

CONSTITUTION & BY-LAWS

This document contains the Constitution & By-Laws of the 15th Medical Battalion Association, 1st Cavalry Division. The 15th Medical Battalion Association is a non-profit military veterans organization.

Definition: The constitution or by-laws are the rules of a society relating to itself as an organization, and not the parliamentary rules it follows. The by-laws define the organization's primary characteristics, how it operates, and the relation of the assembly and individual members to the organization.

This document was last revised/updated on:

Date: 8 May 2018

By: Ron (Baby Huey) Huether

CONSTITUTION

NAME

15th Medical Battalion Association, 1st Cavalry Division.

MISSION

1. Establish contact with former members of the 15th Medical Battalion, 1st Cavalry Division, invite them to become Members, and maintain an accurate membership database.
2. Promote goodwill and brotherhood among our membership, their families, all veterans, and military men and women presently serving the United States of America.
3. Remain an apolitical organization periodically promoting and supporting, as voted on by the Membership, matters pertaining directly to the advancement of skills, concepts, procedures, and equipment for rescue and medical treatment of combat wounds and non-combat injuries, and the care, evacuation, and convalescence of these patients.

MEMBERSHIP

Membership shall consist of all personnel formally assigned or attached on orders to the 15th Medical Battalion, 1st Cavalry Division for at least thirty days.

OFFICERS

1. The Officers shall be the President, Vice President, Junior Vice President, Secretary, and Treasurer.
2. The Executive Committee shall consist of seven members; the Officers named above and the two most recent Past Presidents.
3. The Executive Council for the Association shall consist of the Executive Committee and all Past Presidents.

BY-LAWS

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ARTICLE I. NAME

Section 1. Official Name:

- A. The official name of the Association shall be the 15th Medical Battalion Association, 1st Cavalry Division.
- B. That name may appear in abbreviation in some material as the 15th Med. Bn. Assn, 1st Cav. Div. or simply 15th Med Bn Assn. In this document the 15th Medical Battalion Association and are the same.
- C. The phrases or mottos “The Home of Medevac” or “So That Others May Live” may also appear in some material, documents, or banners. The Air Ambulance Platoon (or Medevac) within the Headquarters Company of the 15th Medical Battalion, and its crews were responsible for the rescue of wounded and injured soldiers in the field during combat.

ARTICLE II. GOALS & OBJECTIVES

Section 1. Goal: Faithfully support and advance the Mission as stated in the Constitution.

Section 2. Primary Objectives:

- A. Announce and hold an Annual Reunion at a convenient time and place so the Members may gather to discuss, conduct, and vote on business affairs.
- B. Ensure the Annual Reunion is a time for the Members, their family, and their guests to gather primarily for social purposes and renew the bonds of our brotherhood.
- C. Conduct affairs, both business and social, in a fair manner, taking into consideration the desire and welfare of the membership and in keeping with the Mission.
- D. Cooperate and coordinate periodically with veteran and non-veteran organizations involved in or concerned with Mission 3 of the Association as researched and recommended by the Executive Committee and voted on by the Membership.

ARTICLE III. MEMBERS

Section 1. Definition of Members:

- A. All personnel previously assigned on orders, or attached on orders, for at least thirty days to the 15th Medical Battalion, 1st Cavalry Division are deemed as potential Members, eligible to be enrolled as Members upon completing an application and deemed Members in good standing.

Section 2. Membership Verification:

- A. When the Membership Chairman and/or the Executive Committee request, any individual applying for membership in the Association must produce an original copy of their DD-214 to qualify for membership and must complete a membership application.
- B. Unless recommended by the Executive Committee and voted on by the General Membership, all veteran candidates for membership shall have received either an Honorable or Medical discharge from the Army.
- C. Under certain extenuating or mitigating circumstances deemed reasonable and appropriate by a majority vote of the Executive Committee, the Association may accept other documents in lieu of a DD-214 in consideration for a membership application.
- D. The Executive Committee shall consider all membership application under this section on a case-by-case basis.

Section 3. Membership Categories:

- A. Charter Member. The title Charter Member is an individual who either formed the 15th Medical Battalion Association or joined the Association before 18 April 1998 and are Members in good standing. A Charter Member has full voting rights and privileges at Annual Business Meetings or Special Business Meetings.
- B. Member. The title Member is an individual in good standing with the Association. A Member has full voting rights and privileges at Annual Business Meetings or Special Business Meetings.
- C. Life Member. The title Life Member is a Charter Member or those Members who have paid their Life Membership dues under the old By-Laws and are in good standing. A Charter Life

Member or Life Member has full voting rights and privileges at Annual Business Meetings or Special Business Meetings. (See ARTICLE VII, Section 1, Paragraph C also.)

