

# Bylaws

# The Old Guard



# Association

As approved by the Board of Directors  
For ratification by the Membership  
at Fort Myer, Virginia  
02 October, 2010

# "THE OLD GUARD" ASSOCIATION

## Bylaws

### ARTICLE I

#### NAME, AIMS AND PURPOSES

##### Section 1. Name and Principal Office.

The name of the Association shall be "The Old Guard" Association, hereinafter referred to as the Association. The principal office and postal address of the Association shall be located at Fort Myer, Virginia.

##### Section 2. Aims and Purposes.

- a. To establish a permanent organization that will further develop the common bond existing between all who served with 3rd U.S. Infantry Regiment (The Old Guard), herein after referred to as "The Old Guard."
- b. To maintain records and publish the history and achievements of "The Old Guard" and the Association.
- c. To be of assistance and service in matters pertaining to Veterans matters.
- d. To perpetuate the memory of the deceased Veterans of "The Old Guard."
- e. To maintain close liaison with the active 3rd Infantry Regiment. To recognize outstanding achievement by appropriate presentations.

##### Section 3. Newsletter.

- a. To carry out these aims and purposes, the Association shall publish the Association newsletter, "*Pride*" in such media and frequency as determined by the Board of Directors, hereinafter referred to as the Board.
- b. The Editor of the "*Pride*" shall be appointed by the President.

### ARTICLE II

#### AUTHORITY

**Section 1.** The Association is established in the Commonwealth of Virginia as a nonprofit association.

**Section 2.** Members are not personally liable if the assets of the Association are insufficient to discharge all liabilities in the event of bankruptcy, insolvency, or dissolution.

## **ARTICLE III**

### **MEMBERSHIP**

**Section 1.** Membership in the Association shall be voluntary and open to all eligible persons regardless of race, color, sex, religion, age or national origin.

Membership in the Association shall consist of five classes, as follows:  
**Charter Member, Regular Member, Life Member, Associate Member, and Honorary Member.**

**CHARTER MEMBER:** Any Regular or Life Member joining the Association on or before March 28, 1998 shall be a Charter Member.

**REGULAR AND LIFE MEMBER:** Any officer, enlisted and veteran with honorable service in the regular components, supporting, or attached units of "The Old Guard" shall be eligible for membership in the Association. An applicant for membership shall first file with the Secretary of the Association an application for membership on such forms as shall, from time to time, be prescribed by the Board, accompanied by payment in full of the then current dues. Such applicant shall become a Regular or Life member on approval of the application by the Secretary. No applicant, having made proper application and possessing the foregoing qualifications shall be denied membership in the Association by the Secretary, providing, however, that the Board may, at its discretion, refuse membership to any applicant who, at any time during or after his or her service, brings discredit upon the United States Army, "The Old Guard" or the Association.

**ASSOCIATE MEMBER:** Associate Membership may be granted to any person not meeting other membership requirements stated herein and who has contributed significantly to the support of the Association in the accomplishment of its aims and purposes. Applications for Associate Membership are subject to the approval of the Board.

**HONORARY MEMBER:** Any person whose life and activities have fostered the "Old Guard" ideals may be named an Honorary Member of the Association by the Board. Any member of the Association may nominate a candidate for Honorary Membership by written recommendation to the Board, outlining detailed qualifications of the candidate. Any Honorary Membership may be withdrawn for cause by the Board.

#### **Section 2. Voting Privileges:**

Charter, Regular and Life Members of the Association shall be entitled to one vote on each matter submitted to the vote of the membership.

#### **Section 3. Termination of Membership:**

The name of any member may be stricken from the roll of members:

- a. Upon written resignation of a member, accepted by Board, or
- b. Upon direction of the Board, based on non-payment of dues or assessment, or

- c. Upon direction of the Board, based on cause that would warrant refusal of membership to a new applicant. The Board may direct the termination of membership for such cause upon a two-thirds vote and after holding a hearing to which the member is invited, and at which the member and witnesses chosen by the member may present oral and written testimony. Notification of the hearing must be by certified mail, be made at least sixty days prior to the hearing, and include the specific allegations of cause.

