

THE 1ST SQUADRON, 1ST CAVALRY ASSOCIATION, INCORPORATED

BY-LAWS

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BY-LAWS

THE 1ST SQUADRON, 1ST CAVALRY ASSOCIATION, INCORPORATED

ARTICLE I **Principal Office; Purpose**

Section 1 Principal Office

The Principal Office and Mailing Address of The 1st Squadron 1st Cavalry Association shall be located in the City of the Current President of the Association and may have other offices as it's affairs may require.

Section 2 Purpose

- A. To establish a permanent organization that will further develop the common bonds existing between all men and women who serve or have served with the 1st Squadron 1st Cavalry.
- B. To assemble and maintain the awards, achievements and like records of The 1st Squadron 1st Cavalry, and to preserve and publish the history of The 1st Squadron 1st Cavalry.
- C. To perpetuate the memory of Blackhawks who died in the service of their Country.
- D. To be of assistance to Blackhawks in matters pertaining to Veterans Affairs.
- E. To render acts of charity and service to the community and The Association in accordance the By-laws and the Cavalry tradition of Patriotism, Service and Sacrifice
- F. The organization shall have an office at 204 S. Brandon Ave. Celina, Ohio and at such other places as shall be designated by the board of directors from time to time by resolution. The organization has not been formed for the making of profit or personal financial gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes described below. Nothing contained herein however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for charitable and educational purposes. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation.

ARTICLE II **Membership**

Section 1 Types and Qualifications

A. Regular Members

1. Any person who has been assigned or attached to, and honorably served with, The Squadron, under competent orders, shall be eligible for Regular Membership.
2. Any applicant for Regular Membership shall first file with the Secretary an Application for Membership, or such forms as shall be prescribed by the Board of Directors, accompanied by payment in full of initiation fees and dues in US money current. Such applicant shall become a Regular Member on approval of the Application by the Secretary.
3. No applicant, having made proper application and possessing the foregoing qualifications, shall be denied membership in The Association, provided however, that the Board of Directors may, at its discretion, refuse membership to any applicant who at any time during or since his service in The Squadron has been guilty of conduct unbecoming a Soldier.

B. Honorary Life Member

1. Any person whose activities have fostered the Cavalry ideals on a national scale or who has provided great service to the United States of America or to The Squadron may be elected an Honorary Life Member of The Association by the Board of Directors. Any member of The Association may propose a candidate for Honorary Member, by written recommendation, to the Board of Directors stating the qualifications of that candidate.
2. Each recommendation shall be certified to the Secretary not less than five (5) weeks prior to the Annual Reunion. Honorary Membership will be approved by majority vote at the Annual Membership Meeting. The Board of Directors may withdraw any Honorary Membership.

C Associate Member

Any person who is willing to support the 1st Squadron, 1st Cavalry Association

Section 2.Dues and Initiation Fees

- A. The Board of Directors shall from time to time fix Initiation Fees and Dues from all members, except that Honorary Life Members are exempt from paying Dues.

June, 2015

- B. Membership dues may be paid for periods of one year or five years. Yearly membership dues are due on an annual bases and membership expires one year from the month of receipt. Five year memberships expire five years from the month of receipt.
- C. The President, or his designee, will be the only person of The Association authorized to issue a membership card.

Section 3. Termination of Membership

The name of any member may be made an inactive member from the membership rolls by:

- 1. upon written resignation or,
- 2. upon direction by the Board of Directors based upon non-payment of dues or assessments, or for any reason that would warrant refusal of membership to an applicant.

Section 4. Appeal of Membership Denial or Revocation

Any person removed other than by a written resignation shall have the right of appeal to the Board of Directors and shall be informed of that right and the means to exercise it at the time the decision is made to deny or revoke membership.

Section 5. Meeting of Members; Quorum

- A. The Annual Membership Meeting shall be held during the Annual Reunion. Membership Meetings may be called at any time by the Board of Directors, and shall be called upon the written request of at least five percent (5%) of The Association's Members in Good Standing.
- B. Regular Members shall be entitled to one vote, in person, on each matter submitted to vote of the membership.
- C. The voting members present, in person, shall constitute a Quorum.