- D. Corporate Membership. The title Corporate Membership is conferred upon those companies having significantly contributed to or supported the Mission and/or Objectives. Nominations for Corporate Membership made only by either a Charter Member or Member, must be in writing stating the reasons for consideration and submitted to the Executive Committee at least 60 days prior to the Annual Business Meeting so the Executive Committee may be considering the nomination. The nomination, and the Executive Committee's recommendation, will be announced and voted on by the Membership at the Annual Business Meeting. Up to three employees of the Corporate Membership company may be a Corporate Member at any time. Corporate Members have no voting rights or privileges in the Association and cannot attend Annual Business Meetings or Special Business Meetings unless invited by the President to make a presentation or impart information relevant to or of interest to the Association.
- E. Associate Member. The title Associate Member is automatically conferred upon the current spouse of any dues-current Charter Member or Member in good standing. Associate Members have no voting rights or privileges and cannot attend Annual Business Meetings or Special Business Meetings unless invited by the President to make a presentation or impart information relevant to or of interest to the Association. Associate Members shall also be members of the 15th Medical Battalion Association Ladies Auxiliary on a voluntary basis.
- F. Honorary Member. The title Honorary Member is conferred upon those individuals recognized by the Association as worthy by their deeds, accomplishments, contribution, expertise, or position. Nominations for Honorary Member can only be made by a Charter Member or Member, must be in writing stating the reasons for consideration, and submitted to the Executive Committee at least 60 days prior to the Annual Business Meeting. The nomination, and the Executive Committee's recommendation will be announced and voted on by the membership at the Annual Business Meeting. Annual dues for an Honorary Member is waived. Honorary Members have no voting rights or privileges in the Association and cannot attend Annual Business Meetings or Special Business Meetings unless invited by the President to make a presentation or impart information relevant to or of interest to the Association.
- G. Nominating Eligibility. If a current Corporate, Associate, or Honorary Member wishes to have an individual nominated to become an Honorary Member, they must find a Charter Member or Member willing to nominate/sponsor that individual.

Section 4. Office and Voting Right:

- A. All Charter Members, Life Members, and Members in good standing may vote on motions at Annual Business Meeting, Special Business Meetings, and on any recommendation brought to the membership by the Executive Committee.
- B. All Charter Members, Life Members, and Members in good standing may hold elective offices in the Association or be appointed to serve on a Committee by the President.

- C. Corporate, Associate, and Honorary Members may not hold elective offices, attend any Annual Business Meetings or Special Business Meetings, make motions, or vote on any matter.
- D. Corporate, Associate, and Honorary Members may serve on certain Committees or Special Projects as appointed by the President, with the majority approval of the Executive Committee.
- E. There shall be no proxy voting on any issue or motion. Members must be present at Annual Business Meetings or Special Business Meetings in order to vote.

Section 5. Conduct, Behavior, & Responsibility;

- A. Members and their guests are expected to conduct themselves in a respectable and responsible manner while attending an Annual Reunion.
- B. Any damage or harm to either person or property caused by any Member or their guests while attending an Annual Reunion shall be the sole responsibility of that Member and/or their guests.
- C. Annual Reunion registration form shall contain sufficient language to convey and remind Members about their conduct, behavior, and their responsibilities.
- D. The 15th Medical Battalion Association shall be held harmless for any damages or of a Member or one of their guests violating Section 4A or 4B above (see ARTICLE X. INDEMNIFICATION in this Constitution & By-Laws also).

Section 6. Expulsion from Membership.

- A. Periodically it may be necessary to expel a Member for cause. Members of any classification can be expelled for cause or conduct that the Executive Committee, by a majority vote, deem contrary to the best interests of the Association, not in keeping with the Association's mission or objectives, or for having violated Section 5 above. Given the potentially sensitive nature of the reasons, and respecting the individual's privacy, the expelled member shall have a choice:
 - 1) Expulsion Under Agreement: Abide by the Executive Committee ruling with no announced or public reason given to the membership.
 - 2) Expulsion Under Disagreement: If the Executive Committee votes to expel a Member, and he disagrees, the Member may petition the Executive Committee and address the membership for a vote at the next Annual Business Meeting.

That petition must be in writing, stating why the Member should be retained and received by the Executive Committee before the next scheduled Annual Business Meeting. A motion must be made and seconded at the Annual Business Meeting to retain that individual. This motion must receive a two-thirds majority vote (individual cannot cast a vote) for retention of the Member.

Any Member expelled from the Association may re-apply for membership after one year, or at the following Annual Reunion. That application must be in writing to the Executive Committee stating why membership should be granted again or reinstated.

- 3) The re-applying individual may be contacted if questions arise concerning their re-application.
 - 4) The Executive Committee shall consider and vote on the application.
 - 5) With a majority of the Executive Committee casting an affirmative vote a motion will be accepted and a Member vote taken at the next Annual Business Meeting.
 - 6) That vote shall be by secret ballot and require a three-quarters majority to carry.
- B. Any Member expelled twice for cause shall not be eligible for re-admission or reinstatement.

