetings.....	3
Section 4.11 Meeting by Conference Telephone.....	3

Section 4.12	Waiver of Notice.....	4
Section 4.13	Quorum .....	4
Section 4.14	Action by Consent .....	4
Section 4.15	Committees .....	4
ARTICLE V.....		4
OFFICERS .....		4
Section 5.1	Designation.....	4
Section 5.2	Election of Officers.....	5
Section 5.3	Removal .....	5
Section 5.4	President.....	5
Section 5.5	Vice President .....	5
Section 5.6	Secretary.....	5
Section 5.7	Treasurer .....	6
ARTICLE VI.....		6
LIABILITY OF DIRECTORS AND OFFICERS .....		6
Section 6.1	Liability of Directors .....	6
Section 6.2	Director's Fiduciary Duties .....	6
Section 6.3	Liability of Directors and Officers .....	6
ARTICLE VII.....		7
INDEMNIFICATION .....		7
Section 7.1	Right to Indemnification.....	7
Section 7.2	Required Determination.....	8
Section 7.3	Advances for Expenses .....	8
Section 7.4	Nonexclusivity and Nonduplication.....	8
Section 7.5	Preservation of Rights .....	8
Section 7.6	Insurance or Other Funding.....	8
Section 7.7	Definition .....	9
ARTICLE VIII .....		9
AMENDMENTS .....		9
Section 8.1	Amendments .....	9

ARTICLE IX .....	10
MISCELLANEOUS.....	10
Section 9.1    Fiscal Year .....	10
Section 9.2    Annual Report.....	10
Section 9.3    Books and Accounts .....	10
Section 9.4    Execution of Corporate Documents .....	10
Section 9.5    Fidelity Bonds .....	10
Section 9.6    Conflicts of Interest .....	10
ARTICLE X.....	11
DISSOLUTION .....	11

ARTICLE I  
NAME AND ADDRESS OF CORPORATION

Section 1.1      Name and Address. The name of this Corporation is Descendants Group, an Auxiliary of the American Defenders of Bataan and Corregidor. Its registered office is located at 1300 Oliver Building, Pittsburgh, PA 15222, c/o Joseph A. Vater, Jr.

ARTICLE II  
PURPOSE

Section 2.1      Purpose. The purposes for which the Corporation is formed are: To exercise those powers granted to the Corporation by its Articles of Incorporation, as amended, and the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania to accomplish the purposes of the Corporation as set forth in said Articles including, but not limited to preserving and perpetuating the story of the men and women who defended the Philippines against overwhelming odds during the first months of World War II in the Pacific, through education, preservation of documents and artifacts, historical research and providing assistance to the American Defenders of Bataan and Corregidor as requested.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its Incorporators, Directors, officers, or other persons.

ARTICLE III  
MEMBERSHIP

Section 3.1      The Corporation's membership shall be descendants of the men and women who were serving in the military on December 8, 1941 and other individuals committed to supporting the mission of the organization, and who are current in payment of the dues established by the organization.

ARTICLE IV  
BOARD OF DIRECTORS

- Section 4.1      Number and Qualifications. The affairs of the Corporation shall be governed by a Board of Directors composed of not less than five (5) nor more than nine (9) persons. The initial number will be seven (7) persons. Except as otherwise required by law, the Directors need not be residents of the Commonwealth of Pennsylvania. A simple majority of the Directors shall be related by blood or adoption to a person who was a prisoner of the Japanese during WWII.
- Section 4.2      Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation.
- Section 4.3      Annual Meetings. An annual meeting of the membership shall be held at such date, time and place as the Board of Directors may determine from time to time. At such annual meeting the members of the Board of Directors shall be elected by the members for the ensuing two years, the annual report shall be presented, and the members shall consider such other business as may be properly brought before it. A quorum consists of all eligible members participating in the annual membership meeting either in person or by proxy.
- Section 4.4      Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall be chaired by the Vice President and consist of two or more general members. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members and serve from the close of the annual meeting until the close of the subsequent annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations for the first Board of Directors shall be those who volunteer to run prior to the annual meeting and those who are nominated from the floor at the meeting.
- Section 4.5      Election and Term of Office. The term of each Director shall continue until expiration of the period of two (2) years after election and until his/her successor has been elected and duly qualified or until his/her earlier death, resignation or removal. The first Board of Directors shall be elected by the members who

have paid dues prior to the first annual meeting on May 10, 2008. At the first election, four (4) persons will be elected for a two-year term and three (3) will be elected to a one-year term. Thereafter, the Board of Directors shall be elected by the general membership at each annual meeting. Provision shall be made for proxy voting for those who cannot attend the meeting.

- Section 4.6      Vacancies. Vacancies in the Board of Directors caused by any reason, including removal of a Director and an increase in the number of Directors, shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting.
- Section 4.7      Removal of Directors. At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the Directors. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting.
- Section 4.8      Compensation. No compensation shall be paid to Directors for their services as Directors or for their services in any other capacity, or pursuant to any other contractual arrangement whatever. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.
- Section 4.9      Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors.
- Section 4.10     Special Meetings. Special meetings of the Board of Directors may be called by the President with a minimum of three (3) days' notice to each Director, given personally or by mail, email, telephone, telegraph or facsimile transmission, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least 3 Directors.
- Section 4.11     Meeting by Conference Telephone. One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 4.12      Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.13      Quorum. At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation or these By-Laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.

Section 4.14      Action by Consent. Any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.

Section 4.15      Committees. The Board of Directors may appoint from among its members standing or temporary committees as it shall determine from time to time to be necessary or convenient to the management of the Corporation. All committees shall have such powers as may from time to time be granted by resolution of the Board of Directors.

