

# TOGA Bylaws

## Bylaws of The Old Guard Association (TOGA)

The bylaws of our association establish our management structure and procedures. It is a legally binding document that serves as an operating manual for TOGA. The bylaws are managed by the Board of Directors (BOD). All changes are approved by a vote of the members.

Please thoroughly read each of the proposals below in advance of the Annual General meeting and then come ready to make your voice heard and prepared to vote on the proposed amendments to the bylaws.

*The following amendments to The Old Guard Association Bylaws are recommended for approval by the Board of Directors to members for implementation in 2024.*

### **Intent for changes to Article IV, sections 2, 3, 4, & 5:**

**To increase key officer tenures to enable them to better use experience gained in their positions and to clarify and modernize roles, responsibilities, and authorities of the elected officers under the oversight of the Board of Directors.**

### **The Rationale for these changes is:**

**Lengthening the terms of office for the President and Vice President will more realistically allow for the learning curve in Year One followed by more effective leadership in subsequent years. Limiting the terms of service for the Secretary and Treasurer provides increased opportunity for engaging the**

membership into service on the Board of Directors and prevents them from burning out.

## ARTICLE IV

### OFFICERS AND DIRECTORS

**Section 2. President:** The President may be elected to three, one year terms in office, either consecutively or at different times. Once that person has completed their third year as President, they must wait two years before again becoming eligible to serve as President. Six years is the cumulative total that one person can serve as President. To be nominated for the position of President, a candidate must have served on the Board of Directors for a period of one year prior to the date that person is to assume the office of President.

The President shall:

a. Enjoy the responsibility and authority to oversee TOGA planning and operations within the broad policy decisions and oversight of the Board of Directors.

~~a-b.~~ be Serve as the principal chief executive officer of the Association and shall in general, supervise and control all of the business meetings. ~~The President may be elected to two, one year terms in office, either consecutively or at different times. Once he has completed his second year as President, he must wait two years before again becoming eligible to serve as President. Four years is the cumulative total that one person can serve as President. To be nominated for the position of President, a candidate must have served on the Board of Directors for a period of one year prior to the date he is to assume the office of President. The President shall:~~

~~b-c.~~ Represent the Association at all functions in which the Association is invited to participate.

~~c-d.~~ Introduce events which the Association is sponsoring.

~~d-e.~~ 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 may be elected to three, one-year terms in office, either consecutively or at different times. Once that person has completed their third year as Vice President, they must wait two years before again becoming eligible to serve as Vice President. Six years is the cumulative total that one person can serve as Vice President.

The Vice President shall:

- a. Serve as the TOGA Chief Operating Officer, enjoying the responsibility and authority to execute day-to-day planning and operations within the parameters described by the President, without further reference to higher authority.
- b. -Assume the duties of the President in the absence or incapacity of the President, and shall
- a-c. Perform such other duties as the President may assign.

**Section 4. Secretary:** The Secretary may be elected to five, one-year terms in office, either consecutively or at different times. Once that person has completed their fourth year as Secretary, they must wait two years before again becoming eligible to serve as 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.
- e-f. In the absence of an appointed parliamentarian, the Secretary will render parliamentary rulings, when requested by the President.

**Section 5. Treasurer:** The Treasurer may be elected to five, one-year terms in office, either consecutively or at different times. Once that person has completed their fifth year as Treasurer, they must wait two years before again becoming eligible to serve as 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.
- c. The Treasurer shall track receipts and expenditures, compare these with the Budget, and make recommendations to the Board for appropriate changes in the Budget.

- d. The Treasurer shall perform all duties as from time to time may be assigned to the Treasurer by the President or the Board.
- e. ~~The Treasurer shall submit to the Board an annual financial report, which shall be published in the "Pride" newsletter distributed during the Annual General Membership Meeting.~~

### Intent for changes to Article IV section 6:

**To change the number of Directors on the Board from an even number (ten) to an odd number (nine) and, because of this, modify Director terms and number of Directors elected each year to account for the new Board size.**

### The Rationale for these changes is:

**This will avoid a circumstance the results in a tie vote, decrease turbulence on the Board, and make annual elections easier to administer.**

### Section 6. Directors:

The Board shall consist of ~~ten~~nine Directors, who shall be elected and so certified at the annual General Membership Meeting. ~~If more than five Directors are elected during an Annual General Meeting, the number in excess of five will be elected for one year terms. Directors just elected having the fewest votes will serve the one year terms.~~ In case of a tie, the decision will be made by drawing lots.