ARTICLE IV. OFFICERS/ORGANIZATION OF THE

Section 1. The Executive Committee:

- A. The Executive Committee shall consist of the following seven Members;
 - 1) President.
 - 2) Vice President.
 - 3) Junior Vice President.
 - 4) Secretary.
 - 5) Treasurer.
 - 6) The two most recent living Past Presidents.
- B. The President shall be the Chairman of the Executive Committee.
- C. The Executive Committee is responsible for conducting the day-to-day affairs of the Association and shall convene at the Annual Reunion prior to the Annual Business Meeting, and periodically between Annual Reunions at the request of the President either in person, by telephone, or by computer as appropriate or convenient.
- D. There are seven members of the Executive Committee to ensure the Association has a broad spectrum of experience and insight to make recommendations and decisions in the best interests of the Association and in keeping with the Association Mission and Objectives.

Section 2. Responsibilities and Authority of the Executive Committee:

- A. The Executive Committee is the governing body of the 15th Medical Battalion and all its relevant affairs.
- B. The Executive Committee shall conduct itself in a professional and ethical manner in its management and supervisory duties over the affairs of the Association and its mission.
- C. Five members of the Executive Committee shall constitute a quorum, either in person, by telephone, or by computer.
- D. The Executive Committee is responsible for management of Association affairs, which include, but not limited to:

- 1) Maintenance, upkeep, and safeguarding records and membership lists.
 - 2) Maintenance, upkeep, and safeguarding historical items and documents.
 - 3) Safeguarding and prudent use of Association's assets and monies, and financial records.
 - 4) Identifying, locating, and recruiting new Members.
 - 5) Seeking, accepting, and safeguarding all contributions or donations, monetary or in-kind.
 - 6) Approving budgets and disbursements or expenditures of Association monies.
 - 7) Approving Annual Reunion sites, logistics, and reunion activities.
 - 8) Making recommendations on Constitution & By-Laws amendments.
 - 9) Diligent supervision of projects and tasks assigned to Committees appointed by the President.
- E. The Executive Committee shall perform other duties as prescribed by the Constitution & By-Laws, or amendments.
- F. The Executive Committee may delegate authority and functions to specific Members as it deems prudent or necessary with the approval of the President.
- G. In the event of any tie vote on issues presented to the Executive Committee, the President, serving as the Executive Committee Chairman, shall have the authority to invoke executive privilege and either:
- 1) Table the issue for further study, or contact additional Executive Committee members for a vote, or,
 - 2) Cast an additional ballot to break the tie vote in event timely action is necessary.

Section 3. Officer Duties:

- A. The duties of Elected Officers are those customarily assigned for such positions, prescribed by the President, and or contained in these By-Laws.
- B. President. The President shall serve as the Chairman and preside at all Executive Committee Meetings, the Annual Business Meeting, Committee Meetings (at his discretion), any Special or Emergency Business Meetings, and any other meetings held conducting official business matters or affairs. The President may create committees for projects or tasks in the best interests of the Association.
- C. Vice President. The Vice President shall report directly to the President in all Association matters. In the absence of the President, or his inability to serve, the Vice President shall assume the President's duties as outlined in Section 3B above, or as outlined by other Articles and Sections in these By-Laws.
- D. Junior Vice President. The Junior Vice president shall report directly to the President in all matters pertaining to the Association. In the absence of the Vice President, or his inability to serve, the Junior Vice President shall assume the Vice President's duties as outlined in Section 3C above, or as outlined by other Articles and Sections in these By-Laws.
- E. Secretary. The Secretary shall report directly to the President in all matters pertaining to the Association. The Secretary shall be responsible for, but not limited to:

- 1) Maintaining accurate and timely minutes and reports from Executive Committee Meetings, Annual Business Meetings, and Special Business Meetings.
 - 2) Maintaining accurate and timely By-Law amendments and including those in any revised Constitution & By-Laws.
 - 3) Maintaining all pertinent documentation pertaining to Annual Business Meetings, Special Business Meetings, and other such meetings as directed by the President.
 - 4) The President may periodically assign other duties to the Secretary that are in the best interest of the Association.
- F. Treasurer. The Treasurer shall report directly to the President in all matters pertaining to the Association. The Treasurer shall be responsible for the fiscal and financial integrity and solvency of the Association, to include but not limited to:
- 1) Keeping accurate and timely financial records including a balance sheet and an income statement that includes a cash flow.
 - 2) Maintaining and balancing bank accounts and checking accounts.
 - 3) Collecting and safeguarding contributions and donations.
 - 4) Reviewing and signing hotel and vendor contracts at the request of the President.
 - 5) Making a presentation at the Annual Business Meeting on the Association's year-to-year financial position.
 - 6) Preparing all appropriate and necessary financial documents at the request of any accountant retained by the Association for independent accounting purposes or tax audits.
 - 7) Obtaining proper approval and signatures before making disbursements, and reviewing the filing expense reports, receipts, or other financial documents pertaining to the business transactions.
 - 8) Make available to the Executive Committee all account numbers, PINs, passwords, and signature cards in case the Treasurer is unable to serve or perform his duties.
- G. The Webmaster shall be responsible to perform, but not limited to:
- 1) Maintaining and updating the Web site.
 - 2) Regularly backing up all files, lists, and documents on the Web site.
 - 3) Ensuring Web site is easily accessible and navigable by visitors.
 - 4) Adequately protecting the Web site with the appropriate firewalls, filters, and other such measures to prevent spam, viruses, phishing, or other cyber-attacks.
 - 5) Ensuring proper documentation on all licenses, software, user name, passwords, and PINs are available to the President and Executive Committee should the Webmaster be unable to continue his duties.
 - 6) Appointing, coordinating with, and overseeing an "Snail Mail" Manager to include:
 - a. Making sure the mailing list for Members without computers is accurate and up-to-date.
 - b. Communicating with those Members regarding news and announcements.
 - c. Approving expenditures for "Snail Mail" supplies and postage.

