

Bylaws

The Old Guard



Association

As approved by the Board of Directors
For ratification by the Membership
at Fort Myer, Virginia
22 September, 2007

"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, herein after 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 Old Guard," Fort Myer, Virginia. 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.
- 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, and application for membership on such forms as shall, from time to time, be prescribed by the Board of Directors, 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 a majority of the Board of Directors 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 a majority of the Board of Directors.

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 Any Honorary Membership may be withdrawn for cause by a majority vote of the Board of Directors at a duly-constituted Board meeting.

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 of Directors, or
- b. Upon direction of the Board of Directors, based on non-payment

of dues or assessment, or

- c. Upon direction of the Board of Directors, based on cause that would warrant refusal of membership to a new applicant. The Board of Directors 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 of Directors, and approved by a two-thirds vote of the members at a General Membership Meeting.

- a. Annual dues shall be set by a majority vote of the Board of Directors. 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 of Directors 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 of Directors, 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 a majority of the Board of Directors from time to time. Appointed Officers, further described in Section 7, below, are appointed by the Board of Directors.

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. Appoint and fill vacancies of all Standing committees.

- f. 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.
- g. 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.
- h. 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. The Vice President is the Chairman of the Membership Committee.

Section 4. Secretary:

- a. The Secretary shall record the minutes of all meetings of the Association and of all meetings of the Board of Directors.
- 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 perform such other duties as may be directed by the President or the Board of Directors.

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 of Directors 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 of Directors.
- c. The Treasurer is authorized to obligate and disburse monies, not to exceed \$100.00 for normal office expenditures (such as, but not limited to, paper, stamps, envelopes, and postal services) without prior approval, with such action to be brought before the Board of Directors at the next regular meeting for ratification.

- d. The Treasurer shall perform all duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.
- e. The Treasurer shall submit to the Board of Directors an annual financial report, which shall be published in the "Pride" newsletter.

Section 6. Directors:

The Board of Directors 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 shall serve 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. The Board of Directors shall, upon majority vote, establish and document policies for the Association, and shall, upon majority vote, approve procedures for conducting the affairs of the Association.

Section 7. Appointed Officers:

Appointed Officers may be named to the positions described below. Appointed Officers sit on the Board of Directors without vote unless they are also duly elected members of that Board.

- a. **Chaplain:** A Chaplain of the Association may be appointed by the Board of Directors 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 Board of Directors.
- b. **Historian:** An Historian shall be appointed by the Board of Directors for an unspecified term, subject to the ongoing approval of that Board, 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 of Directors 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 of Directors. Counsel will sit with the Board of Directors without vote.

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 of Directors, under the supervision of the Board of Directors.

- a. The Treasurer shall submit a current financial report to the Board of Directors 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 Executive Council 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.

ARTICLE VI

MEETINGS

Section 1. Meeting of Directors:

Periodic meetings of the Board of Directors may be called by the President or at the request of any five Directors, and may be conducted telephonically or by assembly at a designated location. 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 of Directors 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. Finance Committee.

A Finance Committee shall be appointed by the President to draw up a budget for the approval of the Board of Directors. The Treasurer serves as Chairman. It shall examine and make known to the President its recommendations for any request for funds over and above the items provided for by the budget.

Section 2. Bills, Obligations, Accounts and Investments:

- a. All bills or obligations of the Association shall be paid by the Treasurer of the Association upon approval by the Board of Directors, with the sole exception stipulated in Article IV, Section 5c. Action to establish or close any checking, investment, or other financial account must be approved in advance by the Board of Directors.
- b. No liabilities or obligations will be incurred against the Association by any member, person, or agent, unless authorized by majority of the Board of Directors in session, or as authorized within these Bylaws. Any negotiation involving a donation, loan or expenditure may be challenged by one or more Association members upon submission of a written complaint to the Board of Directors.

- c. The Board of Directors shall not incur any liabilities or obligations in excess of net capital on hand unless authorized by two-thirds vote of the Board members at a regular meeting held for the announced purpose of addressing over-extended finances.

Section 3. Expenditure.

The Board of Directors must authorize by majority vote the creation of any financial obligation or the expenditure of any monies, except as authorized in Article IV, Section 5.c.

Section 4. Compensation.

No compensation shall be authorized for any Officer or Director other than in payment of reasonable compensation for costs incurred in meeting requirements of his office and as approved by a majority vote of the Board of Directors.

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 a majority vote of the Board of Directors.

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 of Directors 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 of Directors. Such nominations must be provided to the Secretary at least forty-five days prior to the election. 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 Executive Council shall determine by majority vote 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 Executive Council shall determine by majority vote whether or not to grant the request.

3. If the Executive Council 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:

At least thirty days before the election the Secretary shall provide the President with a list of all nominees. If at that time there is an insufficient number of nominations, the President shall direct the Election Committee to provide such additional candidates as may be necessary to fill each vacancy. 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 shall be filled by the Board of Directors upon majority vote for the unexpired portion of the term. 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 of Directors.

Section 3. Removal:

Any Officer, Committee Chairman, Committee member, or agent elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in a majority 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, the Finance Committee, and any other committee formed and so designated by a majority vote of the Board of Directors. The Chairman of each standing committee shall be appointed by the President unless otherwise stipulated elsewhere within these Bylaws. 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 or a member of the Board of Directors may appoint Chairmen and members of special committees when they deem it necessary for the proper administration of 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 of Directors.

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 of Directors. 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 sixty days prior to the Board of Directors meeting at which the amendments are to be voted.
- c. The Secretary shall ensure such amendments are put into proper wording or phraseology. He shall then mail or deliver the proposed amendment to all Officers and Directors at least ten days prior to the Board of Directors meeting at which the amendments are to be discussed and voted.
- d. The Board of Directors may make changes to the proposed amendment during their deliberations. Board members may participate in the deliberations and vote via telephone if necessary.

- e. The Web Master shall put amendments approved by the Board of Directors 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 of Directors is included in the packet given each member attending the general membership meeting.

ARTICLE XII

RULES OF ORDER

Except where herein superseded, Roberts Rules of Order shall prevail.

NOTE: 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.

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.

PRESIDENT