Section 6. Order of Business

- 1. Roll Call
- 2. Reading of Minutes of the preceding meeting and action thereon
- 3. Reports of Officers
- 4. Reports of committees
- 5. Unfinished business
- 6. Miscellaneous business
- 7. New business
- 8. Good and Welfare of The Association
- 9. Adjournment

ARTICLE III Directors

Section 1. Management

The Board of Directors shall manage the affairs of The Association

Section 2. Number

The President, Vice President, Treasurer, and Secretary of The Association shall be members of the Board of Directors.

Section 3. Election and Term

The Board of Directors will be elected according to procedures established by the Association By-laws, consistent with the provisions herein.

Section 4. Qualifications

A Director shall be a Regular Member in the Association.

Section 5. Vacancies

Any vacancy shall be filled by the Association President for the un-expired portion of the term.

Section 6. Compensation

No compensation shall be authorized any Director other than reimbursement of legitimate expenses.

Section 7. Meetings

The regular Meeting of the Board of Directors shall be held, without notice other than this By-law, during the National Reunion. Special Meetings of the Board of Directors may be called at the request of the President, or any three (3) Directors

Section 8. Time and Place of Meetings

The Board of Directors may hold its meetings at the Principal Office of The Association or any such places, either within or without the State of Ohio, as it may from time to time determine.

Section 9. Quorum

A majority of the entire Board of Directors shall constitute a Quorum.

Unless otherwise required, the vote of the majority of the Directors present at the time of a vote, if a Quorum is present at such time, shall be the act of the

Board of Directors. Each Director present shall have one vote.

A majority of Directors present, whether or not a Quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 10. Committees

The Board of Directors may designate from its members various committees, each consisting of three or more Directors. Each committee shall serve at the pleasure of the Board of Directors.

Section 11. Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, the resignation will take place effect immediately, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV Officers

Section 1. Number; Executive Committee

- A. The Principal Officers of The Association shall be a President, Vice President, Second Vice President, Secretary and Treasurer. The President may designate other officers.
- B. The President, Vice President, Second Vice President, Secretary and Treasurer shall comprise the Executive Committee of the Board of Directors.
- C. The Executive Committee shall have the power to act in all emergencies, and it shall give the Chapters immediate notification of any such action.

Section 2. Election and Term

- A. The Officers of The Association will be elected to serve the period of time between national meetings. Ballots will be distributed through the newsletter to members in good standing. The final election will be held at the national meeting.
- B. The winners of the election will be announced at the General

Membership Meeting. The newly elected officers will be sworn in at the end of the election and assume the duties of office at the end of the reunion.

- C. A candidate for the Principal Offices of The Association will make his/her candidacy known to the Board of Directors in writing, with their qualifications to hold office. Candidate, or Nominee, will do so in a timely manner to be able to publish in the Winter edition of the Dragoon Newsletter, so as to inform the Membership of their candidacy before the annual election.

Section 3. Removal

Any Officer, elected by the Membership or appointed by the President, may be removed from office by the Board of Directors by a majority vote at a meeting of the Board of Directors, whenever, in its judgment, the best interests of The Association would be preserved thereby

Section 4. Vacancies

Any vacancy on the Executive Committee shall be filled by appointment by the President with the approval of the Board of Directors for the remainder of the term.

Section 5. Compensation

No compensation shall be authorized any Officer other than reimbursement of legitimate expenses.

Section 6. President

The President shall be the Chief Executive Officer of The Association and shall in general supervise and control all affairs of The Association. The President shall preside at all meetings of The Association and of the Board of Directors.

Section 7. Vice President

- A. The Vice President shall perform duties assigned by the Board of Directors or the President.
- B. In the absence of the President, or in the event of the President's inability to perform his duties, the Vice President shall perform the duties of the President.

Section 8 Second Vice President

The Second Vice President shall perform duties assigned by the Board of Directors or

the President. In the absence of the Vice President, or in the event of the Vice President's inability to perform his duties, the Second Vice President shall perform the duties of the Vice President,

Section 9. Secretary

- A. Is the custodian of the Corporate Seal of The Association records and affixes the Seal to all official documents. Act as the custodian of the organization's governing documents.
- B. Is responsible for and keeps the Minutes of all meetings of The Association and the Board of Directors. Minutes of any meetings will be submitted to the Board of Directors in a timely manner.
- C. Ensure the organization's activities are in line with it's objectives and ensuring legal requirements are met where relevant

