

CONSTITUTION AND BY-LAWS

of the

SECOND U.S. INFANTRY REGIMENT ASSOCIATION



CONSTITUTION

PREAMBLE

We, the members of the Second U.S. Infantry Regiment Association, united in the common bond of service with the Regiment during our Nations wars and standing ready on its frontiers during times of peace; do subscribe ourselves to the service of the United States of America and to the objectives of this Organization.

ARTICLE I. NAME

The NAME of the Association shall be SECOND U.S. INFANTRY REGIMENT ASSOCIATION.

ARTICLE II. OBJECT

The OBJECTS of the Society shall be:

(a) To honor and perpetuate the memory of those soldiers who distinguished themselves by their service and sacrifices while serving with the Second Infantry Regiment and to perpetuate the brilliant record and achievements of the Second Infantry Regiment.

(b) To insure to the fullest extent possible the existence of the Second Infantry Regiment or a successor unit on the rolls of the United States Army.

(c) To assist battalions or other units of the Second Infantry serving on active duty in maintaining their identity, spirit and unbreakable links to the glorious traditions and the long and distinguished history of one of America's oldest regiments – the Second Infantry!

(d) To promote and facilitate camaraderie and fellowship among those who served with the Second Infantry Regiment in peace and war.

ARTICLE III. MEMBERSHIP

The MEMBERSHIP in the Society shall be as follows:

(a) **ACTIVE MEMBERS:** All individuals who at any time honorably served or are serving in units assigned or attached to, or in support of, the Second Infantry Regiment at any time since its organization shall be eligible for active membership in the Society. Upon the death of any active member who at any time served with the Second Infantry Regiment, his or her heirs shall be entitled to his or her right of associate membership

(b) **HONORARY MEMBERS:** The Board of Directors of the Association shall have the right to elect Honorary Members not otherwise eligible for membership.

(c) **FRIENDS OF THE REGIMENT:** Any individual, organization or business interested in perpetuating the proud history of the Second Infantry Regiment.

(d) **EXCEPTION TO MEMBERSHIP:**

1. No individual who has been dishonorably separated from the service shall be eligible for any membership in this Association. Nor shall any person whose membership would bring dishonor or disrepute to the Association be eligible for any membership in this Association.
2. Should an individual, while a member of this Association, commit such action as to bring dishonor upon the Association, or be found to have committed such an action in the past, that individual's membership in the Association may be terminated upon recommendation by a majority of the members of the Board of Directors, approval of the President and the concurrence of a majority of the members present at the soonest annual meeting. During any period between the decision by the President and Board of Directors and the next annual meeting, the membership of the individual shall be considered suspended pending affirmation or rejection of the decision by the general membership. If the general membership affirms the decision the membership of the individual is thereby revoked. If the

general membership rejects the decision the individual is re-instated as a member in good standing.

(e) LIFETIME ASSOCIATE MEMBERS...Spouses of Lifetime members are to be recognized as Lifetime associate members. As such there will be no additional dues imposed for this membership.

ARTICLE IV. ORGANIZATION

The Association shall consist of the independent battalion, company or other unit associations; the geographical branches of the Association and members-at-large (i.e., members not affiliated with any of the above entities).

ARTICLE V. VOTING

Section 1. An Association Reunion shall be held annually at such place and time as the Board of Directors shall determine. Normally this reunion will be held in conjunction with the annual reunion of the First Infantry Division (Big Red One), the Second Infantry's parent unit during the conflicts in Viet Nam, Bosnia and Kosovo, Iraq, and currently.

Section 2. An Annual Meeting shall be held in conjunction with the Annual Reunion.

Section 3. The basis for voting at the Annual Reunion shall be as follows:

(a) Each active member in good standing of the Association in attendance at the Annual Meeting shall be entitled to one vote.

(b) There will be no proxy voting.

Section 4. A quorum of an Annual Meeting shall exist whenever thirty or more of the active members are present.

ARTICLE VI. OFFICERS

Section 1. The officers of the Association shall consist of a President; a Vice President; a Secretary and a Treasurer. Those present at the Annual Meeting shall elect the President and the Vice President. The President shall appoint the Secretary and Treasurer. The elected officers shall hold office for two years, or until their successors have been elected. The appointed officers serve at the discretion of the President.