ARTICLE V  
OFFICERS

Section 5.1      Designation. The principal officers of the Corporation shall be a, President, a Vice President, a Secretary, a Treasurer, a Development Director, and a Communications Director. All of the Directors of the Corporation shall be elected by the Board of Directors. Any two offices, except those of the President and Secretary, may be held by the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer and such other officers as in their judgment may be necessary.

Section 5.2            Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the officers shall serve for a term of two (2) years and until their successors are elected and shall qualify. Any vacancies occurring in offices shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. At the first election, the President, Secretary, and one Director at Large shall be elected for one year terms

Section 5.3            Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 5.4            President. The President shall be the chief executive officer of the Corporation and shall, in addition, have all the general powers and duties which are usually vested in the office of Chairman of a corporation, including the power to appoint such committees from time to time as he/she in his/her discretion may deem appropriate to assist in the conduct of the affairs of the Corporation.

The President shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as he/she thinks proper and submit the same to the Board of Directors at the annual meeting of the Board. He/she shall, from time to time, bring before the Board of Directors such information concerning the business and property of the Corporation as may be required.

Section 5.5            Vice President. There shall be one Vice President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 5.6            Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Executive Committee. He/she shall have custody of the seal of the Corporation and of such other books and records of the Corporation as the Board of Directors may provide. He/she shall perform the duties and functions customarily performed by the Secretary of a corporation together with such other duties as the Board of Directors may provide.



Secretary shall take minutes of all annual meetings of the members and regular or special meetings of the Board of Directors.

Section 5.7      Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so. The Treasurer shall prepare a budget annually for approval by the Board of Directors. The budget will be sent to all members and the Board of Directors at least thirty (30) days prior to the annual meeting.

## ARTICLE VI

### LIABILITY OF DIRECTORS AND OFFICERS

Section 6.1      Liability of Directors. Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 6.2      Director's Fiduciary Duties. A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 511(a) of the Associations Code, 15 Pa.C.S.A. §511(a), as the same may be amended from time to time. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 6.3      Liability of Directors and Officers. As provided in 42 Pa. C.S.A. §8332.2 and so long as the Corporation is qualified under Section 501(c)(3) of the Internal Revenue Code, no Director or officer of the

Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he/she was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VII  
INDEMNIFICATION

Section 7.1

Right to Indemnification. In the event a representative was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, because he/she is or was a representative or because he/she is or was serving as a representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, the Corporation (a) shall indemnify a representative who has been successful on the merits or otherwise in defense of any such action, suit or proceeding or in defense of any claim, issue or matter therein, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith; (b) may indemnify a representative against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her even if he/she has not been successful on the merits in other than a derivative suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation (and, in the case of a criminal proceeding, had no reason to believe his conduct was unlawful); and (c) may indemnify a representative for expenses (including attorneys' fees) actually and reasonably incurred by him/her in a suit by or in the right of the Corporation (derivative suit) even if he/she is unsuccessful on the merits, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and is not adjudged to be liable for willful misconduct or recklessness in the performance of his/her duty to the Corporation.

- Section 7.2            Required Determination. Any indemnification under Section 7.1 (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the representative is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 7.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- Section 7.3            Advances for Expenses. Expenses incurred by or imposed upon a representative in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Article.
- Section 7.4            Nonexclusivity and Nonduplication. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other By-law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.
- Section 7.5            Preservation of Rights. No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder. The rights to indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.
- Section 7.6            Insurance or Other Funding. The Corporation may create a fund of any nature which may, but need not be, under the control of a

trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise against any liability asserted against him/her and incurred by or imposed upon him/her in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Corporation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

Section 7.7

Definitions. As used in this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of such a constituent, surviving or new corporation, or is or was serving at the request of such constituent, surviving or new corporation as a representative of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as he/she would if he/she had served the surviving or new corporation in the same capacity. As used herein, references to a "representative" shall include without limitation any director, officer, employee or agent.

ARTICLE VIII  
AMENDMENTS

Section 8.1

Amendments. Except as otherwise required by law, these By-Laws may be amended at any annual meeting of the general membership. All amendments shall require a 60% affirmative vote of the members voting at an annual meeting. Notification of proposed changes to the By-Laws shall be transmitted to members via postal letter, email or facsimile at least thirty (30) days in advance of the annual meeting and provision shall be made for proxy votes.

ARTICLE IX  
MISCELLANEOUS

- Section 9.1      Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, except that the first fiscal year of the Corporation shall begin at the date of incorporation.
- Section 9.2      Annual Report. The President and Treasurer shall present an annual report to the members at the annual meeting showing in appropriate detail the assets and liabilities of the Corporation at the end of the immediately preceding fiscal year, principal changes in such assets and liabilities during such fiscal year, and revenues and disbursements of the Corporation during such fiscal year (both unrestricted and restricted to particular purposes and including separate data with respect to each trust fund held by or for Corporation).
- Section 9.3      Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.
- Section 9.4      Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President and attested to by the Secretary or Treasurer, and all checks executed on behalf of the Corporation shall be executed by any one or more officers or designated agents as the Board of Directors shall determine from time to time.
- Section 9.5      Fidelity Bonds. The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.
- Section 9.6      Conflicts of Interest. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if: (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are

known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or (b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified above.

## ARTICLE X

### DISSOLUTION

#### Section 10.1

The Corporation may be dissolved with the consent given in writing by not less than two-thirds (2/3) of the members. Upon dissolution, the assets of the Corporation shall be granted, conveyed or assigned to any non-profit corporation, association or trust devoted to similar purposes.