Section 10 Treasurer

- A. Using generally accepted standard accounting procedures and practices be responsible for all funds and securities of The Association, receive and give receipts for money received, and deposit all such monies in the name of The Association in such banks, trust companies or other depositories as shall be designated the Board of Directors, and in general perform all duties assigned him by the President and or Board of Directors.
- B. Pay all bills and obligations of The Association upon the approval of the President. Time Deposits and Investments shall require the signature of the President and Treasurer for issuance, withdrawal, or conversion. No monies shall be borrowed or loaned nor shall any notes be given unless authorized by the Board of Directors. Monies shall be deposited in institutions insured by the Federal Government. January 1, 2013
- C. Submit a semi-annual non-audited financial report to the Board of Directors and a compiled financial report from a professional accountant to the Membership at the Annual Membership Meeting.
- D. Draw up and submit to the Executive Committee for approval an annual budget at least thirty (30) days prior to the beginning of The Association's Fiscal Year. Provide recommendations to the President for expenditure of any funds over budget levels.
- E. Complete and submit all required legal forms in a timely manner.
- F. Oversee the publication and distribution of the newsletter quarterly to all members.
- G. Maintain the membership database. Collect membership applications and approve memberships, and provide a quarterly report to the Board of Directors of all new members and changes of status of members.

Section 11. Past President

The Past President position is authorized for any association member who has previously served as the President of The Association

Section 12. Sergeant-At-Arms

- A. A Sergeant-At-Arms will be appointed by the President and serve at the pleasure of the President. It shall be the duty of the Sergeant-At-Arms to:
- B. Ensure order at the Annual Meeting of The Association, Board of Directors meeting, special or other activities as the President may direct.
- C. Lead "The Pledge of Allegiance", as directed.
- D. Introduce visitors and guests to the President and members at meetings.
- E. Take charge of the stand of colors after presentation and prior to return to the Quartermaster.
- F. Meet with and be a non-voting member of the Board of Directors.

Section 13. Chaplain

- A. A Chaplain of The Association is appointed by the President to serve at the pleasure of the President. The Chaplain will conduct the Annual Memorial Service at Annual Membership Meeting or Reunion and carry out his duties incidental to this Office.
- B. The Chaplain shall meet with and be a non-voting member of the Board of Directors.
- C. Swear in the newly elected officers.

Section 14. Quartermaster

- A. The President shall appoint a Quartermaster to account for all property of The Association including, but not limited to, flags, colors or guidons, works of art, yearbooks, mementos, computers, cell phones, etc.
- B. Be responsible for the serviceable condition of said property.
- C. Disburse the transfer of all property by hand receipt.

- D. Purchase, inventory, and sell PX items in coordination with the Treasurer.

Section 15. Historian

- A. Gather historical data from archives, news files, photographs, web sites or any other available sources concerning the history of the 1st Squadron, 1st Cavalry.
- B. Prepare an article for each edition of the Association newsletter.

Section 16. Editor

- A. Obtain text articles, photos, news stories, etc. that will be of interest to the members of the association
- B. Create the newsletter in a timely manner for publication every April, August and December.
- C. Coordinate with the Association Treasurer to have the newsletter printed and distributed.

ARTICLE V Awards and Honors

The Association may recognize certain members for their outstanding past achievements and continuing contributions to uphold the ideals of The Association from time to time.

ARTICLE VI Amendments

Section 1. By-laws Committee

The By-laws Committee shall comprise the Association Board of Directors

Section 2. Amendment at Annual Meeting

- A. By-laws may be adopted, amended, or repealed by two-thirds vote of the membership in attendance at any Annual Membership Meeting.

Section 3. Amendment by Directors

By-laws may be adopted, amended, or repealed by three-fourths of those present and voting at a meeting of the Board of Directors, provided that any such action shall be ratified by a two-thirds vote of the members present at the next Annual Membership meeting.

ARTICLE VII Rules of Order

Except wherein provided, Roberts Rules of Order, Newly Revised, shall determine parliamentary procedure

ARTICLE VIII Construction

If there is any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation govern.

The foregoing By-Laws are hereby adopted by the Directors of the corporation, having waived notice of meeting, this _____ day of _____, 2015

Director and President

Director and Vice President

Director and Second Vice President

Director and Secretary

Director and Treasurer