



**CONSTITUTION AND BY-LAWS
FOR THE
201ST INFANTRY AND FIELD ARTILLERY
ASSOCIATION**

27 SEPTEMBER 2008

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**CONSTITUTION
OF THE
201st INFANTRY/FIELD ARTILLERY ASSOCIATION**

ARTICLE I
NAME

The name of the Association shall be the 201st Infantry /Field Artillery Association, (201st IN/FA Association).

ARTICLE II
OBJECTIVE

The Association is a non-profit civilian organization registered under Federal Taxpayer Identification Number 31-1077639 filed in March 1984 and is classified as exempt under Internal Revenue Code 501(c)(3). The objective of the Association is to preserve the history, maintain a memorial, and promote camaraderie of present and former members of the 201st Infantry and Field Artillery Regiments and other Armed Forces of the United States.

ARTICLE III
MEMBERSHIP

1. There shall be three types of membership: Active, Associate and Honorary.
 - a. Active Membership. Any person shall be eligible to active membership in the 201st IN/FA Association, who served with the United States Armed Forces
 - b. Associate Membership. Non military members as approved by the Executive Committee.
 - c. Honorary Membership. The nearest relative to any deceased person eligible for membership shall be eligible for Honorary Membership. No dues shall be required of Honorary Members. This is a non-voting membership.
2. The dues for Active and Associate Membership shall be \$10 per annum, which shall be due January 1 each year. Life membership dues shall be \$100.
3. The Executive Committee reserves the right to refuse membership to any applicant.

ARTICLE IV
FAMILY READINESS GROUPS

Members of any Readiness Group (FRG) are considered Honorary Members and members of the Spouses Auxiliary.

ARTICLE V
BIANNUAL REUNION

The Bi-Annual Reunion and Business Meeting shall be held at a place and time as designated by the Executive Committee and presented to the general membership.

ARTICLE VI
CHAPTERS

1. Chapters of the 201st IN/FA Association may be organized in various cities, towns, and communities to be known as Chapters of the 201st IN/FA Association. Ten (10) paid members of the Association may apply to the Association for a charter as a Chapter and said charter may be granted by majority vote of the Executive Committee.
2. The organization and constitution of Chapters shall be consistent with the provisions of this constitution and Chapters shall be subject to the authority and discipline of this Association.
3. The Charter of any Chapter may be revoked by the Executive Committee. The name and/or insignia of the 201st IN/FA Association shall not be used by any person or Chapter for any political or commercial purpose.

ARTICLE VII
AMENDMENTS

This constitution may be amended by any regular meeting by a vote of the majority of the members in good standing, provided the proposed amendment shall have been submitted in writing and read in the regular meeting of the Association, and providing further, that the notice be mailed to members at least one week in advance of the Association meeting. Members must be present at meeting in order to vote.

BY-LAWS
OF THE
201ST INFANTRY / FIELD ARTILLERY ASSOCIATION

ARTICLE I
NAME

1. The Association exists under these By-Laws is to be known as 201st Infantry/Field Artillery Association.
2. The objective of this Association is set forth in the Constitution, Article II.

ARTICLE II
OFFICERS

1. The officers of the Association shall be President, Past President, 1st, 2nd and 3rd Vice Presidents, and Member-at-Large to be elected at the Bi-Annual Meeting of the Association. The Secretary, Treasurer and Chaplain shall be appointed by the president. Neither the Secretary nor Treasurer shall be required to pay dues. The 1-201st Chaplain normally fills the Chaplain position.
2. There shall be an Executive Committee, consisting of the officers of the Association, the immediate past president and one Member-At-Large to be elected at the Bi-Annual

- Meeting of the Association. The Member-At-Large shall serve for a period of two (2) years. The Executive Committee will serve without compensation.
3. Between Bi-Annual Meetings, the Executive Committee shall have power to transact the business of the Association, including the collection and disbursement of moneys; rendering account of the same at the Bi-Annual Meeting.
 4. A member of the Association must be a paid member for two years immediately preceding his nomination and election to hold an elective office in this Association.
 5. The Executive Committee shall meet for organization and such other business that may come before it at the call of the president, as often as the president deems necessary. The president shall call a meeting of the Executive Committee upon the joint written request of three or more members of the Executive Committee.

ARTICLE III
DUTIES AND POWERS

1. The Executive Committee shall:
 - a. act as the governing body of the Association in accordance with the policies adopted in biannual meeting or special meetings of the Association
 - b. consider the annual budget for the Association, as recommended to it by appropriate committees, revise, amend or modify it as desired, and approve the expenditure of funds as set forth in the budget
 - c. convene –
 - 1) at the call of the President of the Association
 - 2) upon written demand signed by any three of the members thereof, and communicated to each member of the Executive Committee
 - 3) carry out the policies adopted by the Association
 - 4) perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the Constitution and BY-LAWS of the Association
2. The Executive Committee may –
 - a. order an audit of the records and finances of the Association at any time by the Committee on Audits in addition to regular or general annual audits required by the BY-LAWS
 - b. by agreement by any three members, call a special meeting of the Association, fix time and place therefore, and direct the President of the Association to issue the call for such a meeting
 - c. by a majority vote, and the return of any current dues, reject any applicant for membership in the Association, in accordance with Article III of the Constitution
 - d. by a majority vote and the return of any current dues, in accordance with Article III of the Constitution, terminate the membership of any member of the Association
 - e. by two-thirds vote, remove from office any officer or member of the Executive Committee of the Association; and organize emergency executive councils and

appoint a chairman and custodian, if required, in time of war, emergency, or otherwise

3. PRESIDENT:

- a. The President is:
 - 1) the presiding officer at each biannual meeting and special meeting of the Association,
 - 2) a member of the Executive Committee and presiding officer thereof,
 - 3) a member ex-officio of all committees.

- b. The President will:
 - 1) direct the affairs pertaining to the Association between meetings of the Executive Committee,
 - 2) convene the Executive Committee for regularly scheduled meetings or for special sessions,
 - 3) appoint all standing and special committees, and designate the chairman of each,
 - 4) make arrangements, with the assistance of the Secretary, for all Association meetings,
 - 5) render a Bi-Annual Report covering the business of the Association for the past two years, which he shall read at the Bi-Annual Meeting,
 - 6) perform such other duties as are usually performed by the President of an organization and as may be prescribed by the BY-LAWS or assigned by the Executive Committee of the Association

- c. The President may
 - 1) incur and authorize such incidental expenses as may be necessary
 - 2) employ such personnel, and other clerical assistance for and on behalf of the Association, as in his judgment may be necessary, and assign to them such duties as he deems advisable, and fix the rate and amount of their compensation, subject to the approval of the Executive Committee

4. IMMEDIATE PAST PRESIDENT

- a. is a member of the Executive Committee.

- b. shall assist the President and President Elect with all Association business

5. VICE PRESIDENTS:

- a. The First Vice President shall assume and discharge the duties of the office of President or President-Elect in the absence or incapacity of that officer, or when called upon by the President. The Second and Third Vice Presidents shall follow in line with these duties. The First Vice President shall chair or co-chair the Memorial Committee as directed by the president.

- b. The Second Vice President shall chair or co-chair the Legal Committee as directed by the president.

- c. The Third Vice President shall chair or co-chair the Publicity Committee as directed by the president.

6. SECRETARY:

a. The Secretary is:

- 1) the recording officer of the Association for all meetings
- 2) responsible for the records and correspondence of the Association, including those of the Executive Committee
- 3) a member of the Executive Committee.

b. The Secretary shall:

- 1) render a biannual report to the Association, including a report on membership status and provide a membership roster.
- 2) prepare membership cards for new members and renewals.
- 3) perform the duties usually performed by the Secretary of an organization and such duties as may be prescribed by the BY-LAWS or assigned by the President of the Association.
- 4) chair the Membership Committee

7. TREASURER:

a. The Treasurer is:

- 1) the custodian of all funds of the Association
- 2) a member of the Executive Committee

b. The Treasurer shall:

- 1) cause all funds to be safely deposited in a local bank or banks, render a biannual report on the financial status of the Association
- 2) cause to be kept an accurate account of all receipts and disbursements of all monies, securities, and other property of the Association: and report to the to the Executive Committee on the financial standing of the Association when required to do so
- 3) shall sign all checks along with one other member of the Executive Committee (dual signatures required) disbursing moneys of the Association when so ordered by the Executive Committee or the President.
- 4) shall furnish such surety bonds as shall be fixed by the Executive Committee.
- 5) shall chair the Finance Committee
- 6) shall submit an Annual Electronic Notice (E-Postcard in lieu of Tax Form 990) to the Internal Revenue Service no later than 15 July of each year for the previous year (www.irs.gov/990N). The tax year ends on 30 June of each year.
- 7) perform the duties usually performed by the Treasurer of an organization and such duties as may be prescribed by the BY-LAWS or assigned by the President of the Association

8. The duties of the Secretary and Treasurer may be combined.

ARTICLE IV
TERMINATION OF TENURE

1. Tenure for officers is two years without restriction for subsequent terms of office.

2. Tenure of office is terminated by:
 - a. death,
 - b. resignation which shall be tendered to the Executive Committee of the Association,
 - c. removal as prescribed below.
3. Any member of the Executive Committee may be suspended or removed from office by two-thirds vote of the Executive Committee for –
 - a. inefficiency
 - b. conduct grossly detrimental to the interests of the Association
 - c. other grave and sufficient cause
4. Should a member of the Executive Committee die, resign, or be removed from office for any of the reasons noted above, the Executive Committee shall meet within 30 days and appoint another member of the Association to serve on the Executive Committee until the next general membership meeting.
5. At the next meeting of the general membership, a new member will be elected to serve the remainder of the term, which is being filled by appointment.

ARTICLE V
OTHER OFFICERS

1. Association Chaplain. The Association Chaplain shall be charged with spiritual welfare of the Association members and will offer divine, but non-sectarian services in the event of dedication, public functions, funerals, Bi-Annual Conventions, etc, adhere to such ceremonials and rituals as are recommended by the Association from time to time.
2. There shall be created the office of Sergeant-At-Arms, who shall be appointed by the President to preserve order at all meetings and shall perform such other duties as may from time to time be assigned to him by the Executive Committee.

ARTICLE VI
STANDING COMMITTEES

1. Memorial Committee. The Memorial Committee is responsible for the maintenance and operation of the 201st Memorial located in Morgantown, West Virginia. Routine collections and expenditures of funds shall flow through the Association Treasurer. Members are appointed by the president with recommendations from the chairperson.
2. Membership Committee. The Membership Committee shall be appointed by the President and shall consist on no less than three members of the Association. The committee shall conduct the annual membership drive among all those eligible to be members.
3. Finance Committee. The Finance Committee is chaired by the Treasurer and shall be appointed by the President and consist of no less than two other members of the Executive Committee. The Finance Committee shall –

- a. be charged with overall supervision of all financial matters that concern the Association.
 - b. be responsible for supervision, coordination and assistance to the President and Treasurer in their duties insofar as finances of the Association are concerned
 - c. accept, in the name of the Association, donations and bequests.
 - d. exercise general direction and control of real and personal property of the Association.
 - e. prepare and submit to the Executive Committee, no later than 1 January of each year, a recommended budget for the fiscal operation of the Association for the forthcoming year. This budget will include all estimated receipts and expenditures for the administrative management of the Association and for projects which further the purpose of the Association
 - f. develop and recommend to the Executive Committee fiscal policies for the Association
 - g. consider requests for extraordinary or unforeseen expenditures not provided for in the annual approved budget, and, if deemed warranted, and recommend to the Executive Committee for approval
 - h. inspect and audit all financial and related records of the Association on an annual basis
 - i. recommend, if required, improvements to the financial accounting system
 - j. render a report to the Executive Committee and the Association if and when requested by the President
4. Publicity Committee. The Publicity Committee will maintain and prepare press releases and provide recommendations for continued coverage of Association activities.
5. Legal Committee. The Legal Committee shall be charged with the legal supervision of the Association affairs and audit of financial accounts.
6. Nominations Committee. The Nominations Committee shall be appointed by the President and shall consist of no less than three members of the Association. The Committee on Nominations shall –
- a. prepare and submit to the Executive Committee at least thirty days prior to the election the names of the one or more members of the Association to be nominated for the Office of President, Vice President for the ensuing 2 years
 - b. the names of one or more members of the Association to be nominated for any position to be filled or appointment-filled office, if any, to be elected at the forth-coming annual conference
 - c. establish procedures to include the election any nominations from the floor by the general membership
 - d. report to the Association the action of the Committee on Nominations as approved by the Executive Committee; and
 - e. be responsible for technical supervision and conduct of the election, including preparation of written ballots, insuring nominees are eligible to hold office, counting of ballots, certification of results, and announcement of results when so directed by the President

ARTICLE VII
NOTICES

Every member shall furnish the Secretary with his or her mailing address for mailing purposes.

ARTICLE VIII
RULES OF ORDER

All proceeding of this Association shall be conducted under and pursuant to Roberts Rules of Order, except as otherwise provided.

ARTICLE IX
LIABILITY

This Association shall not incur or cause to be incurred any obligation or liability, which subject this Association to obligation or liability without the express consent of the Executive Committee.

ARTICLE X
QUORUM

A quorum shall consist of the membership present at any meeting both those called for the Executive Committee only, or the General Membership. (Due to the scattered location of the Membership, it is impossible to establish a percentage of the Membership as a quorum.)

ARTICLE XI
AMENDMENTS

These By-Laws may be amended at any regular meeting of the Association by vote of three-fourths of the members in good standing present at such meeting.

Adopted October 24, 1981
Amended September 23, 1989
Amended September, 2008

Dennis Christian, President

Attest to by:

John Oliverio, Secretary

Jimmy Thornton, First Vice President