Section 4. The Executive Council:

- A. The purpose of the Executive Council is to take advantage of the accumulated wisdom of Past Presidents to provide timely and considered advice to the Executive Committee, when sought, on matters of importance or interest to the Association as outlined in the Mission or Objectives. Although valuable in making decisions, that advice shall be non-binding.
- B. The executive Council shall consist of:
 - 1) President.
 - 2) Vice President.
 - 3) Junior Vice President.
 - 4) Secretary.
 - 5) Treasurer.
 - 6) All living Past Presidents.
- C. The current President shall act as the Chairman of the Executive Council.

Section 5. Election of Officers:

- A. An election must be held each year during the Annual Reunion at the Annual Business Meeting for the officers of Junior Vice President, Secretary, and Treasurer.
- B. The membership in attendance at the Annual Business Meeting shall vote for each candidate for office, with a simple majority required for election.
- C. Nomination:
 - 1) Members must be in good standing for nomination, running for office, or election to office for Junior Vice President, Secretary, or Treasurer.
 - 2) Nomination for Junior Vice President, Secretary, and Treasurer may come from the floor during the Annual Business Meeting. Members wishing to run for office should notify the President in writing at least 30 days prior to the Annual Reunion so ballots may be prepared.
 - 3) Only Members in good standing may nominate someone for office.
- D. Each candidate nominated and seconded for office by the membership shall be given a maximum of three minutes to address the membership to announce and outline their reasons for seeking office.
- E. When only one person is running for an office, the President may call for a voice vote from the membership in attendance. If in the opinion of the President it is not clear the candidate has received a majority voice vote, the President can call for a show of hands vote, tallied by the current Secretary and Sergeant-at arms and the results provided to the President who will announce the result.
- F. When two or more persons are running for an office, the President shall call for a written ballot vote with a simple majority required for election. The Secretary and Sergeant-at-Arms will collect and tally the ballots and provide the results to the President who will announce the result.
- G. When four or more persons are running for an office, the two persons with the most ballot votes (as verified by the Secretary and Sergeant-at-Arms and reported to the President),

shall be given an additional one minute to restate their reasons for seeking the office they are a candidate. Then a run-off ballot vote with a simple majority required for election shall be taken. The Secretary and the Sergeant-at-Arms will collect and tally the ballots and provide the results to the President, who will announce the result.

- H. Any Past President, having served their five-year term of office on the Executive Committee, may run for office again and nominated and elected as the newest Junior Vice President.

Section 6. Succession Plan:

- A. At the end of their one-year term of office, the President shall become a Past President at the close of the Annual Reunion and shall begin a two-year term continuing to serve on the Executive Committee.
- B. At the end of their one-year term of office, the Vice President shall become the President-elect at the close of the Annual Reunion and succeed to the Presidency.
- C. At the end of their one-year term of office, the Junior Vice President shall become the Vice President-elect at the close of the Annual Reunion and succeed to the Vice Presidency.
- D. If any current Executive Committee Member is unable to perform their duties, the President may collapse or accelerate the progression or succession cycle and promote the next Executive Committee Member or Members in line.
- E. An inability to serve can occur periodically due to illness, incapacitation, death, or resignation, and the President can invoke the succession plan as follows;
 - 1) The Vice President shall replace the President if the President can no longer serve.
 - 2) The Junior Vice President shall replace the Vice President if the Vice President can no longer serve.
 - 3) The President shall designate the Secretary to serve on an interim basis as the Junior Vice President (in addition to his duties as Secretary) until the next Annual Business Meeting, if the Junior Vice President can no longer serve.

Section 7. Other Officer Responsibilities or Authority:

- A. The President, with the approval of the Executive Committee, shall have the authority to appoint temporary assistants from among the membership to help facilitate the duties and functions of their office or to carry out tasks on behalf of and in the best interests of the Association.
- B. When elected as the Junior Vice President, that individual begins a five-year progression of serving on the Executive Committee. This ensures continuity on the Executive Committee and having experienced Officers guiding the Association and passing on their wisdom to the newer Executive Committee members.