**Section 4. Dues:**

Dues for all members shall be such amount as shall from time to time be fixed by the Board, and approved by a two-thirds vote of the members at a General Membership Meeting.

- a. Annual dues shall be set by the Board. Expiration date shall be 31 December of the year joined or renewed.
- b. Life Membership. Any Charter Member or Regular Member can obtain life membership by paying the amount set by the Board and published in the Association literature. Life membership dues may be paid in installments according to the schedule published by the Association in the membership application forms.

**ARTICLE IV**

**OFFICERS AND DIRECTORS**

**Section 1.** The Elected Officers of the Association shall be members of the Board, further elected by that Board for the positions of President, Vice President, Secretary, Treasurer and for such other Elected Officer positions as may be designated by the Board from time to time. Appointed Officers, further described in Section 7, below, are appointed by the President and approved by the Board.

**Section 2. President:**

The President shall be the principal executive officer of the Association and shall in general, supervise and control all of the business meetings. The President shall be limited to two one-year terms in office, either consecutively or at different times. The President shall:

- a. Represent the Association at all functions in which the Association is invited to participate.
- b. Introduce events which the Association is sponsoring.
- c. Preside as host at all Association functions.
- d. Make presentations on behalf of the Association.
- e. Chair Board of Director meetings and Annual General Meetings.
- f. Appoint and fill Chairman vacancies of all Standing and Special

committees.

- g. Appoint an Acting Secretary to serve during the temporary absence or incapacity of the Secretary. The Acting Secretary shall have all the duties and responsibilities described in Article IV, Section 4 during and only during the absence or incapacity of the Secretary.
- h. Appoint an Acting Treasurer to serve during the temporary absence or incapacity of the Treasurer. The Acting Treasurer shall have all the duties and responsibilities described in Article IV, Section 5, except subparagraph a, during and only during the absence or incapacity of the Treasurer.
- i. Participate in activities that will enhance the status of the Association and its members.

**Section 3. Vice President:**

The Vice President shall assume the duties of the President in the absence or incapacity of the President and shall perform such other duties as the President may assign.

**Section 4. Secretary:**

- a. The Secretary shall record the minutes of all meetings of the Association and of all meetings of the Board.
- b. The Secretary shall ensure that all notices are duly published in accordance with the provisions of these Bylaws or as required by law.
- c. The Secretary shall maintain all records and documents executed by the Association pursuant to proper authority.
- d. The Secretary shall serve as the Election Committee Chairman, and may appoint such members to that committee that are necessary to support the election of Directors at the General Membership Meeting.
- e. The Secretary shall perform such other duties as may be directed by the President or the Board.

**Section 5. Treasurer:**

- a. The Treasurer shall give bond for faithful discharge of such duties in such sum and with such surety or sureties as the Board shall determine.
- b. The Treasurer shall have charge of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such bank, trust companies or other depositories as shall be designated from time to time by the Board.
- c. The Treasurer is authorized to disburse Association monies in discharge of such obligations incurred in accordance with these Bylaws, and those established by local, state, or federal governments.

- d. The Treasurer shall track receipts and expenditures, compare these with the Budget, and make recommendations to the Board for appropriate changes in the Budget.
- e. The Treasurer shall perform all duties as from time to time may be assigned to the Treasurer by the President or the Board.
- f. The Treasurer shall submit to the Board an annual financial report, which shall be published in the "Pride" newsletter.

#### **Section 6. Directors:**

The Board shall consist of ten Directors, who shall be elected and so certified at the annual General Membership Meeting.

- a. Directors shall be elected for a term of two years.
- b. Directors serving as Secretary or Treasurer may be re-elected to consecutive two-year terms without limit. All other Directors may be elected to not more than two consecutive two-year terms as Director, but may again be elected a Director following an interval of one year after completing such two consecutive terms.
- c. Directors appointed by the Board to fill an unexpired term in accordance with Article VIII, Section 2 are not considered to be elected, and may be appointed to fill an unexpired term only once. Following the unexpired term for which they were appointed, they may be elected for subsequent terms as described in paragraph b, above.
- d. The Board of Directors shall establish and document policies for the Association, and shall approve procedures for conducting the affairs of the Association.

