

Approved: **Unanimously approved by BOD 1/19/23 – Membership ratification needed**

THE 1ST SQUADRON, 1ST CAVALRY ASSOCIATION, INCORPORATED

BYLAWS

TABLE OF CONTENTS

ARTICLE I - Principal Office; Purpose

Section 1. Principal Office

Section 2. Purpose

ARTICLE II - Membership

Section 1. Types and Qualifications

Section 2. Dues and Initiation Fees

Section 3. Termination of Membership

Section 4. Appeal of Membership Denial or Revocation

Section 5. Meeting of Members; Quorum

Section 6. Order of Business

ARTICLE III - Board of Directors

Section 1. Management

Section 2. Members

Section 3. Election and Term Section

4. Qualifications

Section 5. Vacancies

Section 6. Compensation

Section 7. Meetings

Section 8. Time and Place of Meetings

Section 9. Quorum

Section 10. Committee

Section 11. Resignation

Section 12. Removal

ARTICLE IV – Directors, Duties and Responsibilities

Section 1. President

Section 2. First Vice President

Section 3. Second Vice President

Section 4. Secretary

Section 5. Treasurer

Section 6. Past President

ARTICLE V – Standing Appointed Positions

Section 1. Compensation

Section 2. Sergeant-At-Arms

Section 3. Chaplain

Section 4. Quartermaster

Section 5. Historian

Section 6: Editor

Section 7: Media Coordinator

ARTICLE VI -Awards and Honors

ARTICLE VII - Amendments

Section 1. Bylaws Committee

Section 2. Amendment at Annual Meeting

Section 3. Amendment by Directors

ARTICLE VIII - Rules of Order

ARTICLE IX - Construction

BYLAWS

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. The Association may also have other offices as designated by the Board of Directors by resolution.

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 Regiment (Blackhawks)**.
- B. To assemble and maintain the awards, achievements and like records of the 1st Squadron 1st Cavalry Regiment and to preserve and publish the history **of not only the 1st Squadron, 1st Cavalry Regiment but of all Squadrons of the 1st Cavalry Regiment.**
- C. To perpetuate the memory of the **1st Cavalry Regiment** 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 with the bylaws and the Cavalry tradition of Patriotism, Service and Sacrifice.
- F. The organization has not been formed for the making of profit or personal financial gain. The assets and income Association 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 as described in this section. 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 Association. The Association is organized exclusively for charitable and educational purposes. The Association shall not carry on any other activities **not permitted to be carried on by a IRS 501(c)(19) Veterans organization exempt from federal income tax,**

shall not participate in any political campaign in any manner and shall not attempt to influence legislation.

Section 3. Organization

- A. The Board of Directors may create subdivisions within the membership of the Association. Such subdivisions may include, but are not limited to, individual and unique Troops and/or individual and unique Squadron designations. Such subdivisions shall be limited to Troops and Squadrons that historically served under the flag of the 1st Cavalry Regiment (Blackhawks)

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 1st Squadron, 1st Cavalry Regiment (Blackhawks) or any Squadron of the 1st Cavalry Regiment (Blackhawks), under competent orders, shall be eligible for Regular Membership.
2. Any applicant for Regular Membership shall first file with the Treasurer an Application for Membership, or such forms as shall be prescribed by the Board of Directors, accompanied by payment in full of initiation fees, if any, and dues in US currency. Such applicant shall become a Regular Member on approval of the application by the the Board of Directors or their designated Director/Officer.
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 or Regiment, 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 and the 1st Cavalry Regiment (Blackhawks).

Section 2. Dues and Initiation Fees

- A. The Board of Directors may from time-to-time fix initiation fees and dues for members, except that Honorary Life Members are exempt from paying any fees or dues.
- B. One year membership is the standard membership period. Yearly membership dues are due on an annual basis and membership expires one year from the month of receipt. The board may establish membership periods in addition to the standard one-year membership and set the dues for such memberships.
- C. The Association may issue membership cards. Only the President, or his designee is authorized to issue Association membership cards.

Section 3. Termination of Membership

Any member may have their membership become inactive or expired by:

1. upon written resignation or,
2. upon direction by the Board of Directors based upon non-payment of dues or for any reason that would warrant denial 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. Annual Membership meetings shall be held. If a reunion is held the annual meeting will be held in conjunction with the reunion. If no reunion is held during a year, the annual meeting may be held in person or via electronic means on a date and time set by the Board of Directors. 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 on each matter submitted to a vote of the membership.
- C. The voting members present, in person or via electronic means, at any membership meeting shall constitute a quorum for that meeting.

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 - Board of Directors

Section 1. Management

The Board of Directors shall manage the affairs of the Association.

Section 2. Members

The President, First Vice President, Second Vice President, Secretary and Treasurer, shall constitute the Board of Directors.

Section 3. Election and Term

The Board of Directors will be elected according to procedures established by these bylaws and consistent with the provisions herein.

- A. Directors will be elected to serve for a term of two years and until the director's successor is elected. The election will be held at an annual membership or special membership meeting.
- ~~B.~~ The winners of the election will be announced immediately after the vote of the membership. The newly elected Directors will be sworn in at the end of the election and will immediately assume the duties of their office.

- C. Candidates for a Director position will make his/her candidacy known to the Board of Directors. The candidate or nominee, at their discretion, may do so in a timely manner for publication in the Dragoon Newsletter in order to inform the membership of their candidacy before the election. Any member in good standing may be nominated for any Director position at a meeting at which the election for that Director position is held.
- D. There shall be no limitation on the number of consecutive terms to which a Director may be reelected.

Section 4. Qualifications

A Director shall be a regular member of the Association.

Section 5. Vacancies

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining directors even if less than a quorum, or by a sole remaining director.