Section 2. The President and the Board of Directors will appoint a historian from each of the Regiment's battalions.

Section 3. A vacancy in any elective or appointive office, occurring between Reunions, shall be filled by the President and the Board of Directors. And such replacement shall hold that office or position for the duration of the term of the person having been replaced.

Section 4. A Lifetime Associate Member can be appointed to the nonelected position of Secretary, Treasurer or Historian upon approval of the membership.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be administered between Annual Reunions by a Board of Directors.

Section 2. The Board of Directors shall be composed of the Officers, all Past Presidents, and nine members-at-large called members of the Board of Directors. At every third Annual Meeting new members of the Board of Directors will be elected for a period of three years.

Section 3. Vacancies occurring in the list of members of the Board of Directors shall be filled by election at the next succeeding Annual Meeting of the Association.

Section 4. The Board of Directors shall have two regular meetings annually; one of which will be at the Association Reunion. The Board may meet at other times at the call of the President or upon petition addressed to the President, signed by not less than twelve members of the Board of Directors. Upon

receipt of such required petition, the President shall call the Board of Directors to meet not later than thirty days from the receipt of said petition.

Section 5. The President, or in his absence, the Vice President, shall preside at all meetings of the Board of Directors.

Section 6. A quorum of an assembled meeting of the Board of Directors shall exist when eight members of the Board of Directors are present.

Section 7. Proposals may be submitted to the members of the Board of Directors by mail and voting thereon by written ballot is hereby authorized. When such method of voting is employed, no action shall become effective unless approved by a majority vote of all the members of the Board of Directors.

ARTICLE VIII. FINANCE

Section 1. The Fiscal Year of the Association shall begin on the 1st day of January of each year. There shall be an annual audit of the books by a certified public accountant, chosen by the Board of Directors, whose report shall be published to all Officers and members of the Board of Directors, and made available to the General Membership via the website.

Section 2. The revenue of the Association shall be derived from annual membership dues and from such other sources as may be approved by the Board of Directors.

ARTICLE IX. BY-LAWS

Appropriate By-laws to carry out the provisions of this Constitution may be adopted and amended by a simple majority of the membership at any Annual Meeting.

ARTICLE X. SEAL AND INSIGNIA

The Association shall adopt as its distinctive seal and a distinctive badge or insignia the U.S. Army Institute of Heraldry coat of arms for the U.S. Second Infantry Regiment.

ARTICLE XI. AMENDMENTS

The Constitution may be amended by a simple majority of the membership at any Annual Meeting or by mail, provided the proposed amendment shall be mailed and/or sent by electronic means to all members together with a notice of the proposed presentation, at least one month prior to the date of the meeting, or the date that written ballots would be expected to be returned.

ARTICLE XII. FEDERAL TAX EXEMPTION

(a) The Association is organized as exempt from federal income tax pursuant to Section 501(c) 4 of the Internal Revenue Code of 1986 as amended or corresponding provision of any successor federal tax code (the "Code"). The Association is not organized and shall not be operated for profit. The Association shall be operated exclusively for the promotion of social welfare and the net earnings of the Association shall be devoted exclusively to charitable, educational and recreational purposes. The Association shall not directly or indirectly, participate or intervene in political campaigns on behalf of, or in opposition to, any candidate for public office.

(b) In addition to the above, at any time that the Association is organized under Code Section 501(c) 7, this paragraph (b) shall be operative. The Association shall be operated exclusively for pleasure, recreation and other not for profit purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder. The Association may not solicit by advertisement or otherwise for the public patronage of its facilities, merchandise, or activities.

(c) Notwithstanding any other provision of these articles, the Association shall not dispose of any of its assets; carry on any activities in a manner that would violate the restrictions imposed upon the Association under the paragraph of Code Section 501(c) pursuant to which the Association is qualified for tax exemption.

BY-LAWS

ARTICLE I. MEMBERSHIP

Section A. An applicant for Membership in the Association, upon payment of his annual or life dues to Association Treasurer or to a Branch which, in turn, forwards the annual dues to Association Treasurer, becomes a member of the Association and of the Branch to which he pays his dues.

Section B. The records of the Association shall constitute the official membership roll of the Association and shall be the final and controlling authority in all questions pertaining to the computation of membership.