#### **Section 7. Appointed Officers:**

The Appointed Officer positions herein described, unless otherwise stipulated, are made by the President, subject to ratification by the Board. Each incumbent Appointed Officer at the time a new President assumes office remains in the appointed position unless the incoming President names a new person, or, in those cases where ongoing approval by the Board is required, the Board withdraws approval. Appointed Officers sit with the Board without vote unless they are also duly elected members of the Board, in which case they are also voting members of the Board.

- a. **Chaplain:** A Chaplain of the Association may be appointed by the President to serve for an unspecified term, subject to the ongoing approval of that Board. The Chaplain shall conduct the memorial service at the Annual Banquet and carry out such other duties incidental to this office as directed by the President.
- b. **Historian:** An Historian shall be appointed by the President for an unspecified term, and shall be responsible for maintaining on behalf of the Association custody of all historical records, documents, and memorabilia acquired by the Association, not including records and documents described in Article IV, Section 4.c. He shall compile from those records or other authentic sources a written historical

narrative of the history of the Association and its activities and accomplishments, and provide it to the Board at the annual reunion.

1. The Historian shall apprise the Board on those pertinent matters concerning "The Old Guard" and Association history.
  2. The Historian shall maintain close liaison with the curators of "The Old Guard" Museum.
- c. **Sergeant-at-Arms:** The Sergeant-at-Arms shall be appointed by the President and shall be the custodian of the National colors, Association Flag, and other heraldry items of the Association and shall ensure they are properly displayed during meetings or other occasions as required. He shall be responsible for establishing, equipping, and training honor and color guards representing the Association.
- d. **Newsletter Editor:** The Newsletter Editor shall be appointed by the President for an unspecified term. The Editor shall be under the direct supervision of the President.
- e. **Web Master:** The Web Master shall be appointed by the President for an unspecified term. The Web Master shall be under the direct supervision of the President.
- f. **Counsel:** The immediate Past President, upon leaving office, shall be appointed Counsel to the President. Such appointment shall be for a term of not less than one year, but not longer than the total term(s) of the newly elected President. Counsel shall serve as advisor to the President in matters which may or may not come before the Board.
- g. **Quartermaster:** The Quartermaster shall be appointed by the President for an unspecified term. The Quartermaster has responsibility for selecting, buying, storing, safeguarding, and selling goods for members to buy, subject to approved Budget ceilings on cost. The Quartermaster shall keep the Treasurer informed on a quarterly basis, to include a yearend report, of inventory levels. The Quartermaster shall be under the direct supervision of the President.
- h. **Parliamentarian:** A Parliamentarian shall be appointed by the President for an unspecified term. The Parliamentarian shall serve as an advisor to the President or anyone else chairing a Board or Annual General Meeting on the rules of order for conducting a meeting.
- f. **Finance Officer:** A Finance Officer shall be appointed by the President for an unspecified term. The Finance Officer shall train as backup to the Treasurer, and as such, shall be prepared to act as Acting Treasurer if appointed by the President in accordance with Section 2, above.

## **ARTICLE V**

### **ADMINISTRATION**

#### **Section 1. Supervision**

The Association shall be administered in accordance with these Bylaws, and by policies, procedures and other directives approved by the Board, under the supervision of the Board.

- a. The Treasurer shall submit a current financial report to the Board at each regular Board meeting.
- b. The Secretary shall submit a draft copy of the minutes of the previous Board meeting for correction, amendment and approval at each regular Board meeting.
- c. The Board and Appointed Officers shall carry out the aims and purposes of the Association by conducting Association business in accordance with these Bylaws and approved policies, procedures and directives.

#### **Section 2. Policies**

The Board shall establish and maintain such policies and directives as necessary to regularize operational tasks and procedures.

## **ARTICLE VI**

### **MEETINGS**

#### **Section 1. Meeting of Directors:**

Periodic meetings of the Board may be called by the President or at the request of any five Directors, and may be conducted by telephone, by email, by mail, by assembly at a designated location, or by any combination of these means. Two-thirds of the members of the Board shall constitute a quorum for the transaction of business. The vote of a majority of the participating Board members shall govern except where otherwise stipulated in these Bylaws. A regular meeting of the Board shall be held, without notice on any or all days of the annual reunion at the location of that reunion.