Section 8. Committee Chairman Positions:

- A. The President shall appoint the following positions annually and performance of those individuals monitored and supervised by the Executive Committee throughout the year:
 - 1) Reunion Chairman.
 - 2) Membership Chairman.
 - 3) Nomination Chairman.
- B. At the President's discretion, a Committee Chairman or an individual appointed to a position may be replaced if that Committee Chairman:
 - 1) Is unable or unwilling to perform his duties.
 - 2) Is not performing his duties competently or in a timely manner.
 - 3) Is not performing his duties in the best interests of the Association.
- C. Only Members in good standing can serve as a Committee Chairman.
- D. The following are the duties, responsibilities, and guidelines for the appointed position of Committee Chairmen:
 - 1) Reunion Chairman: Ensure the Annual Reunion is properly planned, a Reunion Chairman shall be appointed by the President and ratified by the Executive Committee.
 - a. Optimally, the Reunion Chairman will live nearby the locations chose as the reunion site.
 - b. The Reunion Chairman shall report directly to the President and be responsible for organizing and coordinating the Annual Reunion including, but not limited to:
 - 1. Following, maintaining, and updating the Annual Reunion Guidelines.
 - 2. Staying within the proscribed budget.
 - 3. Selecting and negotiating with local hotels including, but not limited to, arranging for a hospitality suite, a business meeting room, banquet menu, and banquet facilities at the Annual Reunion.
 - 4. Coordinating logistics, signage, and banners.
 - 5. Selecting and negotiating with local vendors for any pre-approved supplies or equipment.
 - 6. Finding a qualified Color Guard for the Annual Banquet.
 - 7. Adhering to the reunion agenda as decided on by the President.
 - 8. Finding volunteers to man, clean, and safeguard the hospitality suite and assist the Reunion Chairman in various activities or tasks as required.
 - 9. Communicating and coordinating with those individuals (Members, Officers, Committee Chairmen, Lady's Auxiliary Members, hotel staff, etc.) involved with making the Annual Reunion a success.
 - c. The Reunion Chairman may enlist the assistance and advice of other Members as required, but the responsibility for coordinating the reunion as outlined cannot be delegated.

- d. The Reunion Chairman shall provide periodic reports during the year to the President and the Executive Committee on upcoming reunion progress.
 - e. At the direction of the President, the Reunion Chairman can sign the hotel contract for the reunion, but only after approval by the President and the Treasurer.
- 2) Membership Chairman: The President shall appoint and get ratified by the Executive Committee a Membership Chairman who will continually seek and recruit those who served in the 15th Medical Battalion.
- a. The Membership Chairman reports directly to the President and is responsible for making a best attempt at increasing membership roles.
 - b. Membership Chairman's duties and responsibilities shall include, but not limited to:
 - 1. Actively locating, contacting, and soliciting new Members using whatever military orders, historical records, directory material, word-of-mouth, and Internet source methods available and approved.
 - 2. Providing a written report at the Annual Business Meeting to the President on the number of new Members, those recruited, lost Members, and the total number of current Members.
 - 3. Coordinating and working with the Webmaster, Historian, Secretary, Treasurer, and "Snail Mail" Manage as necessary or appropriate.
 - 4. Keeping the membership address list up-to-date, and re-establishing contact with past Members or Members whose contact information is no longer valid.
 - 5. Enlisting the help of Members interested in the membership effort.
- 3) Nomination Chairman. Responsible for the transition of authority by using careful thought in seeking qualified candidates for the position of Junior Vice President for election to office the following year.
- 4)
- a. The Nomination Chairman reports directly to the President and is responsible for making a best attempt in seeking qualified candidates.
 - b. The Nomination Chairman's duties and responsibilities include, but not limited to:
 - 1. Identifying, contacting, and vetting potential candidates.
 - 2. Talking to Members to determine who may be interested in serving.
 - 3. Enlisting the aid or advice of others as they see fit or necessary.
 - 4. Providing the President with periodic reports on progress and results.
- E. With the majority approval of the Executive Committee, Corporate, Associate, and Honorary Members can be appointed by the President to serve as Committee Chairmen.

- F. The President, with majority approval of the Executive Committee, may appoint Corporate, Associate, and Honorary Members to serve on other Committees, or assigned to Special Projects.
- G. The President may periodically appoint temporary committees as he deems prudent or necessary during the year. He will provide an explanation to the Executive Committee and the membership at the next Annual Business Meeting why there is a need for the committee and a recommendation about permanent addition to the Constitution & By-Laws. Permanent addition requires an appropriate motion and seconding so the membership may vote.