Section C. Dues shall be set annually by the Board of Directors and published in the Second Infantry Newsletter and posted on the Second Infantry Regiment Website.

Section D. For the purpose of annual dues, the one-year period will be commence on 1 September and end on 31 August. Payment of annual dues is to be made by 1 September for the coming year.

ARTICLE II. DUTIES OF OFFICERS

Section A. THE PRESIDENT

The President shall be the Chief Executive Officer of the Association. He shall preside at the Annual Meeting and carry out the mandates of the Meeting. He shall also preside at the meetings of the Board of Directors. These duties may be delegated.

He shall have authority to contract obligations within the approved budget and shall represent the Association in matters pertaining to its affairs.

He shall appoint all necessary committees, providing them necessary guidance to insure that their operations are in compliance with the Constitution of the Association and these By-laws, and perform such other duties as are usually incident to the office.

His duties and responsibilities will include, but not be limited to the following:

(a) Conduct of the Administrative affairs of the Association.

(b) He may make no commitments, financial or otherwise, that are not specifically authorized in the approved annual budget, by the Constitution and these By-laws, or by the Board of Directors.

(c) Prepare the annual budget in consultation with the Treasurer.

(d) Be the custodian of all physical and other property not in the custody of the Treasurer.

Keep a record of all decisions of the Board of Directors and the Annual Meeting that are either continuing policy or unfinished business and present same at each business meeting of any of the above.

Be bonded in the amount set by the Board of Directors.

He may delegate his authority to any elected officer of the Association.

Section B. THE VICE PRESIDENT

In the event of death, inability to serve, absence or resignation of the President, the Vice President shall assume the duties of and have the powers of the President.

Otherwise, he shall perform such duties as the President may direct.

Section C. THE SECRETARY

The Secretary will:

(a) Assist the President as directed and have the responsibilities and perform those duties normally assigned to a corporate Secretary.

(b) Be responsible for the official correspondence of the Association.

(c) Insure that minutes of all official meetings are recorded.

Attend the Annual meeting and meetings of the Board of Directors.

Be responsible for publication of the Second Infantry Regiment Association Newsletter at least twice per year and for maintenance of the Regimental website.

Section D. THE TREASURER

The Treasurer will:

(a) Be the official custodian of the Association's funds.

(b) Assist in the preparation of the annual budget and present it to the Board of Directors at its Annual Reunion meeting.

(c) Prepare and audit the accounts of the Association quarterly and render reports to the Board of Directors and the Annual Meeting at their prescribed meetings.

(d) Attend the Annual Meeting and meetings of the Board of Directors, and, if requested, attend special meetings called by the President.

(e) Arrange for and have available all records and accounts for the annual audit by a certified public accountant, as provided by Section I, Article VIII, FINANCE of the Constitution.

(f) Recommend any changes in the amount of annual dues to the Board of Directors.

(g) Prepare for publication in the Newsletter and on the website each year a Treasurer's Report for the preceding Association year; prepare a Treasurer's Report for the Annual Meeting.

(h) Be bonded in the amount set by the Board of Directors.

(i) Oversee the sale of such items as approved for sale by the President. It is assumed that these sales will be transacted primarily, but not exclusively, over the Association's website and at various reunions. The Treasurer may delegate this responsibility for certain reunions and functions.

Section E. THE HISTORIAN (each battalion will designate a Historian)

The Historians will:

Be the historical arm of the Association.

Act as the historical advisor of the Association and all of its entities.

Complete a historical record of the activities of the Association and of the Regiments active duty battalions.

Attend the Annual Meeting and meetings of the Board of Directors, and, if requested, the special meetings called by the President.

ARTICLE III - DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Association will:

- (a) Be the governing and policy-making body of the Association.
- (b) Approve the annual budget and will have the power to contract obligations on behalf of the Association.
- (c) Supervise the work of all Officers.

ARTICLE IV. AMENDMENTS

These By-laws may be amended by a simple majority of the members at any Annual Meeting or by mail, provided the proposed amendment shall be mailed to all members together with a notice of the proposed presentation, at least one month prior to the date of the Annual Meeting, or date that the written ballots are expected to be returned.

Amended August, 2010
Reviewed August 2012