#### **Section 2. General Membership Meeting:**

A General Membership Meeting shall be held during the annual reunion. At the General Membership Meeting, members present in person shall constitute a quorum. Voting at meetings of the members shall be by members who are present and have voting privileges as described in Article III, Section 2.

#### **Section 3. Order of Business for General Membership Meeting:**

- a. Open meeting (Invocation-Pledge of Allegiance)

- b. Read and approve/amend and approve the minutes of the previous General Membership Meeting.
- c. Officer, Board, and Standing Committee Reports.
- d. Special Committee Reports
- e. Unfinished Business
- f. New Business
- g. Programs
- h. Good of the Association
- i. Adjournment

## **ARTICLE VII**

### **FINANCE**

#### **Section 1. Annual Budget.**

- a. The Treasurer shall present to the Board at its first meeting of the fiscal year a draft annual budget for its consideration. The Board, at the first meeting of the fiscal year, shall approve an annual budget (the Budget). This Budget shall be retroactively effective to the first day of the fiscal year.
- b. The Board may restrict for a time the amount in any Budget category that may be obligated. Such restriction does not change the Budget, and may be subsequently altered or rescinded.
- c. The Board may, from time to time change both the categories and amounts of the Budget. Approval of such changes creates a new Budget, to which all relevant parts of these Bylaws apply.

#### **Section 2. Authorization for Incurring Liabilities and Obligations:**

- a. No liabilities or obligations shall be incurred against the Association by any member, person, or agent, unless authorized by the Board as described in this Section.
- b. The approved Budget conveys authorization for members tasked by the Board with taking actions whose costs are covered in Budget categories to obligate Association funds up to the yearly amount established in the Budget.
- c. Any Director, Appointed Officer, member of staff, or member tasked with making expenditures in specified Budget categories may petition the Board to change Budget categories and/or to change the amount in any Budget category as described in Section 1c, above. The Treasurer shall determine and report to the Board the financial implications of any change to the Budget prior to the Board's vote.

- d. Any proposed transaction involving a donation, loan or expenditure may be challenged by one or more Association members upon submission of a written complaint to the Board.
- e. The Board shall not incur any liabilities or obligations in excess of net capital on hand unless authorized by two-thirds vote of the Board.
- f. The Board may approve the obligation of funds or the expenditure of funds for items not included in the Budget. The Treasurer shall include this approval and its subsequent outcome in the annual financial report.

**Section 3. Accounts and Investments:**

- a. The Treasurer is authorized to reallocate funds across existing investment accounts and the checking account without prior approval.
- b. Action to establish any checking, investment, or other financial account must be approved in advance by the Board.

**Section 4. Compensation.**

No compensation shall be authorized for any Officer, Director, or other member of the Association. Reasonable reimbursement may be made for costs incurred in support of Association business, such as travel, postage, etc, if approved by the Board.

**Section 5. Loans.**

No monies shall be borrowed or loaned by the Association nor shall any notes be given by the Association unless authorized by the Board.

**ARTICLE VIII**

**ELECTIONS**

**Section 1. Election and Term for Officers and Directors:**

Members having voting privileges who attend the General Membership Meeting shall elect Directors. The Board shall elect Officers.

**a. Nomination for Director:**

Any Charter, Regular or Life Member of the Association may nominate one or more persons for election to the Board. Nominations made prior to the reunion must be provided to the Secretary. A member nominated for Director must be present at the General Membership Meeting in order to be elected with the following exceptions:

- 1. The nominee contacted the Secretary or President prior to the election requesting to remain a candidate for Director and giving the reason why he cannot attend the General Membership Meeting. The President shall determine whether or not to grant the request.

2. The nominee is unavoidably detained from attending the General Membership Meeting due to an emergency or unforeseen circumstance. The nominee must notify the Secretary or President prior to the election, citing the cause of absence, and request to remain a candidate. The President shall determine whether or not to grant the request.
3. If the President grants an absent nominee's request to remain a candidate for Director, the election shall be conducted as if such nominee were present.