- a. Directors shall be elected for a term of ~~two~~three years, except as noted above. The abbreviated one year term shall not preclude the affected Director(s) from running for two consecutive terms ~~the in following subsequent~~ year(s).
- b. Directors serving as Secretary or Treasurer may be re-elected to consecutive ~~two-year~~ terms without limit while they hold those positions. All other Directors may be elected to not more than two consecutive ~~two~~three-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 within a three year period. 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.

## Intent for changes to Article IV, section 7:

### To enable flexible TOGA officer reporting chains

#### The Rationale for these changes is:

**This allows the TOGA President to establish reporting chains that best fit the circumstances and which provides for the most efficient execution of tasks.**

#### 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. The President will establish to whom each appointed officer reports and that officer's role, responsibilities, and authorities.

- 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:** A 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-The Historian 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. The Sergeant-at-Arms 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.

~~e-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.

~~f-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.~~

~~g-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.

~~h-i.~~ **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.

**Membership:** The Membership Chair shall be appointed by the President for an unspecified term. The Membership Chair shall be under the direct supervision of the President. The Membership Chair's responsibilities shall include, but not be limited to, issuing membership cards, distributing life member certificates, monitoring and maintaining the online membership database, and ensuring that a hardcopy of that database is backed up on a regular basis. ~~He~~ ~~The Chair~~ shall provide periodic reports to the Board of Directors as needed and serve as the initial point of contact for members with questions or needing assistance.

## Intent for changes to Article V, section 1:

**To clarify the President's and Vice President's responsibility for day-to-day operations of the Association under the within the broad constraints of the Board.**

## The Rationale for these changes is:

**This makes clear the delineation of responsibility between the Board, as a whole, and the officers elected by the Board.**

### 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-oversight of the Board President and Vice President.

- 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.

### **Intent for changes to Article V, section 2:**

**To clarify the specific TOGA officer responsible to archive TOGA policies and directives.**

### **The Rationale for this change:**

**This clarifies the responsibility of the TOGA Secretary as the Association's formal record keeper.**

### **Section 2. Policies**

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

### **Intent for changes to Article VI, section 1:**

**To modernize the ways in which Board meetings can be held and the number of directors required as a quorum.**

### **Rationale –**

**This will limit the number of Board meetings during which no official action can be taken while still requiring significant Director participation in Board decisions.**

## 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, virtually, in-person,~~ or by any combination of these means. ~~Two-thirds~~ A majority 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.

#### Intent for changes to Article VI, section 2:

**To enable the Board to establish criteria that would enable greater participation in the General Membership Meeting**

#### The Rationale for this change:

**This would provide the Board the flexibility to allow those who are not present in person for some reason at the annual reunions the ability to full participate in the General Membership Meeting, particularly if—at some future time—the annual reunion is conducted at a location other than Arlington, VA.**

#### Section 2. General Membership Meeting:

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

#### Intent for changes to Article VI, section 3:



**To clarify the responsibility to develop and distribute the agenda for the General Membership Meeting.**

**The Rationale for this change:**

**This assigns the responsibility of the TOGA President to shape the General Membership Meeting.**

**Section 3. Order of Business for General Membership Meeting:** The President will develop and promulgate an agenda for the Meeting. The agenda will routinely include the following items and others determined by the President:

- 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

**Intent for changes to Article VII, sections 1, 2, & 3:**

**Assigns responsibility for annual budget development and requires Board approval prior to the start of the fiscal year. Further, authorizes certain day to day financial decisions to be made by the Executive Committee, President and Vice President.**

**The Rationale for this change:**

**This prevents TOGA from starting a fiscal year without an approved budget and streamlines budgetary compromises of course.**

## ARTICLE VII

### FINANCE

#### Section 1. Annual Budget.

- a. The Treasurer shall present to the Board at a date determined by the President before the beginning of the new 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) prior to the start of the fiscal year. ~~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.
- ~~c.~~ d. Within any constraints established by the Board of Directors, the Executive Committee may authorize minor changes in the annual budget or a reasonable reprogramming that is near zero sum. After having done so, any such changes will be presented to the Board of Directors at its next meeting.

#### 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 [President or Vice President unless the Board of Directors removes this authority from those officers.](#)

## Intent for changes to Article IX:

**To more appropriately align responsibilities among TOGA officers**

## The Rationale for this change:

**This requires the TOGA Secretary, the keeper of official records, instead of the TOGA Webmaster, the website technical expert, to post notice of proposed bylaws amendments.**

### 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~~ [The Secretary](#) 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~~ [Secretary will ensure that the proposed shall put](#) amendments approved by the Board [are posted](#) 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.