Section 6. Compensation

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

Section 7. Meetings

The Board of Directors shall meet annually. If a reunion is held, the meeting shall be held in conjunction with that reunion and without notice other than by these bylaws. Special meetings of the Board of Directors may be called at the request of the President, or any three (3) Directors. A minimum of two days notice shall be given each Director prior to any Board of Directors meeting.

Section 8. Time and Place of Meetings

The Board of Directors may hold its meetings at the Principal Office of the Association or any location, either within or without the State of Ohio, in person or via electronic means.

Section 9. Quorum

A majority of the Board of Directors, present in person or via electronic means, shall constitute a quorum.

Unless otherwise required, the vote of a majority of the Directors present at the time of a vote, if a quorum is present shall be the act of the Board of Directors. Each Director 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

Board of Directors shall be authorized and empowered to appoint committees to assist the Board in the effective pursuit of the Association's affairs. Such committees, if appointed, shall be advisory to the Board, and the scope of their authority shall be as stated in the resolution creating the committee.

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 effective immediately and the acceptance of the resignation shall not be necessary to make it effective.

Section 12. Removal

Any Director, either elected by the membership or appointed by the President, may be removed from office by the Board of Directors by a majority vote whenever, in the Board's judgment, it is in the best interests of the Association to do so.

ARTICLE IV – Directors, Duties and Responsibilities

Section 1. President

The President shall 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 2. First Vice President

- A. The First 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 First Vice President shall perform the duties of the President.

Section 3. Second Vice President

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

Section 4. Secretary

- A. Is the custodian of the Corporate Seal of the Association records and affixes the Seal to all official documents. Is 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 meetings will be submitted to the Board of Directors in a timely manner.
- C. Ensure the Association's activities are in line with its objectives and that applicable legal requirements are met.

Section 5. Treasurer

- A. Using generally accepted accounting 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/her by the President and/or the Board of Directors. **All funds shall be deposited in institutions insured by the Federal Government (FDIC).**
- 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.
- C. **Submit an annual non-audited financial report to the Board of Directors and the membership, or at any time to the Board upon their request. If requested by the Board of Directors, shall accomplish a review of the Association's financial statements by a professional C.P.A. accounting firm.**
- D. Draw up and submit to the Board of Directors 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 required financial (tax) forms in a timely manner.**
- F. **Assist the Editor with the publication and distribution of the newsletter.**
- G. **Assist and work with the Media Coordinator to establish and maintain effective digital/electronic programs/communications for the benefit of the**

Association.

- H. Maintain the membership database. Receive membership applications and as directed by the Board, approve memberships and provide a quarterly report to the Board of new members and changes of status of members.

Section 6. Past President

The Past President position is an honorary position and is authorized for a member who has previously served as the President of the Association. The Past President serves as an advisor to the Board of Directors.

ARTICLE V – Standing Appointed Positions

Section 1. Compensation

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

Section 2. Sergeant-At-Arms

- A. A Sergeant-At-Arms is appointed by the President and serves at the pleasure of the President.
- B. Ensure order at annual meetings, Board of Director meetings, and special meetings 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. Shall meet with and assist the Board of Directors as needed.

Section 3. Chaplain

- A. Is appointed by the President and serves at the pleasure of the President.
- B. Conducts the Annual Memorial Service at annual membership meetings and reunions and will carry out the duties of this Office.

- C. Shall meet with and assist the Board of Directors as needed.
- D. Swear in the newly elected Officers.

Section 4. Quartermaster

- A. Is appointed by the President and serves at the pleasure of the President.
- B. Quartermaster shall 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.
- C. Be responsible for the serviceable condition of said property.
- D. Disburse the transfer of all property by hand receipt.
- E. Purchase, inventory, and sell PX items in coordination with the Treasurer.
- F. Shall meet with and assist the Board of Directors as needed.

Section 5. Historian

- A. Is appointed by the President and serves at the pleasure of the President.
- B. Gathers historical data from archives, news files, photographs, web sites or any other available sources concerning the history of the 1st Squadron, 1st Cavalry Regiment (Blackhawks) and the 1st Cavalry Regiment (Blackhawks).
- C. Prepare an article for each edition of the Association newsletter.
- D. Shall meet with and assist the Board of Directors as needed.

Section 6. Editor

- A. Is appointed by the President and serves at the pleasure of the President.
- B. Obtain text articles, photos, news stories, etc. that will be of interest to the members of the Association.
- C. Create the newsletter in a timely manner for publication every Spring, Fall and Winter.
- D. Coordinate with the Association Treasurer to have the newsletter printed and distributed.
- E. Shall meet with and assist the Board of Directors as needed.

Section 7. Media Coordinator

- A. Is appointed by the President and serves at the pleasure of the President.
- B. Assist with website (content, updates and user interface)
- C. Assist with Social media channels (posts, moderation and online members)
- D. Assist when needed with email communications.
- E. Assist with any additional or future digital media needs (online PX, SMS or affiliated web presence and organizational online uses).
- F. Shall meet with and assist the Board of Directors as needed.

ARTICLE VI - Awards and Honors

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

ARTICLE VII - Amendments

Section 1. Bylaws Committee

The Bylaws Committee shall be comprised of the Association's Board of Directors.

Section 2. Amendment at Annual Meeting

- A. Bylaws 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

Bylaws may be adopted, amended, or repealed by 80% 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 VIII - Rules of Order

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

ARTICLE IX - Construction

If there is any conflict between the provisions of the Certificate of Incorporation and these Bylaws, 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 19 day of January, 2023

Director and President

Director and First Vice President

Director and Second Vice President

Director and Secretary

Director and Treasurer

REVISED BYLAWS - Changes indicated in RED