**b. Election Committee:**

Prior to the annual reunion the Secretary, as Election Committee Chairman, shall provide the President with a list of all nominees. The President shall direct the Election Committee Chairman to conduct the election, and the Election Committee to provide such additional candidates as may be necessary to fill each vacancy. Nominations may also be made from the floor during the General Membership Meeting. All nominees for Director shall be introduced at the General Membership Meeting of the members of the Association. On the day fixed for the election, a ballot listing the names of the nominees shall be distributed to voting members. The Election Committee shall tally the votes, promptly announce the winning candidates, and direct the Secretary to file the outcome in the records of the Association.

**c. Officers:**

Officers of the Association shall be elected annually by the newly constituted Board at its first meeting after the election and prior to the effective date of office. The newly constituted Board consists of newly elected Directors, and Directors elected the previous year.

**d. Effective date:**

The effective date for commencing term of office for elected Directors and Officers shall be the first day of January of the calendar year following the election. The preceding definition notwithstanding, newly elected Directors shall vote for Officers as described in Article VIII, Section 1.c.

**Section 2. Vacancies:**

Any vacancy in the position of Elected Officer or Director may be filled by the Board upon two-thirds vote for the unexpired portion of the term. One or more Board vacancies do not invalidate the Board. A vacancy shall be considered to exist upon either of the following conditions:

- a. The resignation from office or termination of membership of the elected Officer.
- b. Prolonged absences of the Officer or Director from scheduled meetings, such absences not excused by military necessities, and declaration of a vacancy by a majority of the other members of Board.

**Section 3. Removal:**

Any Officer, Committee Chairman, Committee member, or agent elected or appointed by the Board, may be removed by the Board whenever, in the opinion of the Board, the best interest of the Association would be served thereby.

## **ARTICLE IX**

### **COMMITTEES**

#### **Section 1. Standing Committees:**

The Standing Committees of the Association shall be the Membership Committee, the Election Committee, and any other committee formed and so designated by the President. All other committee members of such committee shall be appointed by the Chairman of such committee unless provisions set forth elsewhere within these Bylaws authorize a different manner for such appointments.

#### **Section 2. Special Committees:**

The President may appoint Chairmen and members of special committees when deemed necessary for the planning and support of the annual reunion, planning and conducting the annual election, or the proper administration of other Association affairs.

## **ARTICLE X**

### **DISSOLUTION**

Upon dissolution by initiative of the membership, disposition of remaining assets after all debts and obligations have been liquidated shall be in accordance with the majority vote of the Board.

## **ARTICLE XI**

### **AMENDMENTS**

These Bylaws may be amended or replaced, and new Bylaws may be adopted at any General Membership Meeting upon approval of two-thirds of the voting members present. Proposed changes must first be approved by a two-thirds vote of the Board. The following process shall be followed in amending these Bylaws:

- a. Members having voting privileges may submit proposed amendments.
- b. Proposed amendments must be mailed or delivered to the Secretary at least thirty days prior to the Board meeting at which the amendments are to be voted.
- c. The Secretary shall ensure such amendments are put into proper wording or format. He shall then deliver the proposed amendment to all Directors at least ten days prior to the Board meeting at which the amendments are to be discussed and voted.
- d. The Board may make changes to the proposed amendment during their

deliberations. Board members may participate in the deliberations and vote via telephone or email if necessary.

- e. The Web Master shall put amendments approved by the Board on the Association web page at least thirty days prior to the next annual General Membership Meeting at which the amendments are to be ratified.
- f. The Secretary shall ensure a copy of the amendments approved by the Board is included in the packet given each member attending the General Membership Meeting.

## **ARTICLE XII**

### **INTERPRETATION**

Except where herein superseded, Roberts Rules of Order shall be used for Board of Director meetings and the General Membership Meeting.

The title of Articles and Sections in these Bylaws is for identification only and should not be used in interpretation or application of these Bylaws.

The following terms, as used in these Bylaws, have the meanings as shown:

Association	- Old Guard Association
Board	- Board of Directors
Budget	- approved annual budget
"The Old Guard"	- 3rd U.S. Infantry Regiment (The Old Guard)

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year of the Association coincides with the calendar year, beginning on the first day of January and ending on the thirty-first day of December.

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PRESIDENT