Section 9. Other Appointments by the President:

- A. Each incoming President shall appoint the following positions:
 - 1) Sergeant-at-Arms.
 - 2) Chaplain.
 - 3) Historian.
- B. Only Members in good standing may be appointed to the positions:
 - 1) Reunion Chairman.
 - 2) Membership Chairman.
 - 3) Nomination Chairman.
- C. Appointees in the positions in Section 9B above serve at the discretion and pleasure of the current President.
- D. When, in the President's opinion they are unable to perform their duties, the President may replace the Sergeant-at-Arms, Chaplain, and Historian.
- E. When, in the President's opinion the Webmaster can no longer perform his duties, the President, with the majority concurrence of the Executive Committee shall seek to find a competent replacement.
- F. Sergeant-at-Arms: Shall be responsible to perform, but not limited to, the following duties:
 - 1) Call the Annual Business Meeting to order.
 - 2) Lead the Pledge of Allegiance at the Annual Business Meeting, the Annual Banquet, and any Memorial Service conducted.
 - 3) Ensure only dues current Members in good standing are present for the Annual Business Meeting.
 - 4) Assist the President and Secretary in vote counting during elections and motions.
 - 5) Ensure the proper display of the American Flag during any meeting, ceremonies, or events.
 - 6) Organize, instruct, and supervise the color guard during any ceremonies or events they perform.
 - 7) In accordance with ARTICLE III, Section 5, ensure Members and their guests conduct themselves in a respectable and responsible manner at any scheduled event, outing, or meeting.

- 8) Ensure anyone reflecting negatively on the during a function, outing, or events is courteously advised to correct their behavior (or the action of their guests) or they shall be asked to leave promptly and in a discrete manner.
- G. Chaplain: Shall be responsible to perform, but not limited to, the following duties:
- 1) Safeguarding the Bible and ensuring it is present at meetings, ceremonies, the banquet, or official events as proscribed by the President.
 - 2) Leading the prayer or invocation at meetings, ceremonies, or official events.
 - 3) Offer a prayer and/or dinner blessing at the Annual banquet.
 - 4) Recite the Missing Man Tribute at the Annual banquet.
 - 5) Work with the Historian to organize and coordinate any Memorial Service scheduled.
 - 6) Coordinating with the Ladies Auxiliary and the Webmaster in contacting Members or Associate Members in the time of personal loss when condolences are appropriate.
- H. Historian: Shall assist the President and the Reunion Chairman in coordinating the color guard, bugler, or bagpiper (if used) at the Annual Reunion, during the Annual Banquet, or memorial service (if scheduled). The Historian shall perform, but not limited to, the following duties:
- 1) Maintaining and updating the written history of the 15th Medical Battalion.
 - 2) Locating and securing historical documents pertaining to the 15th Medical Battalion, and those documents and records related to the 15th Medical Battalion.
 - 3) Maintaining and updating the list of those 15th Medical Battalion members killed in action (KIA), missing in action (MIA), died in service (DIS), and died after service (DAS).
 - 4) Securing, maintaining, and safeguarding the 15th Medical Battalion colors, flags, and banners and other related historical or ceremonial items owned by the 15th Medical Battalion.
 - 5) Maintaining the written tribute and list of all the items used for the Missing Man ceremony.
 - 6) Submitting an annual inventory of catalog or all historical documents and items listed above to the incoming President at the Annual Business Meeting.
 - 7) Ensuring any of the above items deemed essential to be present at the Annual Reunion be properly insured, shipped, transported, and delivered, or as appropriate, available on the Web site.
 - 8) No monies will be committed or spent on any of the above without prior approval of the President or the Executive Committee.
 - 9) Periodically the President may assign additional or related duties to the Reunion Chairman, Membership Chairman, and Nomination Chairman.
- I. Presidential appointees shall spend no money nor incur any expense without prior approval of the Executive Committee.
- J. Any approved monies spent, or expenses incurred require a full itemization with receipts before reimbursement by the Association.

ARTICLE V. ANNUAL BUSINESS MEETING

Section 1. Preparation:

- A. The Executive Committee shall prepare an agenda for the Annual Business Meeting and that agenda shall be provided to the membership upon their arrival at the Annual Reunion.
- B. Any Member wishing for time on the agenda should notify the President in writing at least 45 days prior to the Annual Reunion with the reasons why they need time on the agenda.
- C. New business issues and motions will still be taken from the floor during the Annual Business Meeting, but for the Executive Committee to have adequate time to research issues and to make a recommendation to the membership, sufficient time or warning should be provided out of professional courtesy.
- D. The membership should be told the Executive Committee may recommend an issue or motion tabled for further study if insufficient time is provided to consider new business issues or motions.
- E. If the membership moves to vote on the issue or motion against the Executive Committee's recommendation to table, a two thirds majority is required to carry the motion for a vote, and a two-thirds vote majority shall be required to carry the original motion.
- F. Roberts Rules of Order shall be the deciding reference for the correct or proper parliamentary procedures during the Annual Business Meeting or Special Business Meetings.
- G. The President shall have a copy of Roberts Rules of Order with him at any Annual or Special Business Meeting.

Section 2. Quorum & Rights:

- A. Those dues current Charter Members and Members in good standing present at the Annual Business Meeting constitutes a quorum.
- B. Only Charter Members and Members who are dues-current and in the good standing allowed attendance and a vote at Annual Business Meetings or Special Business Meetings.

Section 3. Special Business Meetings:

- A. When an emergency or critical issue would normally call for a vote by the membership and cannot wait until the Annual Business Meeting, the President may call a Special Business Meeting of the Executive Committee.
- B. Depending on the criticality of the issue, the Executive Committee should receive as much notice as possible in or to vote on the issue.
- C. The President shall next take the following actions:
 - a. Notify the Executive Council and the membership of the situation and the decision taken through e-mail, telephone call, and or notice or newsletter on the Web site.
 - b. If outside the normal power of the President or the Executive Council, the President, designated Member, or Executive Committee shall perform adequate research and

prepare a written motion to be seconded and voted upon by the membership at the next Annual Business Meeting.

Section 4. Force Majeure:

- A. In event of a national or local emergency – civil, military, weather, natural disaster, or an act of God, the Executive Committee has the power to cancel or postpone the Annual Reunion and or the Annual Business Meeting at any time.
- B. The membership shall be notified with as much notice as practical, about the selected place and dates of the re-scheduled Annual Reunion or Annual Business Meeting.
- C. The or the Executive Committee shall not be held responsible or liable for any individual Member’s travel reservation, tickets, deposits, or expenses in such a postponement or rescheduling.

ARTICLE VI. OPERATING BASIS

Section 1. Operating Year:

- A. The 15th Medical Battalion shall operate on a calendar year (CY) basis.
- B. All financial recordkeeping, and reporting shall also be on the same calendar year (CY) basis.

Section 2. Dues Year:

- A. At present, the 15th Medical Battalion has no annual dues.
- B. If the membership votes to establish annual dues, the following provisions shall apply:
 - 1) The 15th Medical Battalion shall operate on a reunion to reunion basis for dues owed and collected.
 - 2) Annual dues are payable no later than the Annual Reunion each year and are late on 1 June of each year.

ARTICLE VII. ANNUAL REGISTRATION FEES

Section 1. Annual Reunion Registration Fees:

- A. To defray and offset administrative and sundry expenses incurred in conjunction with organizing and paying for the Annual Reunion, a Registration fee of \$15.00 will be charged for each Member attending the Annual Reunion.
- B. Registration fees are waived for one Member guest and shall be \$5.00 for each addition guest.
- C. Registration fees are due no later than the first day of the Annual Reunion, or the day the Member arrives.

ARTICLE VIII. AMENDMENTS PROCEDURES

Section 1. Requests:

- A. Any dues-current Charter Member or Member in good standing can propose changes or additions to the Constitution & By-Laws.
- B. Those requests must be in writing stating the reasons for the change or addition and submitted to the Executive Committee at least 60 days before the Annual Business Meeting.
- C. Motion for changes, additions, or amendments to the Constitution & By-Laws will still be taken from the floor at the Annual Business Meeting, but the Membership should be duly aware that the Executive Committee may recommend the motion be tabled for further study or deliberation.

Section 2. Approval & Adoption:

- A. The Executive Committee must review amendments to the Constitution & By-Laws. The Executive Committee shall render an opinion with the known pros and cons of the proposed amendment and make a recommendation to the membership at the Annual Business Meeting.
- B. The Executive Committee, at its sole discretion, may include the request, reasons, and proposed changes or additions, along with its recommendation with the agenda for the Annual Business Meeting that the membership receives when they arrive for the Annual Reunion.
- C. A motion to amend the Constitution & By-Laws must be made and seconded from the floor, discussion on the motion be heard, and the motion voted upon by the membership.
- D. A three-fourths vote by the membership is required to amend the Constitution & By-Laws.
- E. The Secretary shall incorporate language contained in new Amendments voted on and approved by the membership at the Annual Business Meeting into the Constitution & By-Laws.
- F. The Secretary shall safeguard and maintain an "Amendments" file and ensure it's incorporation in a revised Constitution & By-Laws annually.

ARTICLE IX. DOING BUSINESS WITH OUTSIDE VENDORS OR SUPPLIERS

Section 1. Ethics:

- A. Business with outside vendors and suppliers shall be conducted in a professional and ethical manner at all time.
- B. No outside vendors shall be present at the annual reunion without the majority approval of the Executive Committee. The Executive Committee shall also decide if any approved outside vendors will either make a donation to the Association or pay a percentage of their gross sales to the Association.
- C. So that no conflict of interests should ever arise between Members and outside vendors or suppliers the following rules shall be adhered to:

- 1) Officers, or any Member on behalf of the, must have Executive Committee approval before entering into a relationship or contract with an outside vendor or supplier for services, or products for the Membership.
- 2) The Reunion Chairman, appointed by the President with the Executive Committee approval, shall be authorized to sign a contract with the hotel for the Annual Reunion, but only at the direction of the President after the Executive Committee has approved that contract.
- 3) The shall enter into no relationship or contract for services or products provided to or for the with an outside vendor or supplier if an Officer, Member (or a family member of either) is an owner, principal, operator, employee, contractor, or agent with that vendor or supplier, or would receive a commission, bonus, or remuneration, remuneration-in-kind, or derive personal benefit in consideration for the products or services provided to or for the Association.
- 4) However, if the sponsoring Officer or Member, or the vendor or supplier can demonstrate the following, and the Executive Committee approves, then business can be conducted between the and that vendor or supplier:
 - a. There is no relationship between the vendor or supplier and any Member as stated in number 3 above.
 - b. The vendor or supplier is providing the product or service to or for the as a donation, contribution, or contribution-in-kind.
 - c. The vendor or supplier bid or proposal for such products or services is demonstrably lower than the competition, or of such value as to warrant consideration.
 - d. The vendor or supplier has a record of quality service and performance.
- 5) The decision of the Executive Committee on awarding contracts or engaging in business with vendors or suppliers is final.
- 6) Any Officer or Member may enter into no contract over \$500.00 with an outside vendor, supplier, or facility without the pre-approval of the Executive Committee.
- 7) No purchase over \$150.00 to an outside vendor, supplier, or facility may be made without pre-approval of the Executive Committee.

ARTICLE X. OFFICER INDEMNIFICATION

Section 1. Indemnification:

- A. The 15th Medical Battalion shall indemnify any Member of the Executive Committee who is a party to any suit where the cause of that action arose while such person was acting in that capacity unless that Member committed a crime, or is guilty of willful negligence, malfeasance, violated a provision in ARTICLE III, Section 5, or violated their fiduciary responsibility in the performance of their duties and responsibilities.

- B. In civil matters, the 15th Medical Battalion shall indemnify such persons for judgments, amounts paid in settlement, and reasonable expenses, including attorney's fees, if such person is either successful in his defense, the action is settled favorably for the , or if such person acted in good faith with the reasonable belief his action was in the best interests of the 15th Medical Battalion Association.
- C. In criminal matters, the 15th Medical Battalion shall indemnify such persons for the aforementioned costs if such person acted in the best interests of the or with reasonable belief that such an act was not unlawful.
- D. Notwithstanding the foregoing (1-2 above), a member of the Executive Committee shall be liable to the extent provided by applicable civil or criminal law for breach of his duty to the 15th Medical Battalion, which involve intentional misconduct or a knowing violation of the law for any transaction from which he derived an improper personal benefit.
- E. See ARTICLE III MEMBERS, Section 5 Also.

ARTICLE XI. DISSOLUTION OR TERMINATION OF THE

Section 1. Overview:

- A. In the event the Membership finds itself in an adverse financial or legal situation, or due to a lack of membership, or that those difficulties put the Association in a position where dissolution or termination is a consideration, the following By-Laws and procedures are in force and shall be adhered to and enacted upon.
- B. The Executive Committee will study based upon independent and objective third-party legal and financial advice and render an Executive Committee majority opinion on the Association's options going forward.
- C. The Executive Committee will inform the membership in writing, announcing and clearly delineating what those options are, its recommendation, and shall either call for a Special Business Meeting with at least 30-days' notice (depending upon the severity or the time-sensitive nature of the reasons), or bring the issue up at the next Annual Business Meeting to consider dissolution or termination of the Association.

Section 2. Assets and Monies:

- A. Any assets or monies owned by the Association may be distributed to a maximum of three chosen non-profit organizations (under the laws and provisions of the Internal Revenue Service) whose military affiliation or stated mission is aligned with the 15th Medical Battalion Association's objectives and mission, as so voted upon in a majority by the membership during that Special Business meeting or Annual Business Meeting.
- B. Any assets or monies going to an organization will be those remaining after the has met all its legal and financial obligations (outstanding debt or invoices, legal fees, penalties, fines, interest, and or settlements).

- C. Any assets and monies going to an organization shall be restricted or dedicated to a specific fund or project within that organization (as opposed to unrestricted or simply going to the organization's general fund, that the membership feels is in keeping with the 15th Medical Battalion Association's mission and objectives.
- D. Under no circumstances shall any remaining assets or monies go to any Officer or Member unless it is to cover reasonable and pre-approved expenses incurred in performing a duty assigned by the Executive Committee.
- E. All requests for reimbursement for reasonable expenses shall be submitted to the Executive Committee in writing, detailing the expenditures, and include receipts.
- F. No organization shall receive monies or assets where any Officer or Member is a Member, officer, or executive, and the Executive Committee, by majority vote, believes there is a conflict of interest present or may be reasonably construed by the Membership.
- G. However, if an Officer or Member has either worked as an employee, advisor, or done volunteer work for an organization under consideration, assets and monies can go to that organization with a majority Member vote.

ARTICLE XII. AMENDMENTS

(None as of this version)

END OF